

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 (a) shall be independent in accordance with the independence standards of the rules of the New York Stock Exchange (the “NYSE”) and (b) 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 shall determine, and shall be subject to removal by the Board.

Purpose

The Board has established the Committee for the purpose, among others, of (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (b) selecting (or recommending that the Board select) the director nominees for the next annual meeting of shareholders, (c) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and (d) overseeing the evaluation of the Board.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To identify and evaluate individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and, in connection therewith, to consider (a) any director candidates recommended by the Company’s shareholders in accordance with the procedures described in the Company’s proxy statement for the annual meeting of shareholders, and (b) any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of formation 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 shareholder vote for election or re-election at a meeting of shareholders.

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 formation and bylaws.
4. To monitor and review any matters regarding the independence of the Company's non-employee directors under the independence standards of NYSE rules or involving potential conflicts of interest involving any director, 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, operations and composition and to make recommendations annually to the Board regarding rotation of directors among the committees and the appointment by the Board of directors to serve as members and chairperson 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 by the Board of a candidate to fill such vacancy.
7. To recommend to the independent directors as necessary or appropriate an independent director to serve as the Lead Independent Director as described in the Company's Corporate Governance Principles.
8. To review and oversee any orientation programs for newly appointed or elected directors and continuing director education programs and to assist the Board in the implementation of such programs.
9. Together with the Lead Independent Director, 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.
10. To evaluate potential successors to the Chief Executive Officer, including in the event of an emergency, and to review periodically with the Chief Executive Officer and with the Board recommendations regarding such potential successors.
11. To review the Company's Corporate Governance Principles in effect from time to time and to recommend any changes thereto to the Board for its approval.
12. 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 formation and bylaws.
13. Periodically to review and recommend to the Board for approval any changes to the Company's code of conduct and other policies with respect to legal compliance, conflicts of interest and ethical conduct.

14. To oversee the development and implementation of policies and management systems relating to environmental, social and governance matters 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.
15. 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 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, obtain the advice and assistance of and terminate a director search firm, an executive search firm, outside legal counsel and such other advisers as it deems necessary to fulfill its responsibilities and duties under this Charter. The Committee shall have the sole authority to approve any such adviser's fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to any 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.

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, 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.

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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