EMC CORP
Form PRE 14A
February 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)
Filed by the Registrant ý Filed by a Party other than the Registrant ¨
Check the appropriate box:
ý Preliminary Proxy Statement
¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
¨ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12
EMC Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):
ý No fee required.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

March [21], 2013
Dear Shareholder:

We cordially invite you to attend our 2013 Annual Meeting of Shareholders, which will be held on Wednesday, May 1, 2013, at 10:00 a.m., E.D.T., at EMC's facility at 176 South Street, Hopkinton, Massachusetts. A map with directions to the meeting is on the last page of the attached Proxy Statement.

At the meeting you are being asked to vote on the following matters:

1. Election of the eleven members listed in the attached Proxy Statement to the Board of Directors,

2. Ratification of the selection by the Audit Committee of EMC's independent auditors, as described in the attached Proxy Statement,

3. Advisory approval of our executive compensation, as described in the attached Proxy Statement,

4. Approval of the EMC Corporation Amended and Restated 2003 Stock Plan, as described in the attached Proxy Statement,

5. Approval of the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan, as described in the attached Proxy Statement, and

6. Approval of amendments to EMC's Articles of Organization and Bylaws to allow shareholders to act by written consent by less than unanimous approval, as described in the attached Proxy Statement.

Your Board of Directors recommends that you vote FOR each of these proposals. You are also being asked to act on a shareholder proposal, as described in the attached Proxy Statement. Your Board of Directors recommends that you vote AGAINST the shareholder proposal. You should carefully read the attached Proxy Statement which contains detailed information about each of these proposals.

If you plan to join us at the meeting, please go to [•] to complete the registration form. The deadline for registration is April 24, 2013. All shareholders who attend the meeting will be required to present valid government-issued picture identification, such as a driver's license or passport. Check-in will begin at 9:00 a.m., E.D.T.

Following completion of the scheduled business, we will report on EMC's operations and answer questions. We hope that you will be able to join us on May 1st.

Very truly yours,
JOSEPH M. TUCCI
Chairman and Chief Executive Officer

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the meeting, please vote as soon as possible. Under New York Stock Exchange rules, your broker will NOT be able to vote your shares on proposals 1, 3, 4, 5, 6 or 7 unless they receive specific instructions from you. We strongly encourage you to vote.

We encourage you to vote by Internet. It is convenient for you and saves us significant postage and processing costs. For specific instructions on how to vote your shares, please refer to the section entitled “Questions and Answers about the Annual Meeting and Voting” beginning on page 94 of the attached Proxy Statement.

We have been advised that many states are strictly enforcing escheatment laws and requiring shares held in “inactive” accounts to be escheated to the state in which the shareholder was last known to reside. One way you can ensure your account is active is to vote your shares.

EMC CORPORATION

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

May 1, 2013

To the Shareholders:

The Annual Meeting of Shareholders of EMC Corporation, a Massachusetts corporation, will be held at EMC's facility at 176 South Street, Hopkinton, Massachusetts, on Wednesday, May 1, 2013, at 10:00 a.m., E.D.T., for the following purposes:

1. Election of the eleven members listed in the attached Proxy Statement to the Board of Directors.
2. Ratification of the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC's independent auditors for the fiscal year ending December 31, 2013, as described in the attached Proxy Statement.
3. Advisory approval of our executive compensation, as described in the attached Proxy Statement.
4. Approval of the EMC Corporation Amended and Restated 2003 Stock Plan, as described in the attached Proxy Statement.
5. Approval of the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan, as described in the attached Proxy Statement.
6. Approval of amendments to EMC's Articles of Organization and Bylaws to allow shareholders to act by written consent by less than unanimous approval, as described in the attached Proxy Statement.
7. Act upon a shareholder proposal, if properly presented, as described in the attached Proxy Statement.
8. Transaction of any and all other business that may properly come before the meeting or any adjournments or postponements of the meeting.

All shareholders of record at the close of business on March 1, 2013 are entitled to notice of and to vote at the meeting and any adjournments or postponements of the meeting. We are making these proxy materials available to you on or about March [21], 2013 on the Internet or by delivering printed versions of these materials to you by mail.

Your vote is important. Whether or not you plan to attend the meeting, please vote as soon as possible. We encourage you to vote by Internet. It is convenient for you and saves us significant postage and processing costs. If you previously elected to access the 2013 Proxy Statement and Annual Report on Form 10-K for 2012 electronically, you must vote your proxy over the Internet. Otherwise, you may vote your shares via a toll-free telephone number or over the Internet. Additionally, if you received a proxy card or voting instruction form by mail, you may submit your proxy card or voting instruction form for the 2013 Annual Meeting by completing, signing, dating and returning your proxy card or voting instruction form in the pre-addressed envelope provided. For specific instructions on how to vote your shares, please refer to the section entitled “Questions and Answers about the Annual Meeting and Voting” beginning on page 94 of the attached Proxy Statement.

EMC's Annual Report on Form 10-K for 2012 accompanies this Notice.

By order of the Board of Directors
PAUL T. DACIER
Executive Vice President,
General Counsel and Assistant Secretary

March [21], 2013

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 1, 2013: The Annual Report on Form 10-K for 2012 and 2013 Proxy Statement are available at www.proxyvote.com.

Proxy Statement for the
Annual Meeting of Shareholders of
EMC CORPORATION
To Be Held on Wednesday, May 1, 2013
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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Proxy Statement contains forward-looking statements, within the meaning of the Federal securities laws, about our business and prospects. The forward-looking statements do not include the potential impact of any mergers, acquisitions, divestitures, securities offerings or business combinations that may be announced or closed after the date hereof. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "plans," "intends," "expects," "goals" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Our future results may differ materially from our past results and from those projected in the forward-looking statements due to various uncertainties and risks, including, but not limited to, those described in Item 1A of Part I (Risk Factors) of our Annual Report on Form 10-K for 2012. The forward-looking statements speak only as of the date of this Proxy Statement and undue reliance should not be placed on these statements. We disclaim any obligation to update any forward-looking statements contained herein after the date of this Proxy Statement.

SUMMARY INFORMATION

This summary highlights information contained elsewhere in this Proxy Statement. For more complete information about these topics, please review the Company's Annual Report on Form 10-K and the entire Proxy Statement.

2012 Business Results

EMC's vision is to be the undisputed leader in enabling hybrid cloud computing. To make this vision a reality, we are focused on accelerating IT transformation to cloud computing, leveraging the capabilities of Big Data analytics, and building trusted IT. In addition, over the years, we have made strategic investments to build our portfolio of information storage, virtualization, information protection, information security, and information management, analytics and intelligence technologies, products and services. As a result, we now have what we believe to be the deepest knowledge, broadest product portfolio and strongest partnerships in the IT industry to help our customers gain greater efficiency, control and choice on their journey to the cloud and realize the benefits of delivering IT as a Service.

We firmly believe our vision and strategy are on target. Even as IT spending forecasts declined over the course of 2012, we continued to execute on our long-term strategy and grew 2012 revenue approximately four times faster than IT spending growth. Our ability to sustain profitable growth year after year has produced a track record that few large, technology companies can match.

In 2012, we successfully executed what we call our financial triple play: simultaneously gaining market share, investing in our business and growing our non-GAAP earnings per share (“EPS”) at a rate faster than the rate at which we grow our revenue. Furthermore, despite IT spending growth of only approximately 2% in 2012, we achieved record revenue, profit and free cash flow, as set forth in the table below:

	2012 ($)	% Growth from 2011
Revenue	21.71 billion	9%
Non-GAAP Earnings Per Share*	1.70	13%
Free Cash Flow*	5.02 billion	14%

*A reconciliation of our GAAP to non-GAAP results can be found in Exhibit E to this Proxy Statement.

Annual Meeting of Shareholders

• Date and Time:	May 1, 2013 at 10:00 a.m., E.D.T.
• Place:	EMC Corporation 176 South Street Hopkinton, MA 01748
• Record Date:	March 1, 2013
• Voting:	Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and each of the other proposals.
• Attendance:	All shareholders may attend the meeting.

Meeting Agenda and Voting Recommendations

Agenda Item	Board Recommendation	Page
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Summary Information (continued)

Director Nominees

We are asking you to vote "for" all of the director nominees listed below. All directors attended at least 75% of the Board meetings and committee meetings on which he or she sits. Set forth below is summary information about each director nominee.

Nominee and Principal Occupation	Age	Director Since	Independent	Current Committee Membership
Michael W. Brown Former Vice President and Chief Financial Officer of Microsoft Corporation	67	2005	ü	• Audit • Finance (chair) • Leadership and Compensation • Mergers and Acquisitions
Randolph L. Cowen Former co-Chief Administrative Officer of The Goldman Sachs Group, Inc.	62	2009	ü	• Leadership and Compensation • Mergers and Acquisitions
Gail Deegan Former Executive Vice President and Chief Financial Officer of Houghton Mifflin Company	66	2002	ü	• Audit (chair) • Corporate Governance and Nominating
James S. DiStasio Former Senior Vice Chairman and Americas Chief Operating Officer of Ernst & Young LLP	65	2010	ü	• Audit
John R. Egan Managing Partner and General Partner of Egan-Managed Capital	55	1992		• Finance • Mergers and Acquisitions (chair)
Edmund F. Kelly Chairman of Liberty Mutual Group	67	2007	ü	• Finance
Jami Miscik President and Vice Chairman of Kissinger Associates, Inc.	54	2012	ü	• Corporate Governance and Nominating
Windle B. Priem Former President and Chief Executive Officer of Korn/Ferry International	75	2001	ü	• Audit • Corporate Governance and Nominating • Leadership and Compensation (chair)
Paul Sagan Executive Vice Chairman of Akamai Technologies, Inc.	54	2007	ü	• Mergers and Acquisitions
David N. Strohm Venture Partner of Greylock Partners	64	2003	ü	• Corporate Governance and Nominating (chair) • Leadership and Compensation • Mergers and Acquisitions
Joseph M. Tucci Chairman and Chief Executive Officer of EMC Corporation	65	2001		• Finance • Mergers and Acquisitions

Corporate Governance Highlights

- Substantial majority of independent directors (9 of 11)
- Annual election of directors
- Majority vote for directors
- Long-standing shareholder engagement program
- Annual Board, committee and individual director self-assessments

- Independent Lead Director
- Board oversight of risk management
- Succession planning at all levels, including for Board and CEO
- No supermajority voting requirements
- Executive sessions of non-management directors and independent directors
- Continuing director education
- Executive and director stock ownership guidelines
- Board oversight of sustainability program
- Board oversight and disclosure of political spending

Summary Information (continued)

Auditors

As a matter of good corporate governance, we are asking you to ratify the selection by the Audit Committee of PricewaterhouseCoopers LLP ("PwC") as our independent auditors for 2013. The following table summarizes the fees PwC billed us for 2012 and 2011. The Audit Committee pre-approved all audit, review and attest services performed by PwC.

	Audit Fees ($)	Audit-Related Fees ($)	Tax Fees ($)	All Other Fees ($)
2012	8,435,360	384,474	2,264,722	295,457
2011	6,659,588	334,500	3,118,337	255,539

Advisory Approval of our Executive Compensation

We are asking for your advisory approval of the compensation of our Named Executive Officers (as defined below). While this vote is advisory and not binding on us, the Leadership and Compensation Committee (the "Compensation Committee") will consider your views when determining executive compensation in the future. At our May 2012 annual meeting, shareholders expressed strong support for our executive compensation program, with over 96% of votes cast voting in favor of the proposal.

Pay-for-Performance Philosophy

Our executive compensation programs are based on strong pay-for-performance practices that require achievement of challenging goals designed to drive profitable revenue growth and market share gains. We believe achievement of these goals will create long-term shareholder value.

2012 Executive Compensation Program

The Compensation Committee approved an executive compensation program for 2012 that implements our pay-for-performance philosophy. In addition, the 2012 program reflects the new duties and greater responsibilities assumed by each of Messrs. Goulden, Elias, Scannell, Burton and Teuber in July 2012.

As discussed above, despite a challenging economic environment, EMC achieved strong financial performance in 2012 and the Named Executive Officers achieved 98.7%, 100% and 102.5% of the respective revenue, non-GAAP EPS and free cash flow targets established by the Compensation Committee. Below is a summary of the Named Executive Officers' 2012 compensation as set forth in the Summary Compensation Table:

Name	Salary ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Joseph M. Tucci	1,000,000*	12,697,669	1,310,657	1,467,360*	116,545	16,592,231
David I. Goulden	737,500	9,351,739	528,240	949,513	16,435	11,583,427
Howard D. Elias	687,500	8,909,754	451,639	757,109	22,697	10,828,699
William F. Scannell	700,000	8,909,754	451,639	632,153	15,821	10,709,367
Jeremy Burton	600,000	8,120,027	357,854	609,588	8,774	9,696,243
William J. Teuber, Jr.	712,500	5,154,478	557,014	707,560	17,051	7,148,603
Patrick P. Gelsinger**	709,104	15,705,824	263,088	889,516	108,022	17,675,554

* Mr. Tucci's base salary and target cash bonus have not increased since 2001.

** Amounts represent the aggregate of (i) 2012 compensation from EMC through the end of August 2012 at which time Mr. Gelsinger became CEO of VMware, Inc., our majority owned subsidiary ("VMware"), and (ii) 2012 compensation from VMware for the remainder of the year.

For more information, please see the Summary Compensation Table, and the accompanying compensation tables, beginning on page 70 of this Proxy Statement.

Summary Information (continued)

Annual Equity Incentive Awards. Based on achievement of the 2012 revenue and EPS performance targets established by the Compensation Committee, 95.8% of the following annual performance-based equity awards granted in August 2011 became eligible to vest in February 2013, vesting ratably over two to three years, subject to continued employment:

Name	2011 Performance Stock Units*		2011 Performance Stock Options*	
	# of Units Granted	# of Units Eligible to Vest	# of Options Granted	# of Options Eligible to Vest
Joseph M. Tucci	183,307	175,678	92,424	88,577
David I. Goulden	61,103	58,560	30,808	29,525
Howard D. Elias	61,103	58,560	30,808	29,525
William F. Scannell	61,103	58,560	30,808	29,525
Jeremy Burton	47,530	45,552	23,965	22,967
William J. Teuber, Jr.	81,470	78,079	41,078	39,368
Patrick P. Gelsinger	61,103	58,560	30,808	29,525

*4.2% of these awards did not become eligible to vest in February 2013 and were forfeited.

A significant majority of the annual equity awards granted to our executive officers in 2012 are performance-based awards and will vest only if the Company achieves challenging revenue and EPS goals. All or a portion of these awards will be forfeited if the performance goals are not met.

Leadership Development and Performance Awards. Over the past few years, Mr. Tucci and the Board have spent considerable time engaged in succession planning for the CEO role and other senior executive roles within the Company. In September 2012, the Company announced that, at the Board's request, Mr. Tucci would remain with EMC through at least February 2015, and that he expects to transfer the CEO role prior to such date while remaining Chairman at both EMC and VMware. At the time of this September 2012 announcement, the Compensation Committee granted performance-based restricted stock units to each of Messrs. Tucci and Teuber, which units vest in 2015 only if the Company achieves two-year total shareholder return and revenue metrics, and Messrs. Tucci and Teuber satisfy specific qualitative goals. The Compensation Committee believes achievement of these goals will be important to ensure continuity in our executive leadership, an orderly transition to new senior leadership over the next few years, and the successful execution of EMC's long-term strategy. Messrs. Tucci and Teuber received 302,917 and 113,594 restricted stock units, respectively.

