

## EMC CORPORATION

### AMENDED AND RESTATED FINANCE COMMITTEE CHARTER

The Finance Committee (the “Committee”) is appointed by the Board of Directors to assist the Board in reviewing the Company’s capital structure, including monitoring the Company’s common stock repurchase program.

The Committee shall be composed of no fewer than two members. The members shall be appointed by majority vote of the Board. The Board shall designate one member of the Committee as Chairperson. Vacancies on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee may form and delegate authority to subcommittees (consisting of one or more persons) when appropriate.

The Committee shall meet at least two times per year.

The Committee shall have authority to retain and authorize reasonable funding for advisors or other third parties to assist it.

The Committee shall make reports to the Board if and as necessary.

The Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review and recommend to the Board, as the Committee deems appropriate, matters related to the capital structure of the Company and its subsidiaries, including, without limitation, the issuance and restructuring of the Company’s equity and debt. The Committee may approve any subsequent action related to the Company’s debt, including such debt’s redemption or conversion.
3. Establish and review and revise, as appropriate, the guidelines for the repurchase of the Company’s common stock.
4. Oversee the Company’s investment management policy.
5. Grant final approval of the Company’s annual internal financial plan, including approving any capital asset requisitions or real estate leases or subleases budgeted for in the plan.
6. Prepare and review with the Corporate Governance and Nominating Committee an annual performance evaluation of the Committee.
7. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board, or as may be required by law or regulation.

Last amended: February 2011