

PIVOTAL SOFTWARE, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Audit Committee (the “Committee”) of the board of directors (the “Board”) of Pivotal Software, Inc. (the “Company”) shall consist of a minimum of three directors. Each member of the Committee (a) shall meet the criteria for independence set forth in the Listing Rules of the New York Stock Exchange (the “Listing Rules”), following the expiration of the phase-in period provided in the Listing Rules, (b) shall meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act), (c) shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and (d) shall be financially literate, as determined by the Board in its business judgment. At least one member of the Committee shall, in the judgment of the Board, be an “audit committee financial expert” in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) by reason of past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in such member’s financial sophistication, including serving or having served as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee (who may also serve as the audit committee financial expert) shall, in the business judgment of the Board, have accounting or related financial management expertise. No member of the Committee may serve on more than two other public company audit committees unless the Board determines that such simultaneous service will not impair the ability of the member to serve effectively on the Committee.

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine.

Purpose

The Board has established the Committee for the purpose of providing oversight with respect to, among other matters set forth in this Charter, (a) the integrity of the Company’s financial statements and other financial information provided to the Company’s stockholders and others, (b) the Company’s internal control over financial reporting, (c) the independence, engagement and performance of the Company’s independent audit firm, (d) the design and implementation of the Company’s internal audit function (no later than the expiration of transition period provided in the Listing Rules), (e) the preparation of any reports required of the Committee under the rules of the SEC and (f) the Company’s compliance with legal and regulatory requirements and the compliance by the Company’s directors and executive officers with the Company’s Code of Business Conduct and Ethics.

Responsibilities

The Committee shall have the following authority and responsibilities:

External Audit

1. To appoint, retain, compensate and oversee the work of the Company's independent audit firm (and, in connection therewith, to resolve any disagreements between Company management and the independent audit firm regarding financial reporting), which shall report to, and be directly accountable to, the Committee, and to terminate the independent audit firm, if necessary or advisable in the Committee's judgment.
2. To review annually with the Company's independent audit firm and Company management the scope and general extent of the proposed audit.
3. To review, at least annually, the qualifications, performance and independence of the Company's independent audit firm, and present its conclusions to the Board. As part of such review, the Committee shall:
 - obtain and review a report or reports from the Company's independent audit firm describing (a) the independent audit firm's internal quality-control procedures, (b) any material issues raised by (i) the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review of the independent audit firm or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent audit firm and any steps taken to deal with any such issues, and (c) all relationships between the independent audit firm and the Company and its subsidiaries consistent with the applicable requirements of the PCAOB regarding the independent audit firm's communications with the Committee concerning independence;
 - review and evaluate the lead audit partners of the independent audit firm team(s);
 - consider whether the independent auditor should be rotated, so as to assure continuing auditor independence; and
 - obtain the opinion of management of the independent audit firm's performance.
4. To confirm and evaluate the rotation of the audit partners on the audit engagement team of the Company's independent audit firm as required by law.
5. To pre-approve all audit and permitted non-audit services to be performed by the Company's independent audit firm.

6. To discuss with the Company's independent audit firm the matters required to be discussed by Auditing Standard No. 16 of the PCAOB, or any standard that supersedes or amends such standard.
7. To review any problems or difficulties encountered by the Company's independent audit firm during the course of the audit, including those that such firm would be required to disclose to the Committee under Section 10A(b) of the Exchange Act, and management's response thereto.
8. To review the Company's use of independent public accountants other than the Company's appointed independent audit firm.
9. To establish policies for the Company's hiring of employees and former employees of the independent audit firm.
10. To ensure that the Board's choice of independent auditor is submitted annually for stockholder ratification.