Long-Term Incentive Plan Equity Awards. In August 2011 and 2012, the Compensation Committee granted certain of our executive officers performance-based restricted stock units that will vest only if three-year cumulative revenue goals are achieved (the “LTIP stock units”). All or a portion of these awards will be forfeited if the performance goals are not met. The Compensation Committee believes these awards promote long-term alignment with EMC's business plan, require sustained performance and provide a multi-year retention incentive through a period of leadership transition. Messrs. Goulden, Elias, Scannell and Burton received the following LTIP stock unit awards in August 2011 and 2012, as applicable:

Name	2011 LTIP Stock Units	2012 LTIP Stock Units
David I. Goulden	239,617	—
Howard D. Elias	239,617	—
William F. Scannell	239,617	—
Jeremy Burton	159,745	74,627

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Summary Information (continued)

Other Compensation Highlights

- Annual “say on pay” vote
- No pension or supplemental retirement benefits for executive officers
- Clawback policy applicable to all employees for cash and equity incentive compensation
- Strong executive stock holding guidelines
- “Double trigger” change in control agreements
- Independent compensation consultant
- Compensation Committee oversight of risks associated with compensation policies and practices
- No excise tax gross-ups
- No hedging or pledging of Company stock
- No excessive perquisites for executives

Amended and Restated 2003 Stock Plan

Equity is a key component of our compensation program. Equity awards encourage employee loyalty to EMC and align employee interests with those of EMC shareholders. The 2003 Stock Plan allows us to provide our key employees, consultants, advisors and non-employee directors with equity incentives that are competitive with those of companies with which EMC competes for talent.

We are asking you to approve an amendment and restatement of the 2003 Stock Plan which would, among other things, increase the number of shares of common stock available for grant under the plan by 60 million shares. Some benefits and key features of the plan include:

- No repricing of stock options without prior shareholder approval
- No discounted stock options
- No dividends or dividend equivalents on unvested performance awards
- A 2:1 fungible share conversion ratio for full-value awards
- No recycling of shares or “liberal share counting” practices
- Clawback provision

Amended and Restated 1989 Employee Stock Purchase Plan

We are asking you to approve an amendment and restatement of the 1989 Plan which would, among other things, (i) increase the number of shares of common stock available for grant under the 1989 Plan by 30 million and (ii) create a sub-plan applicable to non-U.S. employees that provides for the modification of the 1989 Plan terms to comply with local law or the exclusion of non-U.S. employees to the extent participation is not advisable or practicable for EMC. Additional shares are needed so the 1989 Plan can continue to be used as a benefit to attract and retain employees. No employee may purchase more than 1,000 shares of our common stock under the 1989 Plan in any period. The purchase price for a share of common stock is 85% of the fair market value of our common stock at the time of exercise.

Amendments to EMC's Articles of Organization and Bylaws to Allow Shareholders to Act by Written Consent by Less Than Unanimous Approval

We are asking you to approve amendments to our Articles of Organization and Bylaws that generally would allow shareholders to take action without a meeting by majority written consent. In order to promote the participation, and protect the rights, of all shareholders and enhance the transparency of the written consent process, shareholders' ability to act by less than unanimous written consent would be subject to certain parameters, including, among other things:

- Shareholders owning at least 25% of our outstanding shares must initiate the written consent process by requesting that the Board set a record date for shareholder action;

- The requesting shareholders must have full voting and economic rights in the shares; and
- Consents must be solicited from all shareholders.

2014 Annual Meeting

• Deadline for shareholder proposals for inclusion in the proxy statement:	November 21, 2013
• Deadline for business and nominations for director:	December 27, 2013 – January 26, 2014

PROPOSAL 1

ELECTION OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES LISTED BELOW

Under EMC's Bylaws, the Board of Directors may determine the total number of directors to be elected at any annual meeting of shareholders or special meeting in lieu of an annual meeting. The Board of Directors has fixed at 11 the total number of directors. On the recommendation of the Corporate Governance and Nominating Committee (the "Governance Committee"), the Board of Directors has nominated the persons named below for election as directors at this Annual Meeting, each to serve for a one-year term or until the director's successor is elected and qualified.

Director and Nominee Experience and Qualifications

The Board believes that its members, collectively, should possess a variety of skills and experience in order to oversee our business effectively. In addition, the Board believes that each director should possess certain attributes, as reflected in the Board's membership criteria described below. Accordingly, the Board and the Governance Committee consider the qualifications of directors and director candidates individually and in the broader context of the Board's overall composition and dynamics and EMC's current and future needs.

Board Membership Criteria. The Governance Committee is responsible for reviewing, assessing and recommending Board membership criteria to the Board for approval. The criteria, which are set forth in the Governance Committee's charter, include judgment, integrity, diversity, prior experience, the interplay of the nominee's experience with the experience of other Board members, the extent to which the nominee 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. The Governance Committee also considers service on other public company boards as this provides directors with a deeper understanding of the role and responsibilities of boards and insight into matters being handled by our Board.

In addition, the Board has determined that it is important to have individuals with the following skills and experiences:

- Domain expertise, including a deep understanding of the information technology industry and the disruptive impact of new technology, or another industry that has undergone rapid growth or transformational change, to assess EMC's strategy and long-term business plan to take advantage of the opportunities ahead.
- Functional expertise in areas such as finance and accounting, talent management or marketing to support the Company's business development and growth as well as the Board's required committees.
- International expertise, including experience attained through key leadership or management roles in a global business or responsibility for non-U.S. operations, which is important given EMC's growth in markets around the world.
- Operational experience with a business of significant scale and complexity or in an industry with continual structural change to understand the competitive dynamics of our business strategy and execution and key business processes as well as the leadership requirements and organizational dynamics driven by rapid change.

In identifying director candidates, the Governance Committee may establish other specific skills and experience that it believes the Board should seek in order to maintain a balanced and effective Board.

At least once a year, the Governance Committee evaluates the size and composition of the Board to assess the skills and experience of Board members, and compares them with those skills that might prove valuable in the future, giving consideration to the changing circumstances of the Company and the then current Board membership. This assessment enables the Board to consider whether the skills and experience described above continue to be appropriate as the

Company's needs evolve over time.

Proposal 1 - Election of Directors (continued)

Identifying Potential Director Candidates. The Governance Committee identifies Board candidates through numerous sources, including recommendations from directors, executive officers and shareholders of EMC. The Governance Committee seeks to identify those individuals most qualified to serve as Board members and considers many factors with regard to each candidate, including those described above. New candidates are interviewed by members of the Governance Committee and other Board members.

In 2012, the Governance Committee undertook a broad and extensive search for a new director. As part of the search process, the Governance Committee engaged a professional search firm to assist it in identifying potential Board candidates. After considering many candidates, including individuals identified by the search firm, members of the Board, members of senior management, and other sources, in August 2012, the Board of Directors elected Jami Miscik to the Board, who had originally been identified by a member of EMC's senior management (other than the CEO).

For more information on our director selection process, see “Corporate Governance - Succession Planning - Board Succession” on page 36 of this Proxy Statement.

Director Nominees. In considering incumbent directors for renomination and evaluating director candidates, the Board and the Governance Committee consider a variety of factors. These include each nominee's independence, personal and professional accomplishments, and experience in light of the needs of the Company. For incumbent directors, the factors also include contributions to the Board. The Board believes that all the current nominees are highly qualified and have the skills and experience required for effective service on our Board. The directors' individual biographies below contain information about their experience, qualifications and skills that led the Board to nominate them.

Each nominee has agreed to be named in this Proxy Statement and to serve if elected. Should any nominee be unable to serve or for good cause will not serve as a director, the proxy holders will vote for such other person as the Board may recommend.

All of the directors (other than Ms. Miscik) were previously elected by the shareholders.

The affirmative vote of a majority of votes properly cast on this proposal at the Annual Meeting is required for the election of directors.

NOMINEES TO SERVE AS DIRECTORS

Michael W. Brown, 67

- Director Since: August 2005

- Other Current Public Company Boards:
VMware, Inc. (EMC holds approximately 80% economic interest in VMware)
Chair of the Audit Committee
Compensation and Corporate Governance Committee

Insperity, Inc.
Finance, Risk Management and Audit Committee
Nominating and Corporate Governance Committee

Stifel Financial Corp.

Risk Management/Corporate Governance Committee

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Proposal 1 - Election of Directors (continued)

• Business Experience:
Microsoft Corporation, a manufacturer of software products for computing devices
Vice President and Chief Financial Officer (August 1994 until his retirement in July 1997)
Vice President, Finance (April 1993 to August 1994)
Treasurer (January 1990 to April 1993)
Joined Microsoft in December 1989

Chairman of the NASDAQ Stock Market board of directors

Past governor of the National Association of Securities Dealers

Various positions at Deloitte & Touche LLP over 18 years

• Education: Bachelor's degree in Economics from the University of Washington

• Qualifications and Skills: Mr. Brown brings to the Board substantial financial expertise that includes extensive knowledge of the complex financial and operational issues facing large companies, and a deep understanding of accounting principles and financial reporting rules and regulations. He acquired this knowledge in the course of serving as the CFO of a global technology company, working with a major international accounting and consulting firm for 18 years, and serving as a member of the audit committees of other public company boards. Mr. Brown's experience at Microsoft also provides insight and expertise in the rapidly changing IT industry and the impact of new technologies. Through many senior management positions, including as Chairman of NASDAQ and as a past governor of the NASD, Mr. Brown has demonstrated his leadership and business acumen.

Randolph L. Cowen, 62

• Director Since: January 2009

• Business Experience:
The Goldman Sachs Group, Inc., a global investment, banking, securities and investment management firm
Co-Chief Administrative Officer (October 2007 until his retirement in November 2008)
Global Head of Technology and Operations (September 2004 until his retirement in November 2008)
Chief Information Officer (October 2001 to October 2007)
Joined Goldman Sachs in 1982

• Education: Bachelor's degree in History with a minor in Mathematics from Michigan State University

• Qualifications and Skills: With more than 28 years of experience managing IT and making the technology infrastructure purchasing decisions at a global financial services firm, Mr. Cowen brings to the Board extensive knowledge about technology, the IT industry, and defining and implementing an effective IT strategy. As a former customer of EMC, he has in-depth knowledge of our products and services. In addition, through various senior management positions, Mr. Cowen has demonstrated leadership skills and gained significant business operations experience, including developing and managing top talent.

Proposal 1 - Election of Directors (continued)

Gail Deegan, 66

- Director Since: July 2002

- Other Current Public Company Boards:
iRobot Corporation
Audit Committee

- Business Experience:
Executive Vice President and Chief Financial Officer, Houghton Mifflin Company, a publishing company (February 1996 until her retirement in September 2001)

Senior Vice President of Regulatory and Government Affairs, NYNEX New England (February 1995 to February 1996)

Vice President and Chief Financial Officer, New England Telephone (November 1991 to January 1995)

Eastern Enterprises
Senior Vice President, Chief Financial Officer and Chief Administrative Officer (February 1990 to May 1991)
Senior Vice President, Chief Financial Officer and Treasurer (1988 to January 1990)

- Education:
Bachelor's degree in Elementary Education from The College of Saint Rose

Master's degree in History from Ohio State University

MBA from Simmons School of Management

- Qualifications and Skills: Ms. Deegan is an experienced financial leader who has served as the CFO of three companies in different industries. Ms. Deegan has extensive experience with financial accounting matters for complex global organizations as well as substantial experience overseeing the financial reporting processes of large public companies. Ms. Deegan also gained operational and talent management experience from serving on the executive staff of these companies. In addition, Ms. Deegan's service on another public company board provides her with valuable experience.

James S. DiStasio, 65

- Director Since: March 2010

- Other Current Public Company Boards:
Northeast Utilities (continuing Trustee from merger with NSTAR)
Board of Trustees
Chair of the Finance Committee
Compensation Committee
Executive Committee

Proposal 1 - Election of Directors (continued)

- Business Experience:
Ernst & Young LLP, a professional services organization
Senior Vice Chairman and Americas Chief Operating Officer (January 2003 until his retirement in January 2007)
Elected as a partner in 1977
Various management positions at Ernst & Young over 38 years

- Education: Bachelor's degree in Accounting from the University of Illinois

- Qualifications and Skills: Mr. DiStasio brings to the Board extensive financial, accounting and consulting expertise, including a deep understanding of accounting principles and financial reporting rules and regulations, acquired over the course of his 38-year career at one of the world's leading assurance, tax, transaction and advisory services firms. He has significant experience overseeing, from an independent auditor's perspective, the financial reporting processes of large public companies in a variety of industries with a global presence. Through his leadership roles at E&Y, including as COO of the Americas, Mr. DiStasio gained substantial management and operational experience. In addition, Mr. DiStasio's service on another public company board provides him with valuable experience.

John R. Egan, 55

- Director Since: May 1992

- Other Current Public Company Boards:
VMware, Inc. (EMC holds approximately 80% economic interest in VMware)
Chair of the Mergers and Acquisitions Committee

NetScout Systems, Inc.
Lead Independent Director
Chair of the Nominating and Governance Committee
Audit Committee

Progress Software Corporation
Non-Executive Chairman of the Board
Audit Committee
Compensation Committee

Verint Systems Inc.
Chair of the Nominating and Governance Committee

- Business Experience:
Managing partner and general partner, Egan-Managed Capital, a venture capital firm (since October 1998)

EMC Corporation
Executive Vice President, Products and Offerings (May 1997 to September 1998)
Executive Vice President, Sales and Marketing (January 1992 to June 1996)
Various executive positions, including Executive Vice President, Operations and Executive Vice President, International Sales (October 1986 to January 1992)
Resigned as an executive officer in September 1998 and as an employee in July 2002

- Education: Bachelor's degree in Marketing and Computer Science from Boston College

Proposal 1 - Election of Directors (continued)

- Qualifications and Skills: Mr. Egan has spent his entire career in the IT industry. His broad experience ranges from venture capital investments in early-stage technology companies to extensive sales and marketing experience, to executive leadership and management roles. Mr. Egan brings to the Board business acumen, substantial operational experience, and expertise in corporate strategy development, as well as a deep understanding of EMC's people and products acquired over many years of involvement with the Company. In addition, Mr. Egan's service on other public company boards provides him with valuable experience.

Edmund F. Kelly, 67

- Director Since: August 2007

- Other Current Public Company Boards:
The Bank of New York Mellon Corporation
Chair of the Technology Committee
Human Resources and Compensation Committee
Risk Committee

- Business Experience:
Liberty Mutual Group, a diversified global insurer and the nation's third-largest property and casualty insurer
Chairman (since April 2000)
Chief Executive Officer (April 1998 to June 2011)
President (April 1992 to June 2010)

- Education:
Bachelor's degree in Mathematics from Queen's University in Belfast, Ireland

Ph.D. in Mathematics from the Massachusetts Institute of Technology

- Qualifications and Skills: As the Chairman and former CEO of a Fortune 100 company, Mr. Kelly brings to the Board a wealth of complex management, worldwide operational and financial expertise. He also brings in-depth knowledge of the opportunities and challenges facing global companies. In addition, Mr. Kelly's service on another public company board provides him with valuable experience.

