

DELL TECHNOLOGIES INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Nominating and Governance Committee (the "Committee") of the board of directors (the "Board") of Dell Technologies Inc. (the "Company") shall consist of a minimum of two directors. Each member of the Committee shall have such qualifications and satisfy such standards as the Board shall prescribe.

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board shall determine.

Purpose

The Board has established the Committee (1) to select, evaluate and recommend to the Board qualified candidates for election or appointment to the Board, (2) to oversee the administration of matters relating to the Company's corporate governance and (3) to act as the compensation committee of the Board.

Responsibilities

The Committee shall have the following authority and responsibilities:

1. To identify, screen and evaluate individuals qualified to become members of the Board, consistent with the Board's Director Nomination Policy, and, in connection therewith, to consider (a) any director candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's Corporate Governance Principles and described in the Company's proxy statement for the annual meeting of stockholders, and (b) any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws.
2. To make recommendations to the Board regarding the selection and approval by the Board of nominees for director to be submitted to a stockholder vote at a meeting of stockholders.

3. To recommend to the Board the number of members who shall serve on the Board consistent with the provisions of the Company's certificate of incorporation and bylaws.
4. To monitor and review any issues regarding the independence of the Company's non-employee directors or involving potential conflicts of interest involving any such directors, and to evaluate any change of status or circumstances with respect to any director and determine the propriety of the director's continued service in light of that change.
5. To review the Board's committee structure and composition and to make recommendations annually to the Board regarding the appointment by the Board of directors to serve as members and chairpersons of each committee.
6. If a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and appointment of a candidate to fill such vacancy.
7. To oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review such programs and update the programs as necessary.
8. To administer and review with the Board, a process for an annual evaluation of the Board and the overall effectiveness of individual directors and to oversee the conduct of such annual evaluation.
9. To review the Company's Corporate Governance Principles from time to time and to recommend any changes thereto to the Board.
10. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures relating to the Company's corporate governance, including its certificate of incorporation and bylaws.
11. Periodically to review and approve changes to the Company's code of conduct and other policies with respect to legal compliance, conflicts of interest and ethical conduct.

12. To oversee the development and implementation of policies and management systems relating to environmental, social and governance issues in order to ensure compliance with applicable laws and best practices and to monitor the Company's performance against sustainability objectives established under such policies and systems.

13. To act as the compensation committee of the Board, and in connection therewith:
 - a. To review with Company management and approve the compensation policy for the Company's executive officers and non-employee directors, and such other managers as may be directed by the Board;

 - b. To review with Company management and approve the forms of compensation to be provided to each executive officer and non-employee director;

 - c. To review with Company management and approve recommendations with respect to compensation guidelines for all other employees;

 - d. To act as administrator of the Company's stock-based and other compensation plans (including any tax-qualified, non-discriminatory employee benefit plans and parallel nonqualified plans) and, in connection therewith, to (i) grant (or make recommendations to the full Board to grant) stock-based and cash awards to each executive officer and non-employee director, review, and, as appropriate, approve, aggregate stock-based and cash awards for other eligible individuals, and determine the terms and conditions of such awards, (ii) subject to any required stockholder approval, approve, amend, modify, interpret or ratify the terms of, or terminate, any such plans and any awards made thereunder or, to the extent required by the terms of any such plan, applicable law, or otherwise, make recommendations to the Board with respect thereto, and (iii) approve, or make recommendations to the Board to approve, changes in the number of shares of Class C common stock reserved for issuance thereunder;

 - e. To review and discuss with Company management the Compensation Discussion and Analysis disclosure required to be included in the proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K to be filed with the SEC and, based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in such annual proxy statement or Annual Report on Form 10-K;

- f. To prepare the Committee report required by SEC rules to be included in the proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K;
- g. To evaluate the need for, and provisions of, employment contracts or severance arrangements for the Company's executive officers; and
- h. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, and to evaluate compensation policies and practices that could mitigate any such risk.

In addition to the foregoing responsibilities, the Committee shall undertake such other duties as the Board may delegate to it from time to time.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred on the Committee under this Charter shall constitute for all purposes an action duly and validly taken by the Board and may be so certified by the Secretary or other authorized officer of the Company.

Advisers

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of a director search firm, an executive search firm, outside legal counsel and such other advisers as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall fix the compensation and oversee the work of any such advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisers.

Meetings and Reports

The Board shall designate a member of the Committee to act as the Committee's chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, consisting of one or more members of the Committee, as the Committee may deem appropriate.

In addition, the Committee may delegate to one or more executive officers the authority to make grants of equity-based compensation to eligible individuals who are not directors or executive officers and to administer the Company's equity-based compensation plans, in each case subject to compliance with applicable law, the rules of the New York Stock Exchange and the terms of any applicable compensation plan. The Committee may revoke any such delegation of authority at any time. Any executive officer to whom the Committee may delegate such authority to make grants of equity-based compensation shall regularly report to the Committee with respect to any grants made in accordance with such delegation.

Annual Evaluation

The Committee shall assess annually the adequacy of this Charter and conduct an annual evaluation of the performance of its duties under this Charter and shall recommend annually to the Board for approval any proposed changes to this Charter and the Committee.

April 16, 2020