

VMware, Inc.
Business Conduct Guidelines

Updated May 29, 2008
VMware Legal Department

VMWARE, INC.
BUSINESS CONDUCT GUIDELINES

These Guidelines apply to VMware, Inc. (“VMware”) employees (each such person defined as a “VMware person” or collectively as “VMware people”).

ACT WITH INTEGRITY

VMware’s expectations concerning the behavior of VMware people do not differ substantially from the personal expectations most VMware people set for themselves. You are expected to act with integrity. This means that you should:

- **be honest and ethical in all of your dealings;**
- **comply with all laws and seek help if you have any uncertainty;**
- **adhere to all VMware policies;**
- **be respectful of others;**
- **be accountable, responsible and do what you say you are going to do; and**
- **do what is right.**

OBEY THE LAW AND VMWARE POLICY

VMware conducts its business in accordance with all applicable laws. You are expected to conduct yourself in the same manner. Compliance with the law is a minimum expectation. Personal integrity may, and often will, involve a standard higher than what exists under the law. You should direct any questions you have about these Guidelines or a legal compliance matter to your manager and/or the VMware Legal Department.

You are also expected to act in accordance with VMware’s policies, which are available either electronically on VMweb or through your manager or the VMware Legal Department. Certain VMware policies are summarized below.

In some instances, VMware policies may go beyond the requirements of U.S. or foreign law. Nevertheless, as a VMware person you are expected to comply with VMware policies and these Guidelines.

COMPLY WITH THE ANTITRUST LAWS

The objective of the antitrust laws is to protect and promote competition and free enterprise. Antitrust laws prohibit certain practices which unreasonably restrain trade. You must fully comply with the antitrust laws and any VMware policies, guidelines or rules of engagement that address these laws. Any violation may result in severe discipline and civil and criminal penalties for you and VMware.

DO NOT ENGAGE IN INSIDER TRADING

As set forth in VMware’s Insider Trading Policy, it is against the law and you are prohibited from buying or selling VMware securities if you are aware of “inside” information, that is, material non-public information about VMware. You may also become aware of inside information about other companies, such as VMware’s partners, suppliers and customers, through your work at VMware. You are similarly prohibited from buying or

selling securities of such other company if you are aware of inside information about that other company. You may not pass along any inside information to others, such as friends or relatives. In addition, you may not engage in any form of short-selling, hedging, puts or calls or options trading in VMware stock.

PROTECT VMWARE’S CONFIDENTIAL AND PROPRIETARY INFORMATION

Misusing or disclosing information that VMware considers confidential or proprietary, both during and after your employment with VMware, is prohibited and is a violation of these Guidelines and VMware’s Key Employee Agreement. Such disclosure may also result in serious damage to VMware and you.

All VMware confidential or proprietary information, including any related document in any tangible or electronic form, in your possession or control, no matter where it is located, is the property of VMware. Both during your employment with the Company and thereafter, you are prohibited from using such information, including such documents, for your own benefit or disclosing them to anyone outside of VMware. All such information must be returned to VMware when you terminate your employment with VMware. Any taking, downloading or other prohibited use or disclosure of such VMware information is unacceptable and may be deemed to be a misappropriation of VMware trade secrets and/or proprietary information.

Additionally, you should take steps to prevent inadvertent disclosure of VMware confidential or proprietary information. You should not discuss any non-public or confidential information of VMware with outsiders, including family and friends, and you should not discuss such information in any public place, such as an elevator, restaurant or airplane. Even within VMware, such information should be shared with others only on a “need to know” basis. You should not post any proprietary or confidential VMware information on forums such as internet chat boards without express authorization. When you are away from VMware’s premises, you should take special care to protect VMware’s information, in both hard copy and electronic form, to prevent inadvertent disclosure in public places.

You are likely to meet, talk to, or attend functions with individuals who work for VMware’s competitors, partners, suppliers or customers. When you come into contact with such individuals, even where the interaction seems innocent, be cautious about what you say. Do not discuss anything relating to confidential information with any of these people. Inform management or the VMware Legal Department of any attempts by outsiders to obtain VMware confidential information.

Do not answer any request for information, proprietary or otherwise, from outside VMware unless you are specifically authorized to do so.