Jami Miscik, 54

- Director Since: August 2012

- Business Experience:
President and Vice Chairman of Kissinger Associates, Inc., an international consulting firm (since January 2009)

Senior Advisor on Geopolitical Risk to Barclays Capital, an international investment bank (since June 2009)

Global Head of Sovereign Risk at Lehman Brothers, a former investment bank (June 2005 to September 2008)

Various positions at the United States Central Intelligence Agency, including Deputy Director for Intelligence (1983-2005)

Member of the President's Intelligence Advisory Board (since December 2009)

Proposal 1 - Election of Directors (continued)

- Education:
Bachelor's degree in Political Science and Economics from Pepperdine University

Master's degree in International Studies from the University of Denver

- Qualifications and Skills: Ms. Miscik has had a long and distinguished career in the intelligence field. While at the CIA, Ms. Miscik led the analytic directorate producing the President's daily intelligence briefings and in-depth intelligence assessments, managed a global workforce and large budgets. Combined with her current operational experience leading an elite international consulting enterprise with clients operating around the world, Ms. Miscik has demonstrated leadership skills, global perspective, and strategic insight. She brings to the Board a unique perspective on international and government affairs, and expertise in risk analysis and geopolitics.

Windle B. Priem, 75

- Director Since: December 2001

- Business Experience:
Korn/Ferry International, a premier global provider of talent management solutions
Vice Chairman (July 2001 until his retirement in December 2003)
President and Chief Executive Officer (December 1998 to June 2001)
Chief Operating Officer (May 1997 to December 1998)
Various other positions from 1976 to 1997
Director (June 1992 to November 2002)

- Education:
Bachelor's degree in Mechanical Engineering from Worcester Polytechnic Institute

MBA from Babson College

- Qualifications and Skills: With more than 35 years of experience working with organizations and management structures, compensation, recruiting and succession planning, Mr. Priem brings to the Board a wealth of knowledge in talent management and executive compensation. While President and CEO of Korn/Ferry International, Mr. Priem conducted more than one hundred high profile executive searches for major global companies and led its successful initial public offering in 1999. Mr. Priem has significant operating experience and proven business acumen working with senior executives on a global basis. In addition, he served for three years as an officer in the U.S. Navy.

Paul Sagan, 54

- Director Since: December 2007

- Other Current Public Company Boards:
Akamai Technologies, Inc.

iRobot Corporation
Chair of the Nominating and Corporate Governance Committee

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Proposal 1 - Election of Directors (continued)

- Business Experience:
Akamai Technologies, Inc., a provider of services for accelerating the delivery of content and applications over the Internet
Executive Vice Chairman (since January 2013)
Chief Executive Officer (April 2005 to December 2012)
President (October 2011 to December 2012 and May 1999 to September 2010)
Joined in October 1998 as Vice President and Chief Operating Officer

Member of the President's National Security Telecommunications Advisory Committee (appointed by President Barack Obama in December 2010)

- Education: Northwestern University's Medill School of Journalism

- Qualifications and Skills: As the former President and CEO of a fast-growing, industry-leading S&P 500 company, Mr. Sagan has significant experience leading a complex, international technology enterprise, extensive knowledge of internet-based technologies and business acumen. During his career, Mr. Sagan has led visionary technology and media companies and consulted with the World Economic Forum. In addition, Mr. Sagan's service on other public company boards provides him with valuable experience.

David N. Strohm, 64

- Director Since: October 2003 and Lead Director since January 2006

- Other Current Public Company Boards:
VMware, Inc. (EMC holds approximately 80% economic interest in VMware)
Chair of the Compensation and Corporate Governance Committee
Mergers and Acquisitions Committee

Imperva, Inc.
Audit Committee

- Former Public Company Boards (within the past 5 years):
Successfactors, Inc.
Chairperson of the Board
Chair of the Nominating and Corporate Governance Committee
Chair of the Compensation Committee

- Business Experience:
Greylock Partners, a venture capital firm
Venture Partner (since January 2001)
General Partner (1980 to 2001)
General Partner of several partnerships formed by Greylock

- Education:
Bachelor's degree from Dartmouth College

MBA from Harvard Business School

Proposal 1 - Election of Directors (continued)

- Qualifications and Skills: Mr. Strohm has more than 30 years of experience as an early-stage venture capital investor, principally in the information technology industry. He has been a primary investor, and served in board leadership roles, in several companies which have grown to become publicly-traded. This experience has provided him with a deep understanding of the IT industry, and the drivers of structural change and high-growth opportunities in IT. He has also gained significant experience overseeing corporate strategy, assessing operating plans, and evaluating and developing business leaders. His service as board chair, lead director, and committee chair for several public companies has given him a broad experience base for serving as our Lead Director.

Joseph M. Tucci, 65

- Director Since: January 2001 and Chairman of the Board since January 2006

- Other Current Public Company Boards:
VMware, Inc. (EMC holds approximately 80% economic interest in VMware)
Chairman of the Board of Directors
Mergers and Acquisitions Committee

Paychex, Inc.
Lead Independent Director
Chairman of the Governance and Compensation Committee

- Business Experience:
EMC Corporation
Chief Executive Officer (since January 2001)
President (January 2000 to July 2012)
Chief Operating Officer (January 2000 to January 2001)

Deputy Chief Executive Officer, Getronics N.V., an information technology services company (June 1999 through December 1999)

Chairman of the Board and Chief Executive Officer, Wang Global, an information technology services company (December 1993 to June 1999)

- Education:
Bachelor's degree in Marketing from Manhattan College

MS in Business Policy from Columbia University

- Qualifications and Skills: During his tenure at EMC, Mr. Tucci has led EMC through a period of dramatic transformation and revitalization, continued market share gains and sustained revenue growth. Mr. Tucci has spent more than 40 years in the technology industry in senior roles at large, complex and global technology companies. Mr. Tucci's deep knowledge of all aspects of our business, combined with his drive for innovation and excellence, position him well to serve as our Chairman and CEO. In addition, Mr. Tucci's service on other public company boards provides him with valuable experience.

PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 2

EMC is asking shareholders to ratify the selection by the Audit Committee of PricewaterhouseCoopers LLP (“PwC”) as our independent auditors for the fiscal year ending December 31, 2013. The affirmative vote of a majority of votes properly cast on this proposal at the Annual Meeting is required to ratify such selection.

Independence and Quality

As provided in the Audit Committee charter, the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for EMC. Each year, the Audit Committee considers whether to retain PwC and whether such service continues to be in the best interests of EMC and our shareholders. Among other things, the Audit Committee considers the quality and scope of the audit, the independence of the firm, the performance of the lead engagement partner and the engagement team, and the PCAOB's most recent annual inspection report available for PwC. The Audit Committee pre-approves all audit, review or attest engagements.

Although ratification by the shareholders is not required by law, the Board of Directors has determined that it is desirable to request approval of this selection by the shareholders as a matter of good corporate governance. In the event the shareholders fail to ratify the appointment of PwC, the Audit Committee will consider this factor when making any determinations regarding PwC.

Pre-Approval of Audit and Non-Audit Services

During 2012, the Audit Committee pre-approved all audit, review and attest services performed by PwC.

In accordance with the Audit Committee's Pre-Approval Policy, the Audit Committee pre-approves specified non-audit services up to an aggregate dollar amount and approves on an engagement by engagement basis any individual engagement in excess of $200,000. The Audit Committee has delegated to its Chair the authority to pre-approve any specific non-audit service which was not previously pre-approved by the Audit Committee, provided that any decisions of the Chair to pre-approve non-audit services shall be presented to the Audit Committee at its next scheduled meeting. During 2012, the Audit Committee pre-approved all non-audit services in accordance with the policy set forth above.

The following table summarizes the fees PwC, our independent auditor, billed to us for each of the last two fiscal years.

	Audit Fees[1] ($)	Audit-Related Fees[2, 3] ($)	Tax Fees[3, 4] ($)	All Other Fees[5] ($)
2012	8,435,360	384,474	2,264,722	295,457
2011	6,659,588	334,500	3,118,337	255,539

1 Includes services for the audit of our financial statements and internal control over financial reporting, the review of the interim financial statements included in our quarterly reports on Form 10-Q and other professional services provided in connection with statutory and regulatory filings or engagements.

2 Includes employee benefit plan compliance, acquisition-related support and other technical, financial reporting and compliance services.

[3] EMC engages PwC to perform audit-related and tax services where it believes there are efficiencies to using its independent auditors, who are familiar with EMC's processes and procedures.

[4] Includes tax compliance and tax consulting services in 2012 and 2011.

[5] Includes consulting services performed by a company acquired by PwC in 2011.

Amounts in the table above do not include the fees PwC billed to VMware, Inc.

EMC expects that representatives of PwC will be present at the Annual Meeting and will be given the opportunity to make a statement if they desire to do so and to respond to appropriate questions.

PROPOSAL 3

ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 3

EMC is asking shareholders for their advisory approval of the compensation of our Named Executive Officers, as disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in this Proxy Statement, in accordance with Section 14A of the Securities Exchange Act of 1934, as amended. While this vote is advisory, and not binding on us, the Compensation Committee will consider your views when determining executive compensation in the future. At our May 2012 annual meeting, shareholders expressed strong support for our executive compensation program, with over 96% of votes cast voting in favor of the proposal.

Pay-for-Performance Philosophy

As discussed in the “Compensation Discussion and Analysis” section of this Proxy Statement, our executive compensation programs are based on strong pay-for-performance practices that require achievement of challenging goals that will drive EMC to achieve profitable revenue growth and market share gains, while investing in the business to expand the global market opportunity for our product, technology and services portfolio, ultimately leading to long-term shareholder value.

Business Results

Our ability to sustain profitable growth year after year has produced a track record that few large, technology companies can match. From 2007 through 2012, EMC's revenue has grown at a compound annual rate of 10% and non-GAAP earnings per share (“EPS”) has grown at a compound annual rate of 14%.

In 2012, we successfully executed what we call our financial triple play: simultaneously gaining market share, investing in our business and growing our non-GAAP EPS at a rate faster than the rate at which we grow our revenue. Furthermore, despite IT spending growth of only approximately 2% in 2012, we achieved record revenue, profit and free cash flow:

	2012 ($)	% Growth from 2011
Revenue	21.71 billion	9%
Non-GAAP Earnings Per Share*	1.70	13%
Free Cash Flow*	5.02 billion	14%

* A reconciliation of our GAAP to non-GAAP results can be found in Exhibit E to this Proxy Statement.

Please see “Management's Discussion and Analysis” in our Annual Report on Form 10-K for a more detailed description of our fiscal year 2012 financial results.

2012 Executive Compensation Program

The Compensation Committee approved an executive compensation program for 2012 that implements our pay-for-performance philosophy. The primary elements of our executive compensation program are base salary, cash bonuses and equity incentives.

- Base salary is used to compensate our executive officers for performing their day-to-day responsibilities. Base salary represents approximately 5% of our CEO's total compensation opportunity and, on average, approximately 12% of our other Current Named Executive Officers' (as defined below) total compensation opportunity.

- Cash bonuses are used to drive the achievement of specified corporate, business unit, individual, strategic, operational and financial performance goals. Our executive officers will receive bonuses only if they achieve challenging performance goals set by the Compensation Committee, with limits on the amount of compensation that can be earned for any year. Cash bonuses represent approximately 8% of our CEO's total compensation opportunity and, on average, approximately 13% of our other Current Named Executive Officers' total compensation opportunity.

Proposal 3 - Advisory Approval of Executive Compensation (continued)

- Equity incentives are used to drive the achievement of EMC's long-term strategic goals and align the executives' interests with those of EMC shareholders. Equity incentives represent the significant majority of our Named Executive Officers' total compensation opportunity.

Cash Compensation

The Compensation Committee believes our executive compensation program has been effective in incenting the achievement of outstanding financial performance and positive returns to shareholders. As discussed above, despite a challenging economic environment, EMC achieved strong financial performance in 2012 and the Named Executive Officers achieved 98.7%, 100% and 102.5% of the respective revenue, non-GAAP EPS and free cash flow targets established by the Compensation Committee. In 2012, the Named Executive Officers received the following cash compensation:

Name	Base Salary ($)	Cash Bonus ($)	Total ($)
Joseph M. Tucci*	1,000,000	1,467,360	2,467,360
David I. Goulden	737,500	949,513	1,687,013
Howard D. Elias	687,500	757,109	1,444,609
William F. Scannell	700,000	632,153	1,332,153
Jeremy Burton	600,000	609,588	1,209,588
William J. Teuber, Jr.	712,500	707,560	1,420,060
Patrick P. Gelsinger**	709,104	889,516	1,598,620

* Mr. Tucci's base salary and target cash bonus have not increased since 2001.

** Amounts represent the aggregate of (i) 2012 cash compensation from EMC through the end of August 2012 at which time Mr. Gelsinger became CEO of VMware, and (ii) 2012 cash compensation from VMware for the remainder of the year.

Annual Equity Incentive Awards

Based on achievement of the 2012 revenue and EPS performance targets established by the Compensation Committee, 95.8% of the following annual performance-based equity awards granted to the Named Executive Officers in August 2011 became eligible to vest in February 2013, vesting ratably over two to three years, subject to continued employment:

Name	2011 Performance Stock Units*		2011 Performance Stock Options*	
	# of Units Granted	# of Units Eligible to Vest	# of Options Granted	# of Options Eligible to Vest
Joseph M. Tucci	183,307	175,678	92,424	88,577
David I. Goulden	61,103	58,560	30,808	29,525
Howard D. Elias	61,103	58,560	30,808	29,525
William F. Scannell	61,103	58,560	30,808	29,525
Jeremy Burton	47,530	45,552	23,965	22,967
William J. Teuber, Jr.	81,470	78,079	41,078	39,368
Patrick P. Gelsinger	61,103	58,560	30,808	29,525

* 4.2% of these awards did not become eligible to vest in February 2013 and were forfeited.

A significant majority of the annual equity awards granted to our executive officers in 2012 are performance-based awards and will vest only if the Company achieves challenging revenue and EPS goals. All or a portion of these awards will be forfeited if the performance goals are not met. If the performance goals are achieved and such awards become eligible to vest, they do so over a number of years following achievement of these goals. As in prior years, we also granted time-based equity awards that vest over a four- to five-year period to promote retention.

Leadership Development and Performance Awards

Over the past few years, Mr. Tucci and the Board have spent considerable time engaged in succession planning for the CEO role and other senior executive roles within the Company. In September 2012, the Company announced that, at the Board's request, Mr. Tucci would remain with EMC through at least February 2015, and that he expects to transfer the CEO role prior to such date while remaining Chairman at both EMC and VMware. At the time of this September 2012 announcement, Proposal 3 - Advisory Approval of Executive Compensation (continued)

the Compensation Committee granted performance-based restricted stock units to each of Messrs. Tucci and Teuber, which units vest in 2015 only if the Company achieves two-year total shareholder return and revenue metrics, and Messrs. Tucci and Teuber satisfy specific qualitative goals. The Compensation Committee believes achievement of these goals will be important to ensure continuity in our executive leadership, an orderly transition to new senior leadership over the next few years, and the successful execution of EMC's long-term strategy. Messrs. Tucci and Teuber received the following Leadership Development and Performance Awards in 2012:

Name	Leadership Development and Performance Awards
Joseph M. Tucci	302,917
William J. Teuber, Jr.	113,594

Long-Term Incentive Plan Equity Awards

In August 2011 and 2012, the Compensation Committee granted certain of our executive officers performance-based restricted stock units that will vest only if three-year cumulative revenue goals are achieved (the “LTIP stock units”). All or a portion of these awards will be forfeited if the performance goals are not met. The Compensation Committee believes these awards promote long-term alignment with EMC's business plan, require sustained performance and provide a multi-year retention incentive through a period of leadership transition. Messrs. Goulden, Elias, Scannell and Burton received the following LTIP stock unit awards in August 2011 and 2012, as applicable:

Name	2011 LTIP Stock Units	2012 LTIP Stock Units
David I. Goulden	239,617	—
Howard D. Elias	239,617	—
William F. Scannell	239,617	—
Jeremy Burton	159,745	74,627

Other Highlights

Other highlights of our executive compensation program include:

- Annual “say on pay” vote
- Clawback policy applicable to all employees for cash and equity incentive compensation
- Strong stock ownership and stock holding guidelines
- “Double trigger” change in control agreements
- Independent compensation consultant
- Risk oversight on compensation policies and practices
- CEO succession planning
- Long-standing shareholder outreach program
- Shareholder accessibility to the Compensation Committee, including a direct email address
- No pension or SERP benefits for executive officers
- No hedging or pledging of Company stock
- No discounted options
- No option repricings without shareholder approval
- No excise tax gross-ups
- No excessive perquisites for executives

For more information on our executive compensation program, see “Compensation Discussion and Analysis” and “Compensation of Executive Officers” beginning on pages 47 and 70, respectively, of this Proxy Statement.