Financial Statements and Reporting

1. To review and discuss with Company management and the independent audit firm the Company's accounting and financial reporting policies and practices, including any significant changes therein, and to consider in connection with such review alternative accounting treatments, significant estimates and judgments, and the quality and acceptability of such accounting and reporting policies and practices, and to review and discuss any analyses or other written communications prepared by Company management and the independent audit firm related to such matters.
2. To review with Company management and the independent audit firm the effect of new or proposed auditing, accounting and reporting standards and management's plans to implement any required changes and the effect of off-balance sheet transactions and structures.
3. To review and discuss with Company management and the independent audit firm significant risks and exposures to the Company and the actions management has taken or plans to take to minimize or manage such risks.
4. To review with Company management and the independent audit firm the Company's quarterly financial statements, the results of the independent audit firm's review of such quarterly financial statements, management's discussion and analysis and any significant accounting or disclosure issues before the filing of Quarterly Reports on Form 10-Q with the SEC.
5. To review with Company management and the independent audit firm the Company's annual audited financial statements, the results of the audit and management's discussion and analysis, and to recommend to the Board

inclusion of such financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC.

6. To review the disclosures made by the Chief Executive Officer and the Chief Financial Officer in connection with their required certifications accompanying the Company's periodic reports to be filed with the SEC, including disclosures to the Committee of (a) significant deficiencies and material weaknesses in the design or operation of internal controls, (b) significant changes in internal controls and (c) any fraud involving management or other employees who have a significant role in the Company's internal controls, as well as any special audit steps adopted in light of material control deficiencies.
7. To review and discuss the Company's quarterly and annual financial results (including any use of pro forma or adjusted or other non-GAAP financial measures) and any related earnings releases and financial information and earnings guidance provided to analysts and rating agencies with Company management and the independent audit firm prior to the issuance of such results to the public.

Internal Controls; Internal Audit Function

1. To review with Company management and the independent audit firm the adequacy of the Company's internal control over financial reporting, including computerized information system controls and security.
2. To review with Company management the scope and results of management's evaluation of disclosure controls and procedures and assessment of the Company's internal control over financial reporting, including the related certifications to be included in the Company's periodic reports filed with the SEC.
3. To review with the independent audit firm the scope and results of its audit of the Company's internal control over financial reporting.
4. To review the plans of Company management with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function. The review shall include a discussion of those plans with the independent audit firm.

Compliance

1. To review the effectiveness of the system for monitoring accounting- or auditing-related compliance with all applicable laws and regulations and the results of management's investigation and follow-up of any instances of noncompliance.
2. To review and validate "whistleblower" complaints related to questionable accounting or auditing matters. Establish procedures for (a) the receipt,

retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

3. To obtain regular updates from management and legal counsel regarding auditing-related compliance matters.
4. To discuss policies and guidelines to govern the process by which risk assessment and risk management is undertaken.
5. To meet periodically with management to review and assess the Company's major risk exposures, including information technology and cybersecurity risk exposures, and the manner in which such risks are being monitored and controlled.
6. To review periodically and approve changes to the Company's Code of Business Conduct and Ethics and other policies with respect to legal compliance, conflicts of interest and ethical conduct.

Other Responsibilities

1. To seek to ensure the adequacy of procedures for the receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls or auditing matters, or other ethics or compliance issues, including the confidential or anonymous submission of complaints or concerns of employees regarding such matters.
2. To prepare the Committee report required by SEC rules to be included in the Company's proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K.
3. To report regularly to the Board concerning performance of the Committee's duties.

In addition to the foregoing responsibilities, the Committee shall undertake such other duties as the Board may delegate to it from time to time.

Although the Committee has the duties and responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such matters are the responsibility of Company management and the independent audit firm.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Corporate Secretary or other authorized officer of the Company.

Advisers

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside legal counsel and such other advisers as it deems necessary to fulfill its duties and responsibilities. The Committee shall fix the compensation and oversee the work of any such advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisers.

Meetings and Reports

The Board shall designate a member of the Committee to act as the Committee's chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall meet separately, periodically, with Company management, with the independent audit firm and with the personnel responsible for the design and implementation of the internal audit function, as applicable.

The Committee shall maintain written minutes of its meetings and file such minutes with the minutes of the meetings of the Board.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, consisting of one or more members of the Committee, as the Committee may deem appropriate.

Annual Evaluation

The Committee shall assess periodically the adequacy of this Charter and conduct an annual evaluation of the performance of its duties under this Charter and shall recommend to the Board for approval any proposed changes to this Charter and the Committee.

April 2018