Below is a list of contacts for particular types of requests:

Requests from securities analysts or investors	Investor Relations 650-427-3267
Requests from reporters and news media	Public Relations 650-427-2485
Requests for information from governmental authorities or outside attorneys, other requests of a legal nature or requests for any kind of audit	VMware Legal Department 650-427-1010
Requests for personnel references or employment verifications, salary verifications or other requests about current or former VMware people	Human Resources Number 650-427-3095

HANDLE THE TRADE SECRETS AND CONFIDENTIAL INFORMATION OF OTHERS WITH CARE

VMware competes vigorously, but fairly. You may use any publicly available information about VMware's competitors or other companies, but you may not unlawfully acquire or misuse the trade secrets or other confidential information of another third party. VMware does not condone the use of any improper means, such as cash payments, favors, or hiring a competitor's employees, to acquire confidential information of third parties.

Even if you receive information about another company through legitimate means, you need to determine if the information is confidential and how such information may be used. For example, check written documents for labels that designate them as private or confidential. Before receiving what you know to be confidential information, you should establish the terms for its use. This may require the execution of a "confidentiality agreement," which restricts the use, disclosure, or distribution of the information. Once you have received confidential information through legitimate means, you should use, copy, disclose, or distribute it only in accordance with the terms of any relevant "confidentiality agreement."

You must also abide by the lawful obligations that you have to your former employer(s). These obligations may include restrictions on the use and disclosure of confidential information or solicitation of former colleagues to work at VMware, or non-competition agreements. If you have any questions regarding these obligations you should contact the VMware Legal Department.

DO NOT GIVE OR ACCEPT QUESTIONABLE GIFTS

With respect to *non-government personnel*, gift-giving is proper only to create goodwill. All business decisions must be based on the merits of products, services or people. It is improper to give a gift to influence the recipient or to obligate the recipient to do business with the giver. For example, it is improper to seek special favors by offering to provide use of accommodations (including lodges, resorts, homes or condominiums), use of transportation (including vehicles, boats or aircraft), lavish gifts or entertainment, assistance in securing loans or cash payments (all of which may be referred to as "gifts").

Unless prohibited by the customer's own policies, it is appropriate to pay for a customer's meals and entertainment or to invite a customer to a sporting event or outing, provided the expenses of doing so are reasonable. It is also permissible to give a customer a gift of reasonable value on special occasions, as long as the gift does not seek, and does not create the appearance of seeking, special favors. The frequency and timing of any such gifts should always be considered so as not to create the appearance of impropriety.

It is also appropriate to invite customers to education or training seminars sponsored by VMware, subject to management approval. On such occasions, VMware may pay the customer's reasonable travel expenses and give the customer a business-related gift of reasonable value as a memento of the occasion.

With respect to *government personnel*, it is against VMware policy to provide or pay for, either directly or indirectly, any meal, travel, entertainment, lodging or gift. Except in very limited circumstances, the giving of any gratuity to a government employee, foreign government official, foreign political party, candidate for foreign political office, official of public international organizations or to any third party with knowledge that the payment will be paid over to such persons or entities could subject both you and VMware to civil and criminal penalties.

Gift giving practices may vary in different countries; any gifts given or received must also comply with local

law, custom and practice.

Regardless of local practice, any payment or gift to a *person acting in an official capacity for a foreign government* designed to influence that individual's acts or decisions is improper and could subject you and VMware to substantial criminal liability for violation of the Foreign Corrupt Practices Act of 1977, as amended.

Do not solicit or accept any money. Do not solicit or accept any gift which would create the appearance that you will be influenced or obligated to do business with the giver. If a customer or supplier offers or gives you any money or a gift which would create such an appearance, reject the offer, return the money or gift and promptly inform your manager and the VMware Legal Department.

You may not use VMware funds to give gifts to fellow VMware people. However, awards may be given under a VMware-sponsored recognition program, contest or promotion.

Giving or receiving a gift should never damage VMware's reputation. Any gift-giving should be fully visible to your manager. It is critical that all expense report records accurately reflect gifts provided to customers, suppliers, partners or other third parties in order to comply with tax and other legal reporting requirements.

Any violation of these rules may result in civil or criminal penalties to you and VMware.

AVOID CONFLICTS OF INTEREST

A VMware person's activities can, intentionally or unintentionally, create a conflict of interest or an appearance of impropriety. You are to devote your full time and efforts to VMware. In general, you must avoid any activity or personal interest that creates or appears to create a conflict between your interests and the interests of VMware or that might impair, or appears to impair, your ability as a VMware person to perform your work objectively and effectively. Some guidelines for avoiding such actual or apparent conflicts follow:

- Do not, either directly or indirectly, become involved in any activity or business that in any way competes with VMware or might advance a competitor's interest.
- Do not acquire a financial interest in, or engage in any activity or business with any supplier, competitor, customer, distributor, or other organization that could create a conflict of interest or compromise any duty you might owe to VMware under applicable law.
- Be particularly cautious if a friend or relative is employed by a competitor or supplier of VMware. Even where the risk to VMware's interests from such a relationship seems remote, you must exercise particular care not to disclose confidential information inadvertently.
- Do not accept any personal benefits from VMware that have not been duly authorized and approved pursuant to VMware policy and procedure, including any loans or guarantees of personal obligations by VMware.
- Do not participate individually in any business or investment opportunity of which you learned through your position at VMware. You should direct any such opportunities to VMware by informing your manager.
- Do not associate VMware with, or indicate VMware support for, any civic, religious, political or

professional association without approval from VMware. In addition, you are not authorized to speak on any public issues or to make any kind of campaign contribution as a representative of VMware.

- If you are involved with selecting a supplier, be sure to do so only on the basis of price, quality, performance and suitability of the product or service. Do not favor a supplier for reasons which could imply improper conduct or conflict of interest.

Because the facts of any such situation may differ, you must seek clarification from your manager and the VMware Legal Department before proceeding with any activity that might be construed as creating a conflict of interest. For example, a conflict might arise if you join an advisory board, board of directors of another company or standards board. The activities of your immediate family members may also be construed as creating a conflict of interest. You should seek guidance from your manager and the VMware Legal Department with respect to these activities also.

If you are aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, you must disclose such transaction or relationship to the VMware Legal Department.

TREAT FELLOW VMWARE PEOPLE WITH DIGNITY AND RESPECT

It is vital that VMware people treat each other with respect. VMware will not tolerate unlawful and/or inappropriate discrimination or harassment of any kind. If you engage in such conduct, you will be subject to discipline and you may expose yourself and VMware to liability.

BE HONEST AND TRUSTWORTHY WHEN DEALING WITH CUSTOMERS AND VENDORS

Customer satisfaction is a paramount goal of VMware. To establish and maintain strong and long-lasting relationships, we must be honest and trustworthy in all of our dealings with customers, vendors and other third parties. Long-term relationships are more valuable than short-term gains.

If you are involved in proposals, bids or contract negotiations with third parties, you must communicate honestly. Once a valid contract is entered into, both VMware and the customer or vendor must adhere to its terms. You should not enter into an agreement on behalf of VMware if you believe that VMware will not be able to adhere to its terms. Do not take advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

COMPLY WITH VMWARE'S CONTRACT SIGNATURE POLICY

You must comply with VMware's Contract Signature Policy. You may not enter into any contract or commit VMware resources unless you are authorized to do so. Any VMware person acting in violation of this policy shall have no authority to bind VMware.

DO NOT MISUSE VMWARE'S PROPERTY OR EQUIPMENT

You should take all reasonable steps to protect against loss, theft, or misuse of any VMware asset. Moreover, VMware's facilities, property and equipment are provided to conduct VMware business or for purposes authorized by management. You may not perform any personal or non-VMware work in VMware facilities, on VMware time, or using VMware training, tools, materials or resources, except for incidental personal activities that are kept to a minimum and comply with all VMware policies.

COMPLY WITH VMWARE'S INFORMATION TECHNOLOGY POLICIES

You must comply with VMware's Information Technology policies. VMware's IT systems, including the e-mail system, are the property of VMware and all of these systems must be used appropriately. You should have no expectation of privacy in connection with any of these systems.

MAINTAIN AND PROVIDE ACCURATE AND HONEST BUSINESS RECORDS AND FINANCIAL REPORTS

VMware's books and records must reflect all transactions included in its results of operations and financial position truthfully, accurately, and in compliance with generally accepted accounting principles. VMware also has strict reporting obligations under certain statutes, including the Foreign Corrupt Practices Act of 1977, as amended, and the securities laws. It is therefore essential that you report all business transactions honestly, accurately and in compliance with all VMware policies and procedures. For example, all VMware people must provide truthful and accurate reports of expenses and time. For example, all VMware people in sales must provide truthful, accurate and complete paperwork relating to sales transactions. Falsification of business documentation, whether or not it results in personal gain, is never permissible and may result in penalties to VMware and you.

ENSURE FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE AND FINANCIAL REPORTING

As a public company, VMware is required to file periodic and other reports and documents with the Securities and Exchange Commission ("SEC") and to make other public communications. VMware must provide accurate, complete and timely disclosure in those SEC reports and documents and in its other public communications, including disclosure of VMware's financial results and financial condition. Accordingly, you must fully meet your responsibilities to ensure that VMware's financial reports and records are in strict compliance with all applicable laws, generally accepted accounting principles and VMware policies. You must provide information that is accurate, complete, objective, relevant, timely and understandable, act in good faith, responsibly, with due care, competence and diligence, without misrepresenting or omitting material facts or allowing your independent judgment to be subordinated, and impose and maintain appropriate controls over all assets and resources employed. These responsibilities apply to each of us, but are especially important if you are a member of VMware's Finance Department or are otherwise involved with VMware's financial reporting.