PROPOSAL 4

APPROVAL OF THE EMC CORPORATION
AMENDED AND RESTATED 2003 STOCK PLAN

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 4

On May 7, 2003, EMC shareholders adopted and approved the EMC Corporation 2003 Stock Plan, which was subsequently amended and restated and most recently approved by shareholders on May 4, 2011 (the "2003 Stock Plan"). In February 2013, the Compensation Committee and the Board approved, subject to approval by EMC shareholders, an amendment and restatement of the 2003 Stock Plan (attached as Exhibit A to this Proxy Statement), which would, among other things:

- increase the number of shares of common stock available for grant under the plan by 60,000,000;
- extend the expiration date of the plan to May 1, 2023; and
- make certain other administrative changes.

The affirmative vote of a majority of the votes properly cast on this proposal at the Annual Meeting is required to approve this amendment and restatement of the 2003 Stock Plan.

Equity is a key component of our compensation program. EMC grants equity awards to key employees, consultants, advisors and non-employee directors to achieve our strategic objectives by:

- providing them with motivation to achieve our financial goals;
- promoting retention through the use of multi-year vesting schedules;
- encouraging loyalty;
- fostering alignment with the interests of EMC shareholders; and
- providing incentives that are competitive with those of companies with which EMC competes for talent.

Without this amendment and restatement, the number of shares currently available under the 2003 Stock Plan may not be sufficient to cover projected awards through the date of the 2014 Annual Meeting of Shareholders. In such event, we may not be able to provide persons eligible for awards with compensation packages that are necessary to attract, retain and motivate these individuals. The additional 60,000,000 shares of common stock should provide us with sufficient shares to cover the awards we anticipate granting to eligible participants for approximately two years. If additional shares are not made available under the 2003 Stock Plan, we will not be able to grant any awards to participants once all the current shares have been allocated.

Key Data

As of December 31, 2012, a total of 49,419,698 shares remained available for future awards under the 2003 Stock Plan.

As of December 31, 2012, EMC and its subsidiaries had approximately 60,000 employees, non-employee directors, consultants and advisors who are eligible to be considered for awards under the 2003 Stock Plan. The following table sets forth information regarding outstanding equity awards (including awards under the 2003 Stock Plan and our prior stock option plans, non-plan options and options assumed by EMC in connection with acquisitions) and shares available for future equity awards under the 2003 Stock Plan as of December 31, 2012 (without giving effect to approval of the proposed amendment and restatement of the 2003 Stock Plan):

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Proposal 4 - Approval of the EMC Corporation Amended and Restated 2003 Stock Plan (continued)

Total shares underlying outstanding stock options	77,449,195
Weighted average exercise price of outstanding stock options	$14.39
Weighted average remaining contractual life of outstanding stock options	4.7 years
Total shares underlying outstanding unvested time-based restricted stock and restricted stock unit awards	41,174,275
Total shares underlying outstanding unearned performance-based restricted stock and restricted stock unit awards	6,032,720
Total shares currently available for grant	49,419,698
Total shares currently available for grant as full-value awards	24,709,849

The additional 60,000,000 shares of common stock for which shareholder approval is sought represent approximately 2.8% of our 2,106,959,399 outstanding shares (measured as of December 31, 2012). In addition, if the additional shares were all granted and issued as "full-value" awards, after adjusting for the impact of the fungible share design described below, the number of shares issued from the additional 60,000,000 shares would be only 30,000,000 shares, representing 1.4% of our outstanding shares (measured as of December 31, 2012).

Promotion of Good Corporate Governance Practices

The 2003 Stock Plan, as proposed to be amended and restated, provides for the following:

- Stock options and stock appreciation rights may not have a term in excess of ten years, may not be repriced without shareholder approval and may not be granted at a discount to the fair market value of our common stock on the grant date;
- No material amendments to the plan may be made without shareholder approval;
- Restricted stock and restricted stock unit awards have minimum vesting periods;
- The fungible share design effectively limits the number of "full-value" restricted stock and restricted stock unit awards that may be granted under the 2003 Stock Plan since these awards are counted against the plan's share reserve as two shares for every one share issued in connection with such awards;
- Shares retained by or delivered to the Company to pay the exercise price of a stock option or withholding taxes in connection with an award, unissued shares resulting from the settlement of stock appreciation rights in common stock and shares purchased by us in the open market using the proceeds of stock option exercises do not become available for issuance as future awards;
- Dividend payments (if any) on restricted stock and/or restricted stock unit awards, including performance awards and time-based awards, are subject to the same vesting restrictions as the underlying awards;
- EMC may cancel outstanding awards or "clawback" the value of awards recently realized if officers or other senior employees engage in activity detrimental to EMC; and
- Awards made under the plan may qualify as "performance-based compensation" under Section 162(m) ("Section 162(m)") of the Internal Revenue Code of 1986, as amended (the "Code").

Section 162(m) of the Code

The Board believes that it is in the best interests of the Company and its shareholders to provide for an incentive plan under which stock-based compensation awards made to the Company's executive officers can qualify for deductibility by the Company for federal income tax purposes. Accordingly, the 2003 Stock Plan has been structured in a manner such that awards under it can satisfy the requirements for "performance-based" compensation within the meaning of Section 162(m). In general, under Section 162(m), in order for the Company to be able to deduct compensation in excess of $1 million paid in any one year to the Company's Chief Executive Officer or any of the Company's three other most highly compensated executive officers (other than the Company's Chief Financial Officer), such compensation must qualify as "performance-based." One of the requirements of "performance-based" compensation for purposes of Section 162(m) is that the material terms of the performance goals under which compensation may be paid be disclosed to and approved by the Company's shareholders. For purposes of Section 162(m), the material terms include (1) the employees eligible to receive compensation, (2) a description of the business criteria on which the performance goal is based and (3) the maximum amount of compensation that can be paid to an employee under the performance goal. With respect to the various types of awards under the 2003 Stock Plan, each of these aspects is discussed below, and shareholder approval of the 2003 Stock Plan will be deemed to constitute approval of each of these aspects of the 2003 Stock Plan for purposes of the approval requirements of Section 162(m).

Proposal 4 - Approval of the EMC Corporation Amended and Restated 2003 Stock Plan (continued)

Summary of the 2003 Stock Plan

The following is a summary of the material terms and conditions of the 2003 Stock Plan, as proposed to be amended and restated. This summary is qualified in its entirety by reference to the terms of the 2003 Stock Plan (as proposed to be amended and restated), a copy of which is attached as Exhibit A to this Proxy Statement.

The closing price of a share of EMC common stock on the New York Stock Exchange (the "NYSE") on March 1, 2013 was $[•]. The proceeds received by EMC upon exercise of the awards by participants in the 2003 Stock Plan will be used for the general corporate purposes of EMC.

Administration. The Compensation Committee and/or the Board administer the 2003 Stock Plan, which includes approving:

- the individuals to receive awards;
- the types of awards to be granted;
- the terms and conditions of the awards, including the number of shares and exercise price of the awards;
- the time when the awards become exercisable or will vest, or the restrictions to which an award is subject will lapse; and
- whether options will be incentive stock options.

The Compensation Committee and the Board have full authority to interpret the terms of the 2003 Stock Plan and awards granted under the 2003 Stock Plan. The Compensation Committee or the Board may, in their discretion, determine to accelerate the vesting or lapse of one or more restrictions with respect to an award; provided, however, that neither the Compensation Committee nor the Board may accelerate the vesting or lapse of one or more restrictions with respect to an award of restricted stock or restricted stock units if such action would cause such award to fully vest in a period of time that is less than the applicable minimum vesting period set forth in the 2003 Stock Plan.

Authorized Shares. If the proposed amendment and restatement of the 2003 Stock Plan is approved by shareholders at the Annual Meeting, the total number of shares of common stock authorized under the 2003 Stock Plan will be 573,711,987 shares.

The shares authorized under the 2003 Stock Plan will be subject to adjustment in the event of a stock dividend, stock split or other change in corporate structure or capitalization affecting the common stock. As described above, the 2003 Stock Plan contains a fungible share limit, which means that stock options and stock appreciation rights are counted against the share reserve as one share for every share that is issued in connection with such award and that "full-value" awards (i.e., restricted stock and restricted stock units) are counted against the share reserve as two shares for every share that is issued in connection with such award. In addition, as described above, the 2003 Stock Plan does not contain liberal share counting. As a result, any shares actually or constructively transferred by the participant to EMC in connection with an award under the 2003 Stock Plan or our prior stock option plans (including, but not limited to, through the holding back of shares for tax withholding) will not be added back to the share reserve under the 2003 Stock Plan.

Common stock delivered by the Company under the 2003 Stock Plan may consist of authorized but unissued common stock or previously issued common stock acquired by the Company.

Tax Code Limitations. Subject to changes in the Company's capitalization, the aggregate number of shares subject to awards granted under the 2003 Stock Plan during any fiscal year to any one participant will not exceed 2,000,000. The maximum number of shares under an award that may be granted to any participant for a performance period longer than one fiscal year will not exceed 2,000,000 multiplied by the number of full fiscal years in the performance period. If this amendment and restatement of the 2003 Stock Plan is approved, subject to changes in the Company's capitalization, the aggregate number of shares that may be issued under the 2003 Stock Plan as of May 1, 2013 pursuant to the exercise of incentive stock options may not exceed 10,000,000.

Eligibility. All employees of, and consultants or advisors to, EMC or any of its subsidiaries are eligible to participate in the 2003 Stock Plan. Each non-employee director who is not a 5% shareholder of EMC (an “Eligible Director”) or a person in control of such a shareholder is also eligible to participate in the 2003 Stock Plan. Options intended to qualify as incentive stock options within the meaning of Section 422 of the Code only may be granted to employees of EMC or of any parent or subsidiary corporation.

Proposal 4 - Approval of the EMC Corporation Amended and Restated 2003 Stock Plan (continued)

Types of Awards. Awards under the 2003 Stock Plan may be in the form of stock options (either incentive stock options or non-qualified options), restricted stock, restricted stock units, stock appreciation rights or any combination thereof.

- Stock Options. Stock options represent the right to purchase shares of common stock within a specified period of time at a specified price. The exercise price for a stock option will be not less than 100% (110% for an incentive stock option granted to a 10% or more shareholder) of the fair market value of common stock on the date of grant. All stock options will expire no more than ten years (five years in the case of an incentive stock option granted to a 10% or more shareholder) after the date of grant.

- Awards of Restricted Stock and Restricted Stock Units. Restricted stock is common stock that is subject to a risk of forfeiture or other restrictions that will lapse upon satisfaction of specified conditions. Restricted stock units represent the right to receive shares of common stock in the future, with the right to future delivery of the shares subject to a risk of forfeiture or other restrictions that will lapse upon satisfaction of specified conditions. Subject to any restrictions applicable to the award, a participant holding restricted stock, whether vested or unvested, will be entitled to enjoy all rights of a shareholder with respect to such restricted stock, including the right to receive dividends and vote the shares. Any dividends payable on the restricted stock awards, including performance awards and time-based awards, will be subject to the same restrictions as the underlying award. A participant holding restricted stock units is not entitled to voting or other shareholder rights, but, subject to any restrictions applicable to the award, will be entitled to receive dividends. Any dividends payable on the restricted stock unit awards, including performance awards and time-based awards, will be subject to the same restrictions as the underlying award. Awards of restricted stock or restricted stock units, other than awards granted to Eligible Directors, will not vest fully in less than two years following the date of grant, but awards that vest upon the achievement of performance goals or that are granted upon the over-achievement of performance goals will not vest fully in less than one year following the date of grant.

- Stock Appreciation Rights. Stock appreciation rights entitle the holder upon exercise to receive shares of common stock having a value equal to the excess of (i) the value of the number of shares with respect to which the right is being exercised (which value is based on fair market value at the time of such exercise) over (ii) the exercise price applicable to such shares. The exercise price for a stock appreciation right will not be less than 100% of the fair market value of common stock on the date of grant. All stock appreciation rights will expire no later than ten years after the date of grant.

Performance Goals. The Compensation Committee may grant awards under the 2003 Stock Plan subject to the satisfaction of performance goals. In the case of awards intended to qualify for exemption under Section 162(m) of the Code, the Compensation Committee will use one or more objectively determinable performance goals that relate to one or more performance criteria. The performance criteria available under the 2003 Stock Plan may consist of any or any combination of the following areas of performance (determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, geographical, project, product or individual basis or in combinations thereof, and measured on an absolute basis or relative to a pre-established target, to previous periods' results or to a designated comparison group): sales; revenues; assets; expenses; income; profit margins; earnings before or after any deductions and whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; inventory; organizational realignments; infrastructure changes; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; shareholder return; sales of products or services; customer acquisition or retentions; acquisitions or divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split ups and the like; reorganizations; strategic investments or recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings. The Compensation Committee will determine whether the performance goals for a performance award have been met. No more than 2,000,000 shares will be allocated to performance awards granted to any participant during any 12-month period; provided that for awards with performance periods that are longer than one year, the maximum number of shares allocated to such award cannot exceed 2,000,000 shares multiplied by the number of full years in the performance period.

Deferral Payments. Subject to the terms and conditions of the 2003 Stock Plan, the Compensation Committee may determine that the settlement of all or a portion of any award may be deferred or may, in its sole discretion, approve deferral elections made by participants.

Transferability. Under the 2003 Stock Plan, awards are generally non-transferable other than by will or by the laws of descent and distribution, and awards may only be exercised by the participant during his or her lifetime; provided, that the Compensation Committee may, other than with respect to incentive stock options, allow for transferability of awards to immediate family members of the participant or to trusts, partnerships or other entities controlled by and of which the beneficiaries are immediate family members of the participant.

Termination of Service Relationship. Under the 2003 Stock Plan, except as set forth below, all previously unexercised awards terminate and are forfeited automatically upon the termination of the participant's service relationship with EMC, unless the Compensation Committee expressly specifies otherwise. However, if a participant's service relationship is terminated by reason of death or disability, all awards previously issued under the plan to the participant will become fully vested and, to the extent applicable, remain exercisable for three years after the date of termination (but in no event beyond the expiration date of the award). If a participant's service relationship is terminated by reason of retirement (as defined in the 2003 Stock Plan), except as otherwise provided by the Compensation Committee, all stock options and stock appreciation rights held by the participant will continue to vest and be exercisable as if the service relationship had not terminated and without regard to the satisfaction of any applicable performance-based vesting criteria. Awards of restricted stock and restricted stock units held by the participant will terminate on the date of retirement. If a participant holds unexercised non-qualified stock options or unexercised stock appreciation rights that are vested at the time his or her service relationship is terminated, other than for death, disability or retirement, then such awards may continue to be exercised until the earlier to occur of (1) the expiration of the award term or (2) three months following the date the participant's service relationship is terminated; provided, however, if the participant's employment is terminated for "Cause" or if the participant engaged in "Detrimental Activity" (each as defined in the 2003 Stock Plan), all awards held by the participant shall immediately terminate.

