

EMC CORPORATION

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the “Committee”) is appointed by the Board of Directors to recommend compensation for non-employee directors, evaluate and set compensation for the Chairman of the Board (the “Chairman”) and Chief Executive Officer (the “CEO”) and the other executive officers and monitor all general compensation programs.

The Committee shall be comprised of no fewer than two members. The members of the Committee shall meet the requirements of the New York Stock Exchange (the “NYSE”) and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The members of the Committee shall be elected annually to one-year terms 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 four times per year.

The Committee shall have the authority to retain and authorize reasonable funding for consultants or other third parties to assist it in the evaluation of director or executive officer compensation as well as with any other compensation matters.

The Committee shall make regular reports to the Board.

The Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Establish an executive compensation program tied to the strategic and financial objectives of the Company which is intended to motivate and incentivize executives by tying their compensation closely to the Company’s performance and returns to stockholders.
3. Annually (i) review the selection of peer companies used for compensation analysis and (ii) review compensation methodologies, competitive practices, best practices and trends.

4. Annually evaluate the appropriate level and form of compensation for board and committee service by non-employee members of the Board and recommend changes to the Board when appropriate.
5. Review and approve the goals and objectives relevant to the compensation of the Chairman and CEO. Such goals and objectives may include financial as well as strategic and tactical goals and objectives.
6. Evaluate the performance of the Chairman and CEO, including their performance relative to their respective goals and objectives, as well as their overall performance.
7. Based on the evaluation in Section 6 above, as well as other factors, either as a committee or together with the other independent directors (as directed by the Board), set the compensation levels of the Chairman and CEO. In setting the short and long-term cash and equity incentive components of the Chairman's and CEO's compensation, the Committee shall consider the Company's performance and stockholder return, the value of similar incentive awards to officers in positions similar to chairman and to chief executive officers at comparable companies and the awards given to the Chairman and CEO in past years.
8. Review and approve, or make recommendations to the Board with respect to, compensation of the executive officers (other than the Chairman and CEO).
9. In accordance with the Company's Corporate Governance Guidelines, oversee the Company's succession planning process for the CEO and other senior management positions, including the review, discussion and submission of a report to the Board at least annually.
10. Monitor all general compensation programs, including equity incentives and benefit programs, applicable to the Company's employees.
11. Oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
12. Annually review the Company's equity-based plans, recommend that the Board amend these plans if the Committee deems it appropriate and make recommendations to the Board regarding the terms and number of shares of new equity plans.
13. Approve transactions under the Company's stock option plans.
14. Administer and interpret the provisions of the Company's equity, deferred compensation and other plans and, to the extent previously delegated to the Committee by the Board, handle all other matters relating to the plans, including the approval of all amendments thereto.

15. Prepare the report required to be prepared by the Committee pursuant to the rules of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.
16. Prepare and review with the Corporate Governance and Nominating Committee an annual performance evaluation of the Committee.
17. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman, or as may be required by law or regulation.

Last Amended: February 10, 2006