



**Dell Inc.****DELL NASDAQ****Computer Hardware**

Market Capitalization USD:

\$25,797.19 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Michael S. Dell**Age: 47****CEO Since: 2007**

	2009	2010	2011
Base Salary	\$931,731	\$950,000	\$986,601
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$3,314,770
Benefits and Perquisites	\$1,177,206	\$13,623	\$14,121
TOTAL ANNUAL COMPENSATION	\$2,108,937	\$963,623	\$4,315,492
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$2,387,721
Stock Awards	\$0	\$0	\$9,435,285
TOTAL COMPENSATION	\$2,125,713	\$963,623	\$16,138,498
Median of Other Named Executive Officers Total Compensation	\$9,734,397	\$9,734,397	\$9,972,616
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 24 May 2012

Annual Meeting Date: 13 Jun 2012

Equity Reserves: 34.25%

Stock Option Run Rate: 1.06%

Dell Inc.

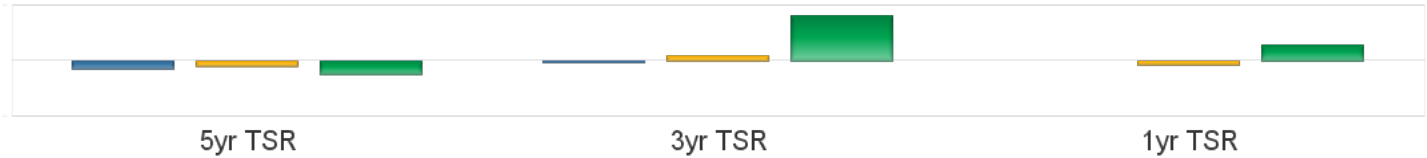
DELL NASDAQ

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Performance Comparison

■ S&P500 ■ Industry ■ DELL



Peer Comparisons (TRBC) = Technology

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DELL	Dell Inc.	\$2,125,713	\$963,623	\$16,138,498	\$25,797,186,358
NTAP	NetApp, Inc.	\$4,693,512	\$12,494,250		\$12,500,472,684
JNPR	Juniper Networks, Inc.	\$7,745,926	\$10,013,572	\$10,693,403	\$9,199,165,760
CA	CA Technologies	\$8,797,867	\$11,539,640		\$9,796,152,485
SNDK	SanDisk Corporation	\$4,079,099	\$29,545,272	\$12,167,844	\$9,619,491,244
SYMC	Symantec Corporation	\$7,025,792	\$9,022,349		\$12,078,531,019
VMW	VMware, Inc.	\$1,735,267	\$5,501,370	\$1,565,625	\$33,926,468,879

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Full Peer Group: Accenture plc, Intel Corporation, Amazon.com, Inc.b, International Business Machines Corporation, Apple Inc., Johnson & Johnson, AT&T Inc.c, Microsoft Corporation, Best Buy Co., Inc., Oracle Corporation, The Boeing Company, The Procter & Gamble Company, Cisco Systems, Inc., Qualcomm Incorporatedc, EMC Corporation, Target Corporation, General Electric Company, Texas Instruments Incorporated, Google Inc., United Technologies Corporation, Hewlett-Packard Company, Verizon Communications Inc., The Home Depot, Inc., Xerox Corporation, Honeywell International Inc.

Performance Peer Group

S&P North American Technology Sector Composite Index

Core Peer Group: Accenture plc, Intel Corporation, Amazon.com, Inc., International Business Machines Corporation, Apple Inc., Microsoft Corporation, Oracle Corporation, Cisco Systems, Inc., EMC Corporation, Google Inc., Hewlett-Packard Company.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Shantanu Naraven	Chairman	48	Male	3	Outside
Gerard J. Kleisterlee	Member	65	Male	2	Outside
William H. Grav	Member	70	Male	12	Outside Related

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