With respect to awards held by officers or other senior employees, the Compensation Committee may cancel, suspend or otherwise limit any unexpired award and rescind the exercise of an award if such participant engages in "Detrimental Activity" (as defined in the 2003 Stock Plan).

Amendments. The Compensation Committee may at any time discontinue granting awards under the 2003 Stock Plan. The Compensation Committee may amend the 2003 Stock Plan, except that no amendment may adversely affect the rights of any participant without his or her consent and no amendment will, without the approval of EMC shareholders, materially amend the 2003 Stock Plan, increase the number of shares of common stock available under the 2003 Stock Plan, change the group of persons eligible to receive awards, reprice any outstanding options or stock appreciation rights or reduce the price at which options or stock appreciation rights may be granted (including any tandem cancellation and regrant or any other amendment or action that would have substantially the same effect as reducing the exercise price of outstanding options or stock appreciation rights), extend the time within which awards may be granted, or alter the 2003 Stock Plan so that options intended to qualify as incentive stock options under the Code would not do so.

Change in Corporate Structure or Capitalization; Change in Control. In the event of a stock dividend, stock split or other change in corporate structure or capitalization affecting the common stock, the number and kind of shares of stock or securities of EMC then subject to the 2003 Stock Plan and the awards then outstanding or to be granted thereunder, and the exercise price, if applicable, will be appropriately adjusted by the Compensation Committee, whose determination will be binding on all persons. In the event of a dissolution, liquidation, consolidation or merger in which EMC is not the surviving corporation or in which a majority of its outstanding shares are converted into securities of another corporation or are exchanged for other consideration, all outstanding awards will thereupon terminate, provided that prior to the effective date of any such dissolution, liquidation, consolidation or merger, EMC will either (i) contingent upon the consummation of such transaction, make all outstanding awards immediately exercisable on a basis that gives the holder of the award a reasonable opportunity to participate as a shareholder in the transaction or, if applicable, cause all restrictions to lapse, or (ii) arrange to have the surviving corporation grant replacement awards to participants.

Term. The 2003 Stock Plan, unless sooner terminated by the Compensation Committee or the Board of Directors, will remain in effect until May 1, 2023.

U.S. Federal Income Tax Consequences

The following is a brief description of the federal income tax treatment that will generally apply to awards made under the 2003 Stock Plan, based on federal income tax laws currently in effect. The exact federal income tax treatment of awards will depend on the specific nature of any such award and the individual tax attributes of the award recipient. This summary is not intended to be a complete analysis and discussion of the federal income tax treatment of the 2003 Stock Plan, and does not discuss gift or estate taxes or the income tax laws of any municipality, state or foreign country.

Proposal 4 - Approval of the EMC Corporation Amended and Restated 2003 Stock Plan (continued)

Incentive Stock Options. Options granted under the 2003 Stock Plan may qualify as incentive stock options within the meaning of Section 422 of the Code. If an option holder exercises an incentive stock option in accordance with its terms and does not dispose of the shares acquired within two years from the date of the grant of the incentive stock option or within one year from the date of exercise (the “Required Holding Periods”), an option holder generally will not recognize ordinary income and the Company will not be entitled to any deduction, on either the grant or the exercise of the incentive stock option. An option holder's basis in the shares acquired upon exercise will be the amount paid upon exercise. Provided an option holder holds the shares as a capital asset at the time of sale or other disposition of the shares, an option holder's gain or loss, if any, recognized on the sale or other disposition will be capital gain or loss. The amount of an option holder's gain or loss will be the difference between the amount realized on the disposition of the shares and the option holder's basis in the shares. The gain or loss will be long-term capital gain or loss if the shares are held for at least one year after exercise of the option; otherwise, it will be short-term.

If, however, an option holder disposes of the acquired shares at any time prior to the expiration of the Required Holding Periods, then, subject to certain exceptions, the option holder will recognize ordinary income at the time of such disposition which will equal the excess, if any, of the lesser of (1) the amount realized on such disposition or (2) the fair market value of the shares on the date of exercise, over the option holder's basis in the shares. The Company generally will be entitled to a deduction in an amount equal to the amount of ordinary income recognized by an option holder. Any gain in excess of such ordinary income amount will be a short-term or long-term capital gain, depending on the option holder's holding period. If an option holder disposes of such shares for less than the option holder's basis in the shares, the difference between the amount realized and the option holder's basis will be short-term or long-term capital loss, depending upon the holding period of the shares.

Non-Qualified Stock Options. Options granted under the 2003 Stock Plan which are not incentive stock options are “non-qualified stock options.” No income results upon the grant of a non-qualified stock option. When an option holder exercises a non-qualified stock option, he or she will realize ordinary income subject to withholding. Generally, such income will be realized at the time of exercise and in an amount equal to the excess, measured at the time of exercise, of the then fair market value of the common stock over the option price. EMC will generally be entitled to a deduction for Federal income tax purposes equal to the amount of ordinary income realized by the option holder, subject to certain withholding and reporting requirements.

Restricted Stock. Generally, restricted stock is not taxable to a participant at the time of grant, but instead is included in ordinary income (at its then fair market value) and subject to withholding when the restrictions lapse. A participant may elect to recognize income at the time of grant, in which case the fair market value of the common stock at the time of grant is included in ordinary income and subject to withholding and there is no further income recognition when the restrictions lapse. EMC is entitled to a tax deduction for Federal income tax purposes in an amount equal to the ordinary income recognized by the participant.

Restricted Stock Units. Generally, the participant will not be subject to tax upon the grant of an award of restricted stock units. However, upon the receipt of the underlying shares of common stock, the participant will recognize ordinary income subject to withholding in an amount equal to the fair market value of the shares received. EMC will be entitled to a corresponding tax deduction for Federal income tax purposes.

Stock Appreciation Rights. Generally, the participant will not be subject to tax upon the grant of a stock appreciation right. However, upon the receipt of shares pursuant to the exercise of a stock appreciation right, the participant, generally, will recognize ordinary income subject to withholding in an amount equal to the fair market value of the shares received. The ordinary income recognized with respect to the receipt of shares upon exercise of stock appreciation rights will be subject to any necessary withholding and reporting requirements.

Generally, EMC will not be entitled to a tax deduction upon the grant or termination of stock appreciation rights. However, EMC will, generally, be entitled to a deduction for Federal income tax purposes equal to the amount of ordinary income realized by the participant.

Section 162(m). The 2003 Stock Plan is designed to allow awards made under the plan to qualify as “performance-based compensation” within the meaning of Section 162(m) of the Code, however there can be no guarantee that amounts payable under the 2003 Stock Plan will be treated as qualified “performance-based” compensation under Section 162(m). In general, under Section 162(m), in order for EMC to be able to deduct compensation in excess of $1,000,000 paid in any one year to EMC's Chief Executive Officer or any of EMC's three other most highly compensated executive officers (other than EMC's

Chief Financial Officer), such compensation must qualify as "performance-based". However, the rules and regulations promulgated under Section 162(m) are complicated and subject to change from time to time, sometimes with retroactive effect. In addition, a number of requirements must be met in order for particular compensation to so qualify. As such, there can be no assurance that any compensation awarded or paid under the 2003 Stock Plan will be deductible under all circumstances.

Section 409A. Awards held by employees that are subject to but fail to comply with Section 409A of the Code are subject to a penalty tax of 20% in addition to ordinary income tax, as well as to interest charges. In addition, the failure to comply with Section 409A may result in an acceleration of the timing of income inclusion for income tax purposes. The Compensation Committee intends to administer any award resulting in a deferral of compensation subject to Section 409A consistent with the requirements of Section 409A to the maximum extent possible, as determined by the Compensation Committee.

This summary is not a complete description of the U.S. Federal income tax aspects of the 2003 Stock Plan. Moreover, this summary relates only to Federal income taxes; there may also be Federal estate and gift tax consequences associated with the 2003 Stock Plan, as well as foreign, state and local tax consequences.

New Plan Benefits

The future benefits or amounts that would be received under this amendment and restatement of the 2003 Stock Plan are discretionary and are therefore not determinable at this time. Similarly, the benefits or amounts which would have been received by or allocated to executive officers and our other employees for the last completed fiscal year if this amendment and restatement of the 2003 Stock Plan had been in effect cannot be determined. Information about awards granted in fiscal year 2012 to the Chief Executive Officer, the Chief Financial Officer and the other Named Executive Officers can be found under the "Grants of Plan-Based Awards" table on page 73 of this Proxy Statement.

PROPOSAL 5

APPROVAL OF THE EMC CORPORATION
AMENDED AND RESTATED 1989 EMPLOYEE STOCK PURCHASE PLAN

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 5

In February 2013, the Compensation Committee and the Board approved, subject to approval by EMC shareholders, an amendment and restatement of the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan (the "1989 Plan") (attached as Exhibit B to this Proxy Statement), which would, among other things:

- increase the number of shares of common stock available for grant under such plan by 30,000,000;
- create a sub-plan applicable to non-U.S. employees (the "Sub-Plan") that provides for (i) the modification of plan terms or the establishment of rules in order to comply with local law or (ii) the exclusion of non-U.S. employees to the extent participation is contrary to local law or is otherwise not advisable or practicable for EMC; and
- make certain other administrative changes.

The affirmative vote of a majority of the votes properly cast at the Annual Meeting is required to approve this amendment and restatement of the 1989 Plan.

The Compensation Committee and the Board approved the amendment and restatement of the 1989 Plan to ensure that EMC can continue to grant purchase rights to its employees at levels determined appropriate by the Compensation Committee and the Board. The 1989 Plan also provides eligible employees with the opportunity to become EMC shareholders and participate in EMC's success, which aligns the interests of participating employees with those of shareholders. Based upon EMC's stock price and historical rates of employee participation in the 1989 Plan, EMC believes that there may not be sufficient shares available for purchase under the 1989 Plan through the end of 2013. Additional shares are needed for use in the 1989 Plan so that the 1989 Plan can continue to be used as a benefit to attract and retain employees. EMC's forecast indicates that the addition of 30,000,000 shares will allow continued employee participation for approximately three years. If this amendment and restatement of the 1989 Plan is not approved by the shareholders, the Board will suspend future employee participation in the 1989 Plan once the currently available shares are purchased. The proceeds received by EMC from the sale of common stock under the 1989 Plan are used for the general corporate purposes of EMC.

As of December 31, 2012, 7,697,164 shares remained available for future purchases under the 1989 Plan.

The following is a summary of the material terms and conditions of the 1989 Plan, as proposed to be amended and restated. This summary is qualified in its entirety by reference to the terms of the 1989 Plan (as proposed to be amended and restated), a copy of which is attached as Exhibit B to this Proxy Statement.

Summary of the 1989 Plan

Up to 153,000,000 shares of common stock have been authorized for issuance under the 1989 Plan. If the proposed amendment and restatement is approved by the shareholders at the Annual Meeting, an additional 30,000,000 shares of common stock will be available for issuance under the 1989 Plan, for a total of 183,000,000 authorized shares. Such shares may, at the discretion of the Compensation Committee, be issued from EMC's authorized but unissued common stock. The 1989 Plan provides for the granting of options to participating employees to purchase shares of common stock. Generally, each employee of EMC and the eligible subsidiaries, as determined in the discretion of the Compensation Committee, having at least three months of continuous service on the date of grant of an option, is eligible to participate in the 1989 Plan, except for employees whose customary employment is 20 hours or less per week. Individuals employed outside the United States may be excluded pursuant to the Sub-Plan if the Compensation

Committee determines such participation is contrary to local law or is otherwise not advisable or practicable. In addition, any employee who immediately after the grant of an option would be deemed under the provisions of the Internal Revenue Service Code of 1986 (the "Code") to own 5% or more of the outstanding shares of common stock is not eligible to receive such an option. Members of the Board who are not employed as regular salaried officers or employees of EMC may not participate in the 1989 Plan. As of December 31, 2012, there were approximately 45,000 employees of EMC and our subsidiaries eligible to participate in the 1989 Plan and approximately 17,000 employees participating in the 1989 Plan. The closing price of a share of EMC common stock on the NYSE on March 1, 2013 was $[•].

Proposal 5 - Approval of the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan (continued)

Options are granted through a series of successive option periods established by the Compensation Committee not to exceed 24 months. Options are exercisable at the end of each option period through accumulations of payroll deductions. The amount of the deductions is determined by the employee, but may not be less than 1% nor more than 15% of the employee's compensation. The number of shares of common stock acquired in a particular option period is determined by dividing the balance in the employee's withholding account on the last day of the period by the purchase price per share for the common stock determined under the 1989 Plan; provided that no employee may purchase more than 1,000 shares of our common stock in an option period. In addition, the 1989 Plan provides that no employee will be granted an option under the 1989 Plan which would permit his or her right to purchase shares to accrue at a rate which exceeds $25,000 in fair market value of common stock (determined at the time the option is granted) for any calendar year. Any remaining balance in an employee's withholding account at the end of an option period is returned to the employee, unless the value of the remaining balance is equal to less than a whole share of common stock, in which case the amount is rolled over to the opening balance for the next option period. The purchase price for a share of common stock is 85% of the fair market value of the common stock at the time of exercise.

In the event the number of shares of common stock available in any option period under the 1989 Plan is otherwise insufficient to fully exercise the options based on employees' accumulated payroll deductions, the number of shares each employee is entitled to purchase shall be proportionately reduced and the remaining cash balance in each employee's withholding account shall be returned to such employee.

An employee may at any time on or prior to the 15th day before the end of any applicable option period, cancel his or her option, and upon such cancellation, all accumulated payroll deductions in the employee's withholding account shall be returned to him or her without interest. During an employee's lifetime, his or her rights in an option will be exercisable only by him or her and may not be sold, pledged, assigned or otherwise transferred. The employee or his or her legal representative may elect to have the amount credited to his or her withholding account at the time of his or her death applied to the exercise of his or her option for the benefit of named beneficiaries. Nothing in the 1989 Plan is to be construed so as to give an employee the right to be retained in the service of EMC. Upon the termination of an employee for any reason other than due to death, he or she will cease to be a participant in the 1989 Plan, any option held by him or her will be canceled, the balance of his or her withholding account will be returned and such employee will have no further rights under the 1989 Plan. In the event a participant holds any option under the 1989 Plan at the time of his or her death, his or her legal representative may, pursuant to a written request delivered on or before the date such option is exercisable, elect either (a) to cancel any such option and receive in cash the balance in the participant's withholding account, or (b) to have the balance in the withholding account applied as of the last day of the option period to the exercise of such option, and have the balance, if any, in excess of the total purchase price of the whole shares returned in cash.

In the event there is a change in the common stock due to a stock dividend, stock split, combination of shares, recapitalization, merger or other capital change, the aggregate number of shares of common stock available under the 1989 Plan and under any outstanding options, the option price and other relevant provisions of the 1989 Plan will be appropriately adjusted. EMC will have the right to amend the 1989 Plan at any time, but cannot make an amendment (other than as stated above) relating to the aggregate number of shares available under the 1989 Plan or the option price without the approval of EMC's shareholders. EMC may suspend or terminate the 1989 Plan at any time, but such termination will not affect the rights of employees holding options at the time of termination.

The Compensation Committee administers the 1989 Plan, makes determinations regarding all questions arising thereunder, and adopts, administers and interprets such rules and regulations relating to the 1989 Plan as it deems necessary or advisable. The Compensation Committee or the Board may at any time or times amend the 1989 Plan or amend any outstanding option or options for the purpose of satisfying the requirements of any changes in applicable laws or regulations or for any other purpose permitted by law, provided that no amendment will, without the approval of the Company's shareholders, (a) increase the maximum number of shares available under the 1989 Plan, (b) reduce the option price of outstanding options or reduce the price at which options may be granted below 85% of the fair market value per share, or (c) amend the provisions of the 1989 Plan relating to amendment and termination. The Compensation Committee or the Board may terminate the 1989 Plan at any time. No such amendment or termination, however, may adversely affect the rights of any participant without his or her consent.

