

PIVOTAL SOFTWARE, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Pivotal Software, Inc. (the “Company”) shall consist of a minimum of two directors.

To the extent practicable, at least two members of the Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); provided that, to the extent the members of the Committee do not qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act, grants of (and other actions relating to) equity awards to Section 16 officers or directors may be submitted to and approved by the Board.

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 following purposes:

To evaluate the performance of, review and approve, on behalf of the Board, the compensation (including any employment contract and severance arrangements) to be provided to, and review and recommend to the Board a succession plan for, the Chief Executive Officer (“CEO”).

To review and approve, on behalf of the Board, all compensation (including employment contracts and severance arrangements) to be provided to each executive officer (other than the CEO) and to each non-employee director who will receive compensation, including any perquisites and equity compensation, and to review and, as appropriate, approve salary, bonus and equity compensation plans and guidelines for all other employees of the Company and its subsidiaries.

To review and (except in the case of the CEO) approve the Company’s management succession plan and leadership development strategies.

Responsibilities

The Committee shall have the following authority and responsibilities:

1. To review with Company management and approve all forms of compensation (including all “plan” compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”), and all non-plan compensation and perquisites) to be provided to

each executive officer (other than the CEO) and to each non-employee director who will receive compensation.

2. To review with Company management and approve recommendations with respect to aggregate salary, bonus budget and other compensation guidelines for all other employees.
3. To act as administrator of the Company's stock-based and other compensation plans (including any tax-qualified, non-discriminatory employee benefit plans and parallel nonqualified plans) and, in connection therewith, to grant stock-based and cash awards to each executive officer and director, review aggregate stock-based and cash awards for other eligible individuals, determine the terms and conditions of such awards, and make recommendations to the Board with respect to amendments to such plans and changes in the number of shares of Class A common stock reserved for issuance thereunder.
4. To review and discuss with Company management the Compensation Discussion and Analysis disclosure required to be included in the proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K to be filed with the SEC and, based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in such annual proxy statement or Annual Report on Form 10-K.
5. To prepare the Committee report required by SEC rules to be included in the proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K.
6. Once the Company ceases to qualify as an emerging growth company as defined in SEC rules, to review and recommend to the Board for approval the frequency with which the Company will conduct any required say-on-pay votes required by Section 14A of the Exchange Act, taking into account the results of the most recent stockholder advisory vote on the frequency of say-on-pay votes, and review and approve proposals regarding the say-on-pay vote and the frequency of the say-on-pay vote to be included in the Company's proxy statement for the annual meeting of stockholders.
7. To review and discuss with the full Board at least annually the Company's management succession plan, as well as the Company's leadership development strategies and executive retention and diversity strategies.
8. To review and approve the goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of such goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's

compensation, including any long-term incentive component of such compensation, based on such evaluation.

9. To evaluate the need for, and provisions of, employment contracts or severance arrangements for the Company's executive officers.
10. To monitor summary data concerning employees of the Company and its subsidiaries (including, without limitation, total compensation costs, compensation benchmark data, employee diversity and turnover levels).
11. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
12. To review non-employee director compensation for service on the Board and Board committees at least once each year and to recommend any changes thereto to the Board.
13. To administer any compensation clawback policy as required by any applicable law, rule or regulation or Company policy.

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

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

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 maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

Advisers

The Committee shall have the authority, in its sole discretion, to select, appoint and obtain the advice of compensation consultants, outside legal counsel and such other advisers as it deems necessary or appropriate to fulfill its duties and responsibilities as set

forth in this Charter. The Committee shall be directly responsible for the compensation and oversight of the work of any such compensation consultants, outside legal counsel and other 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 compensation consultants, outside legal counsel and other advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Except as otherwise provided in the Listing Rules of the New York Stock Exchange (the “Listing Rules”), before selecting, or receiving advice from, compensation consultants, legal counsel and other advisers (other than the Company’s in-house counsel), the Committee shall consider the enumerated independence factors identified in the Listing Rules as they relate to the independence of any such adviser.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest referred to in Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC.

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.

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