

DELL TECHNOLOGIES INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Compensation 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 (a) shall be independent in accordance with the independence standards of the rules of the New York Stock Exchange (the “NYSE”), (b) shall meet the requirements for qualification as a “Non-Employee Director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (c) shall satisfy such other requirements as the Board may determine.

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

Purpose

The Board has established the Committee for the purpose, among other matters, of (a) reviewing and approving performance goals and objectives relevant to the compensation of the Chief Executive Officer, (b) reviewing and approving (or recommending to the Board approval of) the compensation to be paid to the Company’s executive officers and non-employee directors, (c) administering the Company’s incentive-compensation and equity-based plans, (d) reviewing and discussing with management the Company’s executive compensation disclosures required to be included in the Company’s annual proxy statement or annual report on Form 10-K under rules of the Securities and Exchange Commission (the “SEC”), (e) preparing the report on executive compensation required to be included in such proxy statement or annual report and (f) assisting the Board in its oversight of matters related to its human capital management.

For purposes of this Charter, (a) the term “compensation” includes salary, bonuses, cash and equity incentives, perquisites, severance arrangements, retirement benefits and other benefits and benefit plans, and (b) the term “executive officer” has the same meaning specified for “officer” in Rule 16a-1(f) under the Exchange Act.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Compensation of Chief Executive Officer

1. To review and approve corporate and individual performance goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, subject to the Company's contractual commitments, determine and approve the Chief Executive Officer's compensation based on that evaluation and the Committee's evaluation of such other criteria as it shall consider appropriate. As part of this evaluation, the Committee shall consider the evaluation of the CEO conducted by the Lead Independent Director.
2. To review and approve the Chief Executive Officer's compensation, taking into consideration, among such other criteria as the Committee shall consider appropriate, the Company's performance and relative shareholder return, the compensation given to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
3. To review and, subject to the Company's contractual commitments, approve the other terms of employment of the Chief Executive Officer.

Compensation of Other Executive Officers and Senior Management

1. To review and approve (or recommend to the Board approval of) the corporate and individual performance goals and objectives and compensation of the Company's executive officers other than the Chief Executive Officer and, if and as directed by the Board, other members of the Company's senior management.
2. In evaluating the performance of such other executive officers (and other members of senior management, as applicable), to take into account the evaluations of such employees by the Chief Executive Officer.

Compensation of Non-Employee Directors

1. To review and recommend to the Board for approval the Company's non-employee director compensation policy, including the form and amount of compensation to be paid to the Company's non-employee directors.

Executive Compensation Programs and Policies

1. To review and approve (or recommend to the Board approval of) the Company's executive compensation philosophy and objectives.
2. To review and approve (or recommend to the Board approval of) the Company's executive compensation programs and policies, evaluate the effectiveness of those programs and policies in achieving their intended purposes, and approve (or recommend to the Board approval of) modification of existing programs and policies as deemed appropriate by the Committee.

3. To establish, periodically review and modify, as deemed appropriate by the Committee, policies for the administration of the Company's executive compensation programs.
4. To review and approve (or recommend to the Board approval of) any employment-related or service-related agreements or arrangements with any current or former executive officers, including employment contracts, severance or termination arrangements, or consulting arrangements.
5. To consider, at least on an annual basis, whether risks arising from the Company's compensation policies and practices for executive officers and other employees are reasonably likely to have a material adverse effect on the Company.
6. To provide recommendations to the Board on compensation-related proposals to be considered by the Company's shareholders, including proposals for shareholder advisory votes on named executive officer compensation and the frequency of such votes.

Equity-based Plans

1. To review and approve (or recommend to the Board approval of) adoption, modification, amendment or termination of the Company's long-term incentive plans and other equity-based plans, administer such plans as the "Committee" in respect of such plans (within the meaning of such plans) and in accordance with their terms or, as applicable, oversee the activities of the individuals responsible for administering such plans. Pursuant to Section 21.416(d) of the Texas Business Organizations Code, the Committee is authorized to serve as the "Committee" in respect of such plans and authorized to authorize distributions and the issuance of shares under such plans to the fullest extent permitted by applicable law and the terms of such plans.
2. To review and approve (or recommend to the Board approval of) all equity-based awards, including pursuant to the Company's equity-based plans, pursuant to the Committee's delegation of such authority pursuant to this Charter.
3. To exercise the foregoing authority subject to the Board's right to act with respect to all such matters without limiting the Committee's authority.

Executive Compensation Disclosures

1. To review and discuss with management the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's annual proxy statement or annual report on Form 10-K in accordance with SEC rules and, based on such review and discussion, determine whether to recommend to the Board (and, if so determined, recommend to the Board) that the CD&A be included in such proxy statement or annual report.

2. To prepare the compensation committee report on named executive officer compensation required to be included in the Company's annual proxy statement or annual report on Form 10-K in accordance with SEC rules.
3. To review and discuss with management the pay-versus-performance disclosure required to be included in the Company's annual proxy statement or annual report on Form 10-K in accordance with SEC rules.

Other Authority and Responsibilities

1. To review any employee benefit plans (including retirement, profit-sharing or other benefit plans) and to administer such plans to the extent deemed necessary or appropriate.
2. To review, approve and, as required, modify (or recommend to the Board approval or modification of) any policies for the recoupment of executive compensation, and make such determinations under any such policies as shall be required thereby or by the Board to be made by the Committee.
3. To review with management periodically, as it deems appropriate, the effectiveness of the Company's policies relating to its human capital management, including, without limitation, policies regarding recruiting, retention, management succession (other than that within the purview of the Nominating and Governance Committee), diversity and employment practices.
4. To exercise such other responsibilities and duties as shall be delegated to it by the Board from time to time, which shall be deemed a part of this Charter, and as shall be incident to, or necessary or appropriate to discharge, any of the authority, responsibilities or duties of the Committee set forth in this Charter.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Committee may delegate to one or more officers of the Company the power and authority to: 1) review and administer any employee benefit plans; and 2) make determinations under any policies for recoupment of executive compensation, to the extent permitted by applicable law.

Committee Advisers

The Committee, in its sole discretion, may retain or obtain the advice of a compensation consultant, legal counsel or other adviser (each, a "Committee adviser") and shall be directly responsible for the appointment, compensation and oversight of the work of any Committee adviser it retains. Except as specified in the NYSE Listed Company Manual (the "NYSE Manual"), before selecting or receiving advice from a prospective Committee adviser, the Committee shall undertake an assessment of all factors relevant to such Committee adviser's independence from management, including the factors specified in the NYSE Manual. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to

any Committee adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities and duties.

At least on an annual basis, the Committee shall evaluate whether any work provided by the Committee's compensation consultant raised any conflict of interest and how any such conflict of interest is being addressed.

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. Unless otherwise specified by the Board in the resolution designating the Committee or fixed by the Committee consistent with such resolution and provisions of the Company's bylaws, 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 and duties, along with the authority to take action in relation to such responsibilities and duties, to one or more subcommittees, consisting of one or more members of the Committee, as the Committee may deem appropriate, except that, as required to satisfy the requirements of Rule 16b-3 under the Exchange Act, any such subcommittee shall be composed solely of two or more members who have been determined to qualify as "Non-Employee Directors" within the meaning of Rule 16b-3.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or equity to any non-executive officer of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of any such plan, so long as such delegation is in compliance with such plan and the laws of the State of Texas. In the event of any such delegation, at each meeting of the Committee, the officer or officers delegated such authority shall report to the Committee the awards made since the prior meeting.

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.

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