Special Provisions of the Employee Stock Purchase Sub-Plan

The Sub-Plan is generally intended to provide eligible employees of EMC's non-U.S. subsidiaries with the opportunity to participate in the 1989 Plan on the same terms and conditions as U.S.-based employees. However, the Sub-Plan also authorizes EMC to modify existing terms or establish rules applicable to certain non-U.S. subsidiaries to comply with local law, rules or regulations or to exclude certain non-U.S. subsidiaries where participation is contrary to local law or is otherwise not advisable or practicable.

U.S. Federal Income Tax Consequences

The 1989 Plan is intended to qualify as an "Employee Stock Purchase Plan" within the meaning of Section 423 of the Code. Under a plan which so qualifies, neither the grant of an option nor the acquisition of shares upon exercise of such an option will result in taxable income to the employee or a deduction for EMC. The Sub-Plan is not intended to qualify under Section 423 of the Code.

The Federal income tax treatment of the employee's subsequent disposition of shares acquired under a 1989 Plan option ("Plan Shares") will vary depending upon the timing of the disposition. For these purposes, a "disposition" includes any transfer of shares other than certain transfers at death, certain tax-free exchanges, or a mere pledge or hypothecation. If the employee disposes of Plan Shares within two years after the corresponding option was granted, or within one year after the Plan Shares were purchased, the employee will recognize ordinary income on the date of disposition and EMC will receive a corresponding deduction equal to the difference between the price that the employee paid for the Plan Shares and the fair market value of the Plan Shares on the date they were purchased. If, on the other hand, the employee disposes of Plan Shares after both of the periods specified above, or if the employee dies while owning the Plan Shares, then he or she will recognize ordinary income (on the date of disposition or death) only to the extent of the lesser of (i) the excess of the fair market value of the Plan Shares at the time the option was granted over the option price (computed as of the grant date); or (ii) the excess of the fair market value of the Plan Shares at the time of death or disposition over the purchase price. In this case, EMC will receive no corresponding deduction. The employee will also recognize capital gain equal to the amount by which the amount realized upon the sale or disposition of the Plan Shares exceeds the sum of the aggregate purchase price paid for the Plan Shares and the ordinary income recognized in connection with their acquisition.

The foregoing summary is not a complete description of the U.S. Federal income tax aspects of the 1989 Plan. Moreover, the foregoing summary relates only to Federal income taxes; there may also be the imposition of FICA and FUTA taxes on the exercise of an option issued under the 1989 Plan, Federal estate and gift tax consequences, as well as foreign, state and local tax consequences.

New Plan Benefits

The future benefits or amounts that would be received under the 1989 Plan are based upon voluntary participation and elections made by participants and are therefore not determinable at this time. Similarly, the benefits or amounts which would have been received by or allocated to executive officers and our other employees for the last completed fiscal year if this amendment and restatement of the 1989 Plan had been in effect cannot be determined for the same reasons.

PROPOSAL 6

APPROVAL OF AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO ALLOW SHAREHOLDERS TO ACT BY WRITTEN CONSENT BY LESS THAN UNANIMOUS APPROVAL

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 6

EMC is asking shareholders to approve amendments to our Articles of Organization and Bylaws that would allow shareholders to take action without a meeting by written consent subject to the same approval threshold as would be required to take that action at a meeting of shareholders. Currently, shareholders may act without a meeting only by unanimous written consent, as provided under Massachusetts law. The amendments to the Articles of Organization and Bylaws provide for the right to act by less than unanimous written consent and establish procedures governing the written consent process. Under Massachusetts law, any right for shareholders to act by less than unanimous written consent must be provided for in the articles of organization. Accordingly, we are proposing amendments to our Articles of Organization that would generally permit a majority of shareholders to act by written consent. The Bylaw amendments contain additional measures to protect the rights of all shareholders; however, the Bylaw amendments will be effective only if the amendments to the Articles of Organization are approved. The proposed amendments to the Articles of Organization and Bylaws are set forth in Exhibit C to this Proxy Statement. The proposed amendments would add a new Section (m) to Article VI of the Articles of Organization and amend Section 2.8 of the Bylaws.

The amendments to the Articles of Organization require the affirmative vote of at least a majority of the outstanding shares of our Common Stock. Because approval of the amendments to the Bylaws requires a lesser voting percentage - the affirmative vote of a majority of votes properly cast at the Annual Meeting - the requisite vote to amend the Bylaws will be obtained if the requisite vote to amend the Articles of Organization is obtained. Abstentions and broker non-votes will have the effect of a vote against the amendments to the Articles of Organization and no effect on the vote on the amendments to the Bylaws.

Currently, shareholders may act without a meeting only by unanimous written consent, which is the standard under Massachusetts law. After careful consideration, the Board of Directors has determined that it is appropriate to provide additional rights for shareholders to act by written consent, and approved amendments to our Articles of Organization and Bylaws for shareholder consideration. Among other things, the Board considered support for this approach expressed by certain shareholders during our ongoing shareholder engagement program. Accordingly, if this proposal is approved by shareholders at the Annual Meeting, thereafter any action required or permitted to be taken at any meeting of shareholders may be taken by the written consent of shareholders having at least the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote are present and voting. In order to promote the participation, and protect the rights, of all shareholders and enhance the transparency of the written consent process, shareholders' ability to act by less than unanimous written consent would be subject to certain parameters, including:

- The requirement that shareholders owning at least 25% of EMC's outstanding shares of stock must initiate the written consent process by requesting that the Board of Directors set a record date for the shareholder action. The Board believes that a 25% threshold is appropriate so that a proposed action having minimal shareholder support does not result in unnecessary expense and disruption to EMC and its shareholders. In addition, this is similar to the 25% threshold that must be met in order for shareholders to request a special meeting of shareholders.

- The requirement that shareholders requesting a record date for action by written consent have full voting and economic rights in their shares of stock in order for those shares to count toward the 25% threshold, as determined in accordance with the definition of "ownership" in the Articles of Organization. The Board believes that this provision is appropriate in the written consent context in order to ensure that shareholders requesting action by written consent have a full ownership stake when they are soliciting votes for a proposed action.

- The requirement that consents must be solicited from all EMC shareholders, so that all shareholders have the opportunity to consider and act on the proposal.

- The requirement that the shareholders' record date request include certain information relating to the proposed action and the requesting shareholders required under the advance notice provisions of the Bylaws, in order to provide

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transparency as to the consent solicitation. This is consistent with the information that shareholders are required to provide when requesting a special meeting of shareholders.

- The requirement that the Board of Directors set a record date within a specified time frame in order to provide a prompt and orderly process for shareholder action. The Board need not set a record date in limited cases (described below and in the Bylaws) where a matter is not a proper subject for action by written consent. If no record date is set within the specified time frame, and the matter is a proper subject for action by written consent, a default record date under the Bylaws will apply.

- The requirement that the written consent process may not be used for certain actions, including (1) if the Board of Directors has called or calls for an annual or special meeting to be held within 90 days after delivery of the record date request and that meeting is to include the business specified in the request, which (among other things) would allow the Board to call a special meeting of shareholders to consider the proposed action if it believes that a special meeting would best facilitate shareholder consideration of and participation with respect to the proposed action; (2) if an annual or special meeting that included the business specified in the request was held within 90 days before the delivery of the record date request; or (3) if the record date request or the solicitation of consents for the proposed action involved a violation of Regulation 14A under the Securities Exchange Act of 1934 or other applicable law. This requirement is intended to ensure that the action proposed to be taken by written consent complies with applicable law and is not duplicative of action by the Board of Directors.

The amendments to the Bylaws also provide for the appointment of independent inspectors of election to review the validity of the consents and any revocations of consents. In addition, the amendments to the Bylaws contain applicable requirements under Massachusetts law in order for an action by written consent to be effective, including that consents signed by shareholders having a sufficient number of votes to take the action, and bearing the date of signature of each shareholder who signs the consent, must be delivered to EMC within 60 days of the earliest dated consent delivered in the manner required under the Articles of Organization and Bylaws.

The amendments would have no effect on shareholders' rights under Massachusetts law to act without a meeting by unanimous written consent. The amendments also would permit shareholders to act by less than unanimous written consent where EMC is asking shareholders to approve a matter by written consent. The procedures described above would not apply to either of these situations, except for those procedures that reflect requirements under Massachusetts law. Any action by written consent must be a proper subject for shareholder action by written consent under Massachusetts law.

If shareholders approve the amendments to the Articles of Organization and Bylaws, they will become legally effective upon filing the amendments to the Articles of Organization with the Massachusetts Secretary of State. EMC intends to make the filing after the Annual Meeting.

PROPOSAL 7

SHAREHOLDER PROPOSAL

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “AGAINST” PROPOSAL 7

The NorthStar Asset Management, Inc. Funded Pension Plan has proposed the adoption of the following proposal at the Annual Meeting and has furnished the following statement in support of the proposal. The address of the shareholder is PO Box 301840, Boston, MA 02130. The shareholder has represented to EMC that it held 724 shares of common stock as of November 19, 2012. If properly presented at the meeting, the affirmative vote of a majority of the votes properly cast on this proposal at the Annual Meeting is required to approve this proposal.

Congruency between Corporate Values and Political Contributions

Whereas, the Supreme Court ruling in Citizens United v. Federal Election Commission interpreted the First Amendment right of freedom of speech to include certain corporate political expenditures involving “electioneering communications,” which resulted in greater public and shareholder concern about corporate political spending;

Whereas, proponents believe EMC Corporation should establish policies that minimize risk to the firm's reputation and brand through possible future missteps in corporate political contributions;

Whereas, EMC's website states that “we believe that addressing the potential impacts of climate change and energy use will help EMC reduce our risks, enhance shareholder value, and strengthen our business.” Yet since 2009, the EMC Political Action Committee (EMCPAC) designated 20% of its contributions to politicians voting against the American Clean Energy and Security Act of 2009 (H.R. 2454) and voting to deregulate greenhouse gases (H.R. 910).

Whereas, EMC has a strong commitment to diversity, stating that “EMC is committed to creating an environment of inclusion that has many dimensions - cross-geography, cross-organization, and across traditional lines of differences, such as gender, sexual orientation, ethnicity, and race.” Furthermore, our Company has a firm nondiscrimination policy which states that “EMC does not discriminate on the basis of race, color, religion, creed, gender, sexual orientation, marital status, gender identity or expression . . .” Yet since 2009, EMCPAC designated over 30% of its contributions to politicians voting against hate crimes legislation and against the repeal of Don't Ask Don't Tell, and/or sponsoring the Federal Marriage Amendment Act, which would eliminate equal marriage rights across the nation.

Resolved: Shareholders request that the Board of Directors create and implement a policy requiring consistent incorporation of corporate values as defined by EMC's stated policies and affirmations (including our Commitment to Diversity, our Equal Opportunity Plan, our Environmental Strategy, and our Climate Change and Energy Strategy) into Company and EMCPAC political and electioneering contribution decisions, and to report to shareholders at reasonable expense and excluding confidential information on a quarterly basis listing any electioneering or political contribution expenditures occurring during the prior quarter, identifying any contributions that raised an issue of incongruency with corporate values, and stating the justification for any such exceptions.

Supporting Statement: Proponents recommend that the report contain management's analysis of risks to our company's brand, reputation, or shareholder value. “Expenditures for electioneering communications” means spending directly, or through a third party, at any time during the year, on printed, internet or broadcast communications, which are reasonably susceptible to interpretation as in support of or opposition to a specific candidate.

Proposal 7 - Shareholder Proposal (continued)

EMC'S STATEMENT IN OPPOSITION TO SHAREHOLDER PROPOSAL

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “AGAINST” PROPOSAL 7

Your Board of Directors opposes this proposal because it is unnecessary and not in the best interests of EMC or its shareholders.

EMC is committed to responsible and transparent participation in the political process. For many years, we have had effective policies and procedures for oversight and disclosure of our political activities. The Supreme Court's decision in Citizens United has not changed our practices or our focus on our business priorities. Highlights of our policies and practices include:

- We make contributions to advance our public policy priorities: EMC participates in the political process to help shape public policy and address legislation that impacts the Company and our industry. For example, some of our key priorities center around cloud computing, data center consolidation, Big Data “analytics”, cybersecurity and science, technology, engineering and mathematics education. While we do not expect recipients of contributions to agree at all times with our positions on all issues, we seek to support individuals who will promote the interests of the Company. For more information, see http://www.emc.com/corporate/investor-relations/governance/corporate-governance.htm.

- Our Political Contributions Policy governs our contributions: Since 2007, we have had a publicly available Political Contributions Policy which outlines procedures for contributions made with corporate funds. The Political Contributions Policy also describes oversight of the EMC Political Action Committee (the “EMC PAC”), a nonpartisan committee registered with the Federal Election Commission. The EMC PAC is funded entirely with voluntary employee contributions; no corporate funds are used to fund the EMC PAC. For more information, see http://www.emc.com/corporate/investor-relations/governance/corporate-governance.htm.

- We require that contributions be approved in advance: Any proposed political contribution by EMC, whether monetary or “in-kind,” must be submitted in advance to EMC's Office of Corporate Government Affairs and the Chief Compliance Officer for pre-approval. Any contribution by the EMC PAC must be reviewed and approved by the EMC PAC Board. Our due diligence process includes, among other things, consideration of whether the recipient of a contribution represents a state or district where a major EMC facility is located, supports employee interests in his or her district, serves on a Congressional committee with jurisdiction over issues of importance to EMC's business, or has been supportive of the IT industry on key issues. Contributions may be made to members of all political parties and are made without regard to the political preferences of EMC executives.

- We have Board oversight over political contributions: The Corporate Governance and Nominating Committee (the “Governance Committee”) of your Board of Directors regularly reviews our corporate political activity and EMC PAC activity, including review of our semi-annual disclosure statements, key public policy priorities and the appropriateness of EMC's political contributions policies and procedures.

- We publicly disclose political contributions and trade association membership information: EMC makes information about our corporate political contributions publicly available on our website. Since 2007, we have disclosed all corporate political contributions and since 2011, our major U.S. trade association memberships, including the percentage of our dues allocated by trade associations to lobbying expenses and political expenditures. For more information, see http://www.emc.com/corporate/investor-relations/governance/corporate-governance.htm.

- We comply with government reporting requirements: All expenditures and/or political activity that must be disclosed under government reporting requirements are filed with the Federal Election Commission, U.S. Senate or Massachusetts Secretary of State, as applicable. Links to these reports are available on our website at http://www.emc.com/corporate/investor-relations/governance/corporate-governance.htm.

Our commitment to transparency and oversight has helped make EMC a leading company on issues of political accountability and disclosure. In fact, EMC was recently ranked in the top 25 in a survey of political transparency and accountability among the top 200 companies in the S&P 500 conducted by the Center for Political Accountability-Zicklin Index of Corporate Political Accountability and Disclosure.

Proposal 7 - Shareholder Proposal (continued)

Finally, we note that since 2007, the only corporate political contributions we have made were $100,000 to each of the 2008 Democratic and Republican National Conventions, and in-kind products and services valued at approximately $170,000 and $254,000 to the 2012 Democratic and Republican National Conventions, respectively, and the EMC PAC made contributions of less than $50,000 each year. The amount of our contributions is relatively small but nonetheless we believe it is in the best interests of the Company and our shareholders to keep lines of communication open with our elected officials and help shape public policy consistent with our business priorities. Political contributions represent just a fraction of EMC's involvement in our communities and our activities as a responsible corporate citizen. For more information, see http://www.emc.com/corporate/sustainability/strengthening-communities/index.htm.

