

EMC CORPORATION

AMENDED AND RESTATED CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Corporate Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors to (i) oversee and advise the Board with respect to corporate governance matters, (ii) assist the Board in identifying and recommending qualified Board candidates, (iii) make recommendations to the Board with respect to assignments to committees of the Board, and (iv) oversee the evaluation of the Board.

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 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 authority to retain and authorize reasonable funding for consultants or other third parties to assist it, including with respect to identifying director candidates.

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. Develop and review at least annually the corporate governance guidelines adopted by the Board to ensure that they are appropriate for the Company, and recommend any proposed changes to the Board for approval.
3. Consider corporate governance issues that may arise from time to time, and make recommendations to the Board as appropriate.
4. Monitor regulatory developments relating to corporate governance and make recommendations to the Board, as appropriate.

5. Review and make recommendations to the Board regarding shareholder proposals and, as appropriate, other shareholder matters.
6. Establish and periodically review criteria for the selection of Board members. The Committee seeks to identify those individuals most qualified to serve as Board members and will consider many factors with regard to each candidate, including judgment, integrity, diversity, prior experience, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be desirable as a member of any committees of the Board, and the candidate's willingness to devote substantial time and effort to Board responsibilities.
7. Identify individuals qualified to become Board members, consistent with the criteria set forth above, and consider individuals recommended by shareholders.
8. Assist the Board in making determinations of independence of directors by developing, periodically reviewing and making recommendations to the Board regarding standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
9. Recommend to the Board director nominees for election by the shareholders at the next annual or special meeting of shareholders of the Company or appointment by the Board, as the case may be, which recommendations shall be consistent with the Board's criteria for selecting new directors and the Company's Corporate Governance Guidelines.
10. Review and make recommendations to the Board when appropriate regarding the size and composition of the Board, giving consideration to changing circumstances of the Company and the then current Board membership.
11. Make recommendations to the Board with respect to assignments to committees of the Board and conduct a review at least annually of all of such committees and recommend to the Board changes in number of members, function or membership, as appropriate.
12. Prepare and review with the Board an annual performance evaluation of the Corporate Governance and Nominating Committee.
13. Oversee the performance evaluations of the Board and make recommendations to the Board with respect to such evaluations.
14. Monitor from time to time outside activities of and consider questions of possible conflicts of interest of directors and senior executives.
15. Recommend that the Board request the resignation of a director when appropriate.

16. 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 10, 2006