DO NOT IMPROPERLY INFLUENCE THE CONDUCT OF AN AUDIT

You must not take any action to fraudulently influence any public accountant performing an audit or review of VMware's financial statements.

COMPLY WITH APPLICABLE LAWS AND GUIDELINES RE RECORD RETENTION

Drafts and other documents not required to be retained under a specific VMware policy or procedure or otherwise by applicable law should be destroyed regularly in the ordinary course of business. However, if you become aware of a subpoena or a litigation or investigation that relates to VMware and you have documents that may be relevant, you must retain and preserve those documents, including e-mails and other documents that may otherwise be automatically deleted or destroyed, until you are advised by the VMware

Legal Department otherwise. You should also promptly notify the VMware Legal Department of any subpoena or litigation or investigation that relates to VMware.

CONCLUSION

VMware takes seriously its legal and ethical obligations. As a VMware person, you should always conduct yourself with integrity and in compliance with laws and VMware policies, including these Guidelines. Failing to do so may put you and VMware at risk and could subject you to disciplinary action, up to and including termination of employment. By doing what is right, you help VMware move forward with continued success.

Questions and Guidance

You may have questions about your responsibilities under these Guidelines or require specific guidance about a particular situation. In these instances, you should promptly speak to your manager or the VMware Legal Department.

Violations

If you know of or suspect a violation of applicable laws or regulations, these Guidelines, or any VMware policy, you must promptly report such violation in any of the following ways:

- Contact the VMware Hotline at 1-866-913-0274 or visit <https://www.integrity-helpline.com/VMware.jsp>
- Contact the VMware Legal Department by telephone (650-427-1010), by facsimile (650-475-5101) or by e-mail (GeneralCounsel@vmware.com)
- Contact the Audit Committee of the VMware Board of Directors by e-mail (AuditCommitteeChair@vmware.com).

Any reported violation will be kept anonymous and confidential to the maximum extent possible. Such reports may be made anonymously by using any of the methods set forth above. Although reports of violations or suspected violations under these Guidelines may be made verbally, VMware people are encouraged to make any such reports in writing, which assists the investigation process.

Failure to promptly report any violation or suspected violation of applicable laws or regulations, these Guidelines, or any VMware policy is itself a violation of these Guidelines and could subject you to disciplinary action, up to and including termination of employment.

Anti-Retaliation

VMware will not retaliate against any person who provides information or otherwise assists in an investigation or proceeding regarding any conduct which the VMware person reasonably believes constitutes a violation of applicable laws or regulations, these Guidelines, or any VMware policy.¹

¹ *Specialized Policy and Procedures for VMware People located in the EU Reporting Violations:* Due to local law requirements, specialized procedures apply to VMware people located in the European Union. VMware anticipates having a EU Code shortly, but in the meantime reports regarding accounting, auditing, financial or accounting controls, banking, financial crime or anti-corruption, may be made to the VMware Legal Department by telephone at 650-427-1010 or by email to VMware's Audit Committee (AuditCommitteeChairman@vmware.com). We encourage EU VMware employees to report other violations to your local management or local human resources.

Waivers and Amendments

VMware reserves the right, in its discretion, to waive application of the policies set forth in these Guidelines when appropriate and to amend, modify or change these Guidelines. Any waiver of these Guidelines for VMware directors or executive officers may be made only by the VMware Board of Directors or a committee thereof. Any waiver of these Guidelines for VMware directors or executive officers, and any waiver of or change to these Guidelines that applies to VMware's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions shall, in each case, be disclosed as required by law or regulation.

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We encourage EU VMware employees to promptly report violations or suspected violations. All reports will be treated confidentially to the extent reasonably possible. Providing your name may expedite the time it takes to review the issue and respond to your concern. Providing your name enables VMware to ask follow-up questions that may aid in an investigation, and makes it easier for VMware to provide protection against retaliation. If, in spite of these benefits, you wish to withhold your name, you may report anonymously if you so wish to the VMware Audit Committee if the report concerns accounting, auditing, financial or accounting controls, banking, financial crime or anti-corruption. No VMware person located in the EU will be subject to disciplinary action because of a failure to report anonymously or for good faith reports.