Accordingly, we believe that this proposal is unnecessary and that EMC's existing policies and practices enable EMC and EMC's employees to engage in the political process in a way that is consistent with our values and furthers the interests of the Company and our shareholders.

FOR THESE REASONS, YOUR BOARD OF DIRECTORS BELIEVES THAT THIS PROPOSAL IS NOT IN THE BEST INTERESTS OF EMC OR ITS SHAREHOLDERS AND RECOMMENDS THAT YOU VOTE AGAINST THIS PROPOSAL.

CORPORATE GOVERNANCE

EMC is committed to good corporate governance, which we believe helps us to sustain our success and build long-term value for our shareholders. For many years, we have had in place Corporate Governance Guidelines which provide a framework for the effective governance of EMC. The Governance Committee reviews these guidelines at least annually and, as appropriate, recommends changes to the Board of Directors for approval. We also have written charters for the Board of Directors' standing committees (Audit, Finance, Governance, Leadership and Compensation, and Mergers and Acquisitions), as well as Business Conduct Guidelines applicable to all directors, officers and employees. Information about EMC's corporate governance practices and copies of the Corporate Governance Guidelines, committee charters and Business Conduct Guidelines are available at www.emc.com/corporate/investor-relations/governance/corporate-governance.htm. EMC posts additional information on its website from time to time as the Board makes changes to EMC's corporate governance practices.

The Board of Directors has implemented corporate governance practices that it believes are both in the best interests of EMC and its shareholders as well as compliant with the rules and regulations of the Securities and Exchange Commission (the "SEC") and the listing standards of the New York Stock Exchange (the "NYSE"). The Board reviews these practices on an ongoing basis. Highlights of our corporate governance practices include:

- Board Leadership Structure. Our Bylaws and Corporate Governance Guidelines permit the roles of Chairman and Chief Executive Officer to be filled by the same or different individuals. This allows the Board flexibility to determine whether the two roles should be combined or separated based upon our needs and the Board's assessment of its leadership from time to time. The Board and the Governance Committee review the structure of Board and EMC leadership as part of the succession planning process on an ongoing basis.

The Board believes that EMC and its shareholders are best served at this time by having Joseph M. Tucci serve as our Chairman and CEO, and David N. Strohm, an independent director, serve as our Lead Director. Combining the roles of Chairman and CEO makes clear that we have a single leader who is directly accountable to the Board and, through the Board, to our shareholders. It establishes one voice who speaks for the Company to customers, employees, shareholders and other stakeholders. This structure reinforces Mr. Tucci's overall responsibility for the Company's business and strategy, under the oversight and subject to the review of the Board. It strengthens the Board and the Board's decision-making process because Mr. Tucci, who has first-hand knowledge of our operations and the major issues facing EMC, chairs the Board meetings where the Board discusses strategic and business issues. This structure also enables Mr. Tucci to act as the key link between the Board and other members of management. Finally, the combined roles facilitate an efficient Board process.

Our Corporate Governance Guidelines provide that if the Chairman is not an independent director, then the independent directors will select a Lead Director. The Board believes that a Lead Director is an integral part of our Board structure and facilitates the effective performance of the Board in its role of providing governance and oversight. Mr. Strohm has been our Lead Director since January 2006. Mr. Strohm brings to the role considerable skills and experience, as described in "Election of Directors." In addition, Mr. Strohm is Chair of our Governance Committee, which affords him increased engagement with Board governance and composition. He has significant responsibilities, which are set forth in EMC's Corporate Governance Guidelines, and include:

Presiding at the meetings of the Board at which the Chairman is not present, including the executive sessions of the non-management directors (as defined in the listing standards of the NYSE) and independent directors, establishing the agendas for such executive sessions and providing appropriate feedback to the CEO regarding these meetings;

Acting as a liaison between the independent directors and the Chairman;

Facilitating discussions among the independent directors on key issues and concerns outside of Board meetings;

Having the authority to call meetings of the independent directors;

In collaboration with the Chairman, setting an appropriate schedule of and standing agenda for Board meetings, as well as preparing agendas for Board meetings;

Corporate Governance (continued)

- In collaboration with the Chairman, providing for the quality, quantity and timeliness of the flow of information from management to the Board that is necessary for the independent directors to effectively and responsibly perform their duties;

- In collaboration with the Leadership and Compensation Committee, approving CEO goals, evaluating CEO performance, setting CEO compensation levels and reviewing CEO succession planning; and

- In collaboration with the Governance Committee, making recommendations to the Board regarding committee members and chairs and overseeing the performance evaluations of the Board, each of the applicable committees and the individual directors.

Annually, the independent directors consider the role and designation of the Lead Director.

In evaluating its leadership structure, the Board also considered that a substantial majority of our Board is comprised of independent directors and the Audit, Governance, and Leadership and Compensation Committees consist entirely of independent directors. The active involvement of the independent directors, combined with the qualifications and significant responsibilities of our Lead Director, promote strong, independent oversight of EMC's management and affairs.

Risk Oversight. The Board of Directors is responsible for overseeing risk management at the Company. The Board regularly considers our risk profile when reviewing our overall business plan and strategy and when making decisions impacting the Company.

The Governance Committee is responsible for overseeing the Board's execution of its risk management oversight responsibility. The management risk committee, comprised of the Chief Financial Officer and the General Counsel, monitors and manages EMC's enterprise risk management program and reports directly to the Governance Committee and the Board of Directors.

Compensation Risk. The Leadership and Compensation Committee oversees the design and implementation of and the incentives and risks associated with our compensation policies and practices. In 2012, the Committee evaluated our executive compensation program across the following categories: compensation mix, including the relative weightings of our executive officers' base salaries, cash incentive bonus opportunities and long term equity incentives; long-term incentive plan design; short-term incentive plan design; performance metrics; the relationship between performance and payout, including maximum payouts; stock ownership guidelines; stock holding guidelines; change in control agreements; and compensation recovery policy. The Committee considered several factors that mitigate risk in the executive compensation program, including the following:

- Less than 20% of each Named Executive Officer's (as defined below) total annual compensation is provided through the cash bonus plans. These plans contain limits on the amount of compensation that can be earned for any year. Moreover, EMC incents executives through multiple cash bonus plans and multiple performance targets that are weighted differently under each plan.

- The majority of EMC's executive compensation opportunity is provided in the form of a well-balanced portfolio of equity awards with multiple performance targets that are weighted differently under each type of award, multi-year vesting schedules of up to five years and deferred vesting subject to continued employment with EMC to provide strong incentives for sustained performance and sustained shareholder value.

- For many years, EMC has been committed to pay-for-performance. In line with this philosophy, the Committee grants equity awards with performance elements to focus executive officers on achieving strategic, operational and financial goals that will lead to long-term shareholder value and encourage our executive officers to take a long-term view of the business.

The financial targets used in the compensation program align with the Board-approved operating plan for the Company.

Corporate Governance (continued)

EMC has strong stock ownership guidelines which help align the interests of our executive officers with shareholders' interests in the long-term performance of EMC stock. In 2012, the Committee increased the stock ownership guidelines for certain executives.

EMC has strong stock holding guidelines under which each executive officer must hold throughout the year at least 75% of his or her total equity holdings (measured as of January 1). In addition, each executive officer may sell only a limited number of shares each quarter.

EMC has a long-standing clawback policy with recovery of cash and equity incentive compensation applicable to all EMC employees.

EMC does not permit any employees to “hedge” ownership of EMC securities.

EMC's change in control agreements provide severance payments and vesting of equity awards only on a “double trigger” basis.

The independent compensation consultant for the Committee only provides services for the Committee and is not permitted to provide any services to the Company unless pre-approved by the Committee.

The Committee has final authority in administering the executive compensation program.

The management risk committee also reviewed all the incentive compensation plans. The management risk committee considered whether any of these plans or programs may encourage inappropriate risk-taking; whether any plan may give rise to risks that are reasonably likely to have a material adverse effect on the Company; and whether it would recommend any changes to the plans. The management risk committee also considered any risk-mitigating controls, such as our clawback policy and stock ownership and holding guidelines. The management risk committee presented its conclusions for review by the Leadership and Compensation Committee.

Other Risks. In addition, each of the other standing committees of the Board regularly assesses risk in connection with executing their responsibilities. The Audit Committee discusses with management EMC's major financial risks and exposures and the steps management has taken to monitor and control such risks and exposures, including our policies with respect to risk assessment and risk management. The Mergers and Acquisitions Committee considers risks in connection with acquisitions, divestitures and investments. The Finance Committee considers risks in connection with matters related to the Company's capital structure, stock repurchase program and investment management policy. The Audit Committee and Governance Committee also receive regular reports from the Company's Chief Risk Officer.

All of the committees report regularly to the Board of Directors on their activities. For more information, please see “Board Independence and Committees - Committees of the Board” beginning on page 40 of this Proxy Statement.

• Succession Planning. We engage in succession planning at all levels of the Company.

Board Succession. The Governance Committee regularly evaluates the size and composition of the Board, giving consideration to evolving skills, perspective and experience needed on the Board to perform its governance role and provide oversight as the challenges facing the Company change over time. The Governance Committee and the Board of Directors regularly consider succession plans for membership of the Board committees and committee chairs as well as the needs of the Board on an ongoing basis.

CEO Succession. The Board and the Leadership and Compensation Committee are both engaged in CEO succession planning on an ongoing basis. They regularly review CEO succession in plenary session and executive session. This includes regular review of both long- and short-term CEO succession plans, consideration of candidates, review and monitoring of the career development of potential successors, and consideration of the Company's needs in light of its strategic direction. The Board also ensures that it has exposure to senior officers who have the potential to succeed the CEO and other senior management positions.

Corporate Governance (continued)

Organization and Talent Review. In addition to CEO succession planning, we have a robust organization and talent review process to identify capabilities, opportunities and the readiness of high-potential employees.

Every member of the executive leadership team meets with the CEO and the Executive Vice President, Human Resources on a regular basis to assess talent management actions; consider the strategy and goals of each executive's group in the context of EMC's overall strategy; analyze each group's structure and identify any gaps; develop a plan for each group by identifying the roles, responsibilities, priorities and actions needed to drive success; and based on the plan, develop a strategy to build talent, including an assessment of bench strength, development of high-potential employees and alignment of the succession plan to EMC's business strategy.

The Leadership and Compensation Committee reviews in detail the results of the organization and talent review and also engages in talent management and succession planning discussions throughout the year.

The CEO discusses EMC's organization and talent review with the Board of Directors. The Board also regularly discusses succession planning throughout the year.

- Annual Election of Directors. Each director is required to stand for election annually.

- Majority Vote for Directors. A majority vote standard, as described in our Bylaws, applies to the election of directors. In addition, our Corporate Governance Guidelines require any incumbent nominee for director, other than in a Contested Election Meeting (as defined in our Bylaws), who does not receive more votes cast “for” his or her election than cast “against” his or her election to promptly tender his or her resignation. The Governance Committee will assess the appropriateness of the director continuing to serve and recommend to the Board the action to be taken regarding a tendered resignation. Set forth below are procedures of the Board and Governance Committee to be used if such majority vote policy is triggered:

In considering whether it is appropriate for a nominee to continue to serve as a director, the Governance Committee will act promptly and consider all factors deemed relevant, including any known reasons why shareholders voted “against” the director, the length of service and qualifications of the director in question, the director's contributions to EMC, the director's particular area of expertise or experience, and compliance with listing standards;

The Board will act on the Governance Committee's recommendation promptly, but in any event not later than 90 days following the certification of the shareholder vote. The Board will consider the factors considered by the Governance Committee and any other factors it deems relevant. Board action may include acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the “against” votes for such director or rejection of the tendered resignation. Following the Board's decision, EMC will promptly disclose the Board's decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the SEC;

If a director's resignation is accepted by the Board, the Board will determine whether to fill such vacancy or to reduce the size of the Board; and

The process described above of determining whether or not to accept a tendered resignation will be managed by the independent directors. Further, any director who tenders his or her resignation pursuant to EMC's majority vote policy will not participate in the Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Governance Committee receive more votes cast “against” than “for” at the same election, then the independent directors who are on the Board who did not receive such votes will consider the tendered resignations.

- Board Self-Assessments. The Governance Committee, together with the Lead Director, oversees an annual evaluation process as follows:

Each director evaluates the Board as a whole;

Corporate Governance (continued)

- Each member of the standing committees of the Board of Directors evaluates the committees on which he or she serves; and
- Each director prepares an individual self-evaluation.

After these evaluations are complete, the results are discussed by the Board and each committee and with each individual director, as applicable, and, if necessary, action plans are developed.

- Executive Sessions of Directors. The non-management directors meet in executive session in connection with each regularly scheduled Board meeting, and the independent directors meet in executive session at least once each year. The Lead Director acts as presiding director for such executive sessions.

- Shareholder Communications. To enable open communications, EMC provides various means for shareholders and other interested parties to contact the non-management directors, the Audit Committee and the Leadership and Compensation Committee (see "Board Independence and Committees - Communications with the Board" below). The Board strives to provide clear, candid and timely responses to any substantive communication it receives. In order to build constructive, informed relationships with shareholders and encourage transparency and accountability, directors may also be available for dialogue with shareholders from time to time, as appropriate. In addition to these communications, it is the Board's policy in accordance with our Corporate Governance Guidelines to provide a response to any shareholder proposal that receives a majority vote.

For many years, EMC has sponsored a robust shareholder engagement program. During 2012, members of EMC management continued this long-standing practice, and dialogued and met with shareholders on a variety of topics. We spoke with representatives from our top institutional investors, mutual funds, public pension funds, labor unions and socially-responsible funds about various corporate governance and compensation matters. Overall, investors expressed strong support for the Company's strategy, governance practices (including succession planning) and executive compensation programs. We believe our regular engagement has been productive and provides an open exchange of ideas and perspectives for both the Company and shareholders.

- Director Orientation and Continuing Education. The Board believes that director orientation and education is integral to Board and committee performance and effectiveness. The Board's director orientation program emphasizes EMC's business and strategic plans, and includes site visits, presentations and meetings with management. In addition, management, outside advisors and others regularly provide continuing education to the Board on topics such as current regulatory matters, legislative affairs, and developments within the IT industry. Directors are also encouraged to participate in external educational programs related to their responsibilities as directors and to EMC's business.

- Director Stock Ownership Guidelines. The Board believes that non-management directors should hold a significant equity interest in EMC. We have had director stock ownership guidelines in place for many years. Under these guidelines, each non-management director is expected to own, within five years after becoming a director, shares of EMC common stock with a value equal to five times the annual Board retainer, excluding any committee retainers or fees. In February 2013, the Board approved an increase in the annual Board retainer and a consequent increase in the director stock ownership guidelines. As of March 1, 2013, all of the non-management directors are in compliance with these guidelines. We also have executive stock ownership guidelines - for more information, please see "Compensation Discussion and Analysis - Stock Ownership Guidelines" on page 67 of this Proxy Statement.

