

# Protecting and Maximizing Value for Class V Stockholders



Over the last five months, with the assistance of its independent financial and legal advisors, the Special Committee of Dell, representing the Class V stockholders, conducted a thorough evaluation of a number of alternatives to maximize stockholder value. Following this comprehensive evaluation, the Special Committee determined this transaction is the best way to protect and maximize value for all Class V stockholders as it delivers both a significant and immediate premium as well as the ability to participate in the future upside of Dell Technologies.



✓ Retained independent financial and legal advisors, Evercore and Latham & Watkins respectively, to assist in the evaluation

✓ Evercore also rendered a fairness opinion to the Special Committee

✓ Analyzed and considered numerous alternatives for maximizing value

✓ Received feedback from more than 20 stockholders representing nearly 40% of outstanding DVMT stock

✓ Sought independent analysis from DISCERN Analytics on key aspects of strategy and financial model underlying Dell forecasts and value

## About the Special Committee

- Composed of David Dorman and William Green, both independent and disinterested directors of Dell
- Mandated to act solely in the interests of Class V Common stockholders with respect to various alternatives Dell considered relating to VMware and the Class V Common Stock
- Four distinct business options analyzed and considered to maximize value: continuing "tracker stock" structure under Dell's standalone business plan; conversion following IPO of Dell shares; business combination of Dell and VMware; and negotiated conversion into Dell Class C Common Stock

## Significant and Immediate Premium, with Upside in Dell

- Class V Common Stock will be converted into right to receive 1.3665 shares of Class C Common Stock; alternatively, Class V stockholders can elect \$109/share in cash in aggregate amount not to exceed \$9bn
- 29% premium to DVMT price on last trading day before transaction was announced (06/29/18)
- Would represent an equity value for Dell's DHI Group of \$48.4bn and total consideration to holders of Class V shares of \$21.7bn
- Following close, Class V stockholders will own 20.8% of Dell if \$9bn in cash consideration is elected or 31% based on all-stock consideration; reflects pro forma equity value of \$61.1-\$70.1 billion for Dell Technologies based on implied value of \$109/Class V share
- Cash election option allows holders to manage downside risk
- Transaction expected to close in fourth quarter of 2018



**David Dorman,**  
Former Chairman and CEO of AT&T

Extensive public company board and committee experience as well as significant expertise in management, finance and strategic planning gained through his experience as Chairman and Chief Executive Officer of AT&T.

### In Addition:

- Chairman of CVS Health Corporation
- Founding Partner of Centerview Capital Technology
- Director of PayPal Holdings, Inc.
- Former Chairman of Motorola Solutions, Inc., and Director of Yum! Brands, Inc.



**William Green,**  
Former Chairman and CEO of Accenture

Extensive leadership and operating experience as the former Chairman and CEO of Accenture, deep understanding of the information technology industry and broad international business expertise.

### In Addition:

- Co-Chief Executive Officer and Co-Chairman of GTY Technology Holdings Inc.
- Director of S&P Global Inc., Pivotal Software, Inc. and Inovalon Holdings, Inc.

# Forward Looking Statements



In connection with the proposed merger, Dell Technologies Inc. ("Dell Technologies") will file a registration statement containing a preliminary proxy statement/prospectus regarding the proposed transaction with the Securities and Exchange Commission ("SEC"). After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to each holder of Class A common stock, Class B common stock, Class C common stock and Class V common stock entitled to vote at the special meeting in connection with the proposed transaction. INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS RELATING TO THE TRANSACTION TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. You may get these documents, when available, for free by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov) or by visiting Dell Technologies' website at [www.investors.delltechnologies.com](http://www.investors.delltechnologies.com). Information concerning persons who may be considered participants in such solicitation under the rules of the SEC, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the aforementioned proxy statement/prospectus to be filed with the SEC.

## No Offer or Solicitation

This communication does not constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the "Securities Act"), and otherwise in accordance with applicable law.

## Additional Information and Where to Find It

This communication is being made in respect of the proposed merger of a wholly-owned subsidiary of Dell Technologies Inc. ("Dell Technologies") with and into Dell Technologies, with Dell Technologies as the surviving entity, pursuant to which each share of Class V common stock of Dell Technologies will, at the election of the holder, convert into the right to receive shares of Class C common stock of Dell Technologies or cash, without interest, and each existing share of Class A common stock, Class B common stock and Class C common stock of Dell Technologies will be unaffected by the merger and remain outstanding. The proposed transaction requires the approval of a majority of the aggregate voting power of the outstanding shares of Class A common stock, Class B common stock, Class V common stock other than those held by affiliates of Dell Technologies, in each case, voting as a separate class, and all outstanding shares of common stock of Dell Technologies, voting together as a single class, and will be submitted to stockholders for their consideration. Dell Technologies will file a registration statement containing a preliminary proxy statement/prospectus regarding the proposed transaction with the Securities and Exchange Commission ("SEC"). After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to each holder of Class A common stock, Class B common stock, Class C common stock and Class V common stock entitled to vote at the special meeting in connection with the proposed transaction. INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS RELATING TO THE TRANSACTION TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. You may get these documents, when available, for free by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov) or by visiting Dell Technologies' website at <http://investors.delltechnologies.com/>.

## Participants in the Solicitation

Dell Technologies and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its stockholders in favor of the proposed merger and the other transactions contemplated by the merger agreement, including the exchange of shares of Class V common stock of Dell Technologies for shares of Class C common stock of Dell Technologies or cash. Information regarding Dell Technologies' directors and executive officers is contained in Dell Technologies' proxy statement for its 2018 annual meeting of stockholders, which was filed with the SEC on May 15, 2018. Additional information concerning persons who may be considered participants in such solicitation under the rules of the SEC, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the aforementioned proxy statement/prospectus to be filed with the SEC.

## Dell Technologies Inc. Disclosure Regarding Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words "may," "will," "anticipate," "estimate," "expect," "intend," "plan," "aim," "seek," and similar expressions as they relate to Dell Technologies or its management are intended to identify these forward-looking statements. All statements by Dell Technologies regarding its expected financial position, revenues, cash flows and other operating results, business strategy, legal proceedings, and similar matters are forward-looking statements. The expectations expressed or implied in these forward-looking statements may not turn out to be correct. Dell Technologies' results could be materially different from its expectations because of various risks, including but not limited to: (i) the failure to consummate or delay in consummating the proposed transaction, including the failure to obtain the requisite stockholder approvals or the failure of VMware, Inc. to pay the special dividend or any inability of Dell Technologies to pay the cash consideration to Class V holders; (ii) the risk as to the trading price of Class C common stock to be issued by Dell Technologies in the proposed transaction relative to the trading price of shares of Class V common stock and VMware, Inc. common stock; and (iii) the risks discussed in the "Risk Factors" section of the registration statement containing a preliminary proxy statement/prospectus that will be filed with the SEC as well as its periodic and current reports filed with the SEC. Any forward-looking statement speaks only as of the date as of which such statement is made, and, except as required by law, Dell Technologies undertakes no obligation to update any forward-looking statement after the date as of which such statement was made, whether to reflect changes in circumstances or expectations, the occurrence of unanticipated events, or otherwise.