- Sustainability. The Governance Committee is responsible for overseeing EMC's sustainability efforts which are founded on three pillars: Sustaining Ecosystems (the environmental dimension), Strengthening Communities (the social dimension) and Delivering Value (the economic dimension). These pillars are built on a foundation of Transformative IT: the transformation of how IT products are designed, produced, used, and managed at end of life;

how IT services are delivered, secured, and consumed; and how information is leveraged to derive new knowledge for business and society. We believe that integrating environmental, social and financial considerations in our business strategy and decisions is integral to growing the success of EMC and benefits our shareholders, employees, customers, suppliers and communities. By developing sustainable business practices throughout EMC and helping our customers optimize their data centers and their businesses, we create competitive advantage, build trust and pave the way for continued long-term corporate success. For more information, please see our 2012 Annual Report on Form 10-K and www.emc.com/corporate/sustainability/index.htm.

- Political Contributions. The Governance Committee oversees our political spending activity. We participate in the political process to help shape public policy and address legislation that impacts EMC and our industry. Our involvement aims to ensure that the interests of our customers, shareholders, employees and other stakeholders are fairly represented at all levels of government. Our corporate political contributions, membership dues we pay to major U.S. trade associations and the percentage of such dues that is used for political spending, and activity of the EMC Political Action Committee (which is funded entirely by voluntary employee contributions and no corporate funds) are disclosed on our website. For more information, including a description of our public policy priorities, please see www.emc.com/corporate/investor-relations/governance/corporate-governance.htm.

- Simple Majority Vote. There are no supermajority voting requirements in our Articles of Organization or Bylaws.

BOARD INDEPENDENCE AND COMMITTEES

The Board has a substantial majority of directors who are independent under the NYSE's director independence standards and EMC's Categorical Standards of Independence.

EMC has adopted Categorical Standards of Independence, which are available at www.emc.com/corporate/investor-relations/governance/corporate-governance.htm and are also attached as Exhibit D to this Proxy Statement, to assist it in assessing director independence. Pursuant to these standards, the Board broadly considers all relevant facts and circumstances in its determination of independence of all Board members (including any relationships set forth in this Proxy Statement under the heading “Certain Transactions”). EMC's Board of Directors has affirmatively determined that the following directors have no direct or indirect material relationship with EMC, and therefore are independent under our Categorical Standards and the NYSE listing standards: Michael W. Brown, Randolph L. Cowen, Gail Deegan, James S. DiStasio, Edmund F. Kelly, Jami Miscik, Windle B. Priem, Paul Sagan and David N. Strohm.

In determining that the above-mentioned directors are independent, the Board considered transactions during 2012 between EMC and Liberty Mutual Group (where Mr. Kelly is Chairman), between EMC and Akamai Technologies, Inc. (where Mr. Sagan is Executive Vice Chairman), and between EMC and Barclays Capital (where Ms. Miscik is Senior Advisor for Geopolitical Risk), and determined that the amount of business fell below the thresholds in EMC's Categorical Standards of Independence. These transactions include purchases and sales of goods and services in the ordinary course of business that were less than 0.3% of each company's annual revenues, including a small amount of insurance coverage in EMC's professional liability insurance program provided by Liberty Mutual. The Board also considered transactions during 2012 between EMC and companies, universities, hospitals and other organizations with which Messrs. Brown, Cowen, DiStasio, Kelly, Priem, Sagan and Strohm, and Mses. Deegan and Miscik, are affiliated as directors, trustees or members of an advisory board and determined that these relationships were not material. Finally, the Board considered that EMC made donations to charities where Messrs. Cowen and Kelly are directors or trustees, and determined that the amount of the donations fell below the thresholds in EMC's Categorical Standards of Independence.

Board Meetings

During the fiscal year ended December 31, 2012, EMC's Board of Directors held 10 meetings. All directors attended at least 75% of the Board meetings and committee meetings which were held during the period in which he or she was a director of EMC and in which he or she was a member of such committees.

Attendance at Annual Meeting of Shareholders

EMC's Corporate Governance Guidelines provide that each director is expected to attend the Annual Meeting of Shareholders. All but one of the then current directors attended the 2012 Annual Meeting of Shareholders.

Committees of the Board

The Board of Directors has established five standing committees: the Audit Committee, the Governance Committee, the Finance Committee, the Leadership and Compensation Committee, and the Mergers and Acquisitions Committee. The Audit, Compensation, and Governance Committees consist entirely of independent directors, and members of the Audit Committee meet additional, heightened independence criteria applicable to audit committee members under the NYSE listing standards. Generally, a director is a member of no more than two of the NYSE required committees. Each committee operates pursuant to a written charter that is available on our website at www.emc.com/corporate/investor-relations/governance/corporate-governance.htm. The membership of each committee is listed below.

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Board Independence and Committees (continued)

	Audit	Corporate Governance and Nominating	Finance	Leadership and Compensation	Mergers and Acquisitions
Michael W. Brown	ü		Chair	ü	ü
Randolph L. Cowen				ü	ü
Gail Deegan	Chair	ü			
James S. DiStasio	ü				
John R. Egan			ü		Chair
Edmund F. Kelly			ü		
Jami Miscik		ü			
Windle B. Priem	ü	ü		Chair	
Paul Sagan					ü
David N. Strohm		Chair		ü	ü
Joseph M. Tucci			ü		ü

•Audit Committee: This committee assists the Board of Directors in overseeing the integrity of EMC's financial statements, and reviews with management and EMC's auditors EMC's financial statements, the accounting principles applied in their preparation, the scope of the audit, any issues raised by the auditors regarding EMC's financial statements and its accounting controls and procedures, EMC's risk assessment and risk management policies, EMC's worldwide corporate compliance program, the independence of EMC's auditors, EMC's internal controls, EMC's policy pertaining to related person transactions, the other matters as set forth in its charter, and such other matters as the committee deems appropriate.

The Board of Directors has determined, in accordance with the rules of the SEC, that each of Ms. Deegan and Messrs. Brown, DiStasio and Priem is an "audit committee financial expert."

During 2012, senior members of EMC's financial and legal management participated in each of the Audit Committee's regularly scheduled meetings. During the course of the year, the Audit Committee had separate executive sessions with EMC's General Counsel (who is also our chief compliance officer), independent auditors and internal auditors at which candid discussions regarding legal matters, our corporate compliance program, financial reporting, internal controls and accounting systems and processes took place. The Audit Committee discussed with EMC's internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee also met on a regular basis without members of management or the Company's independent auditors.

Also during 2012, the Audit Committee reviewed with senior members of management EMC's policies and practices regarding risk assessment and risk management. In addition, the Audit Committee reviewed the adequacy and effectiveness of EMC's legal, regulatory and ethical compliance programs, including our Business Conduct Guidelines.

•Corporate Governance and Nominating Committee: This committee oversees and advises the Board on corporate governance matters and assists the Board in identifying and recommending qualified Board candidates. The Governance Committee also reviews and makes recommendations to the Board on the size and composition of the Board, standards to be applied by the Board in making independence determinations, assignments to committees of the Board and resignations of directors, when appropriate. The Governance Committee oversees the evaluation of the Board, the committees and individual directors and monitors possible conflicts of interest of directors and senior executives. In addition, the Governance Committee oversees the Board's execution of its risk management oversight responsibility, including receiving reports from the management risk committee, and oversees and makes recommendations to the Board regarding shareholder proposals and sustainability matters.

EMC shareholders may recommend individuals to the Governance Committee for consideration as potential director candidates by submitting their names and appropriate background and biographical information to the Governance Committee, 176 South Street, Hopkinton, MA 01748. Assuming that the appropriate information is timely provided, the Governance Committee will consider these candidates substantially in the same manner as it considers other Board candidates it identifies. EMC shareholders may also nominate director candidates by following the advance notice provisions of EMC's Bylaws as described under “Business and Nominations for EMC's 2014 Annual Meeting” on page 92 of this Proxy Statement.

Board Independence and Committees (continued)

•Finance Committee: This committee oversees and reviews with management matters related to the enhancement of the capital structure of EMC and its subsidiaries, including the issuance and restructuring of EMC's equity and debt, issuance of our subsidiaries' equity (including the equity of VMware, Inc. (“VMware”)), the redemption of any of EMC's bonds or convertible notes which may be outstanding from time to time, EMC's investment management policy, any common stock repurchase or VMware Class A common stock purchase programs which may exist from time to time, and EMC's dividend policy.

•Leadership and Compensation Committee: This committee sets EMC's executive compensation philosophy and objectives, recommends compensation for non-employee directors, sets the compensation of the Chairman and CEO, reviews and approves the goals and objectives relevant to the compensation of the Chairman and CEO and evaluates his performance, including his performance relative to his respective goals and objectives as well as his overall performance. The Compensation Committee also reviews and approves the compensation of EMC's other executive officers, oversees the incentives and risks associated with the Company's compensation policies and practices, and oversees regulatory compliance of compensation matters. For more information on compensation risk oversight, please see “Corporate Governance - Risk Oversight” on page 35 of this Proxy Statement. The Compensation Committee annually reviews EMC's equity plans, approves grants under EMC's equity plans and has the authority to administer and interpret the provisions of EMC's equity, deferred compensation, 401(k) and other plans. The Compensation Committee also oversees and reports to the Board on succession planning for the CEO and other senior management positions.

The Compensation Committee has engaged Towers Watson & Co. (“Towers Watson”) as its compensation consultant. Towers Watson works at the direction of the Compensation Committee and reports directly to the Compensation Committee. For more information, please see “Compensation Discussion and Analysis - Role of Compensation Consultant” on page 68 of this Proxy Statement.

The Compensation Committee may incorporate certain metrics which are part of EMC's operating plan into the compensation program for EMC's executive officers. The Board of Directors approves EMC's operating plan. Accordingly, in this regard, while the Compensation Committee establishes our executive compensation program, the Board of Directors also is involved in executive compensation. Subject to compensation parameters approved by the Compensation Committee, our CEO and our President set the performance goals under our business unit incentive compensation plans. These goals are aligned with EMC's operating plan. In addition, our CEO, subject to compensation parameters approved by the Compensation Committee, approves the individual performance goals under our Executive Management by Objectives Plan for our executive officers (other than the President whose 2013 individual performance goals were approved by the Compensation Committee). Our CEO also presents recommendations regarding the compensation of our executive officers to the Compensation Committee for approval. The Executive Vice President, Human Resources, assists our CEO and our President in performing their compensation-related responsibilities and also assists the Compensation Committee in fulfilling its functions.

For more information on the Compensation Committee's responsibilities and our compensation program, please see “Corporate Governance” and “Compensation Discussion and Analysis” beginning on pages 34 and 47, respectively, of this Proxy Statement.

Compensation Committee Interlocks and Insider Participation

None of the Leadership and Compensation Committee members has ever been an officer or employee of EMC. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has an executive officer serving as a member of our Board or Leadership and Compensation Committee.

•Mergers and Acquisitions Committee: This committee reviews and approves (or recommends that the Board approve) potential acquisitions, divestitures and investments. The Mergers and Acquisitions Committee also evaluates the execution, financial results and integration of completed acquisition transactions.

Board Independence and Committees (continued)

Communications with the Board

EMC shareholders and all other interested parties can report concerns or complaints about EMC's accounting, internal accounting controls, auditing or financial matters directly to the Audit Committee. Questions or concerns about compensation matters can be sent directly to the Leadership and Compensation Committee. Communications can also be sent directly to the non-management directors. Information on how to contact the Audit Committee, the Leadership and Compensation Committee and the non-management directors is set forth below and at www.emc.com/corporate/investor-relations/governance/contact-board.htm. For more information on the Board's engagement with shareholders, please see "Corporate Governance - Shareholder Communications" on page 38 of this Proxy Statement.

Audit Committee	Leadership and Compensation Committee	Non-Management Directors
By mail: c/o Alertline PMB 3767 13950 Ballantyne Corporate Place Charlotte, NC 28277	By mail: c/o Alertline PMB 3767 13950 Ballantyne Corporate Place Charlotte, NC 28277	By mail: c/o Alertline PMB 3767 13950 Ballantyne Corporate Place Charlotte, NC 28277
By e-mail: AuditCommitteeChairman@emc.com	By e-mail: CompensationCommitteeChairman@emc.com	By e-mail: nonmngtdirectors@emc.com

Communications received electronically will be accessed directly by, and communications received by mail will be forwarded directly to, the Audit Committee and the Leadership and Compensation Committee, as appropriate. Communications addressed to the non-management directors will be accessed directly by or forwarded directly to the Governance Committee. The committees will forward these communications to other directors, members of EMC management or such other persons as they deem appropriate. The committees or, if appropriate, EMC management, will respond in a timely manner to any substantive communications from a shareholder or an interested party.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information about the beneficial ownership of common stock owned on March 1, 2013 (except as otherwise indicated) (i) by each person who is known by EMC to own beneficially more than 5% of the common stock, (ii) by each of EMC's directors and nominees for director, (iii) by each of the Named Executive Officers (as defined below) and (iv) by all directors and executive officers of EMC as a group.

Name of Beneficial Owner	Number of Shares Beneficially Owned[1]	Percent of Outstanding Shares
BlackRock, Inc.	145,059,432[2]	6.89%
Michael W. Brown[3, 5]*	[•]	**
Jeremy Burton[4, 5]	[•]	**
Randolph L. Cowen[5, 6]*	[•]	**
Gail Deegan[5, 7]*	[•]	**
James S. DiStasio[5, 8]*	[•]	**
John R. Egan[5, 9]*	[•]	**
Howard D. Elias[5, 10]	[•]	**
Patrick P. Gelsinger[5, 11]	[•]	**
David I. Goulden[5, 12]	[•]	**
Edmund F. Kelly[5, 13]*	[•]	**
Jami Miscik[5]*	[•]	**
Windle B. Priem[5, 14]*	[•]	**
Paul Sagan[5, 15]*	[•]	**
William F. Scannell[5, 16]	[•]	**
David N. Strohm[5, 17]*	[•]	**
William J. Teuber, Jr.[5, 18]	[•]	**
Joseph M. Tucci[5, 19]*	[•]	**
All directors and executive officers as a group (23 persons)[20]	[•]	**

* Nominee for director
** Less than 1%

1 Except as otherwise noted, all persons have sole voting and investment power of their shares. All amounts shown in this column include shares obtainable upon exercise of stock options currently exercisable or exercisable within 60 days of March 1, 2013.

2 Based solely on the Schedule 13G/A filed by BlackRock, Inc. with the SEC on February 6, 2013. The Schedule 13G/A provides that, as of December 31, 2012, BlackRock, Inc. beneficially owns in the aggregate 145,059,432 shares of common stock and that it has sole power to vote or direct the voting of 145,059,432 of such shares and to dispose or direct the disposition of 145,059,432 of such shares. The address of BlackRock, Inc. is 40 East 52nd Street, New York, NY 10022.

3 Mr. Brown is deemed to own [•] of these shares by virtue of options to purchase these shares.

4 Mr. Burton is deemed to own [•] of these shares by virtue of options to purchase these shares.

5 Does not include restricted stock units held by the following individuals: Mr. Brown ([•]); Mr. Burton ([•]); Mr. Cowen ([•]); Ms. Deegan ([•]); Mr. DiStasio ([•]); Mr. Egan ([•]); Mr. Elias ([•]); Mr. Gelsinger ([•]); Mr. Goulden ([•]); Mr. Kelly ([•]); Ms. Miscik ([•]); Mr. Priem ([•]); Mr. Sagan ([•]); Mr. Scannell ([•]); Mr. Strohm ([•]); Mr. Teuber ([•]); and Mr. Tucci ([•]). The restricted stock units held by Messrs. Brown, Cowen, DiStasio, Egan, Kelly, Priem, Sagan and Strohm and Mses. Deegan and Miscik will vest on May 1, 2013.

6 Mr. Cowen is deemed to own [•] of these shares by virtue of options to purchase these shares.

7 Ms. Deegan is deemed to own [•] of these shares by virtue of options to purchase these shares.

8 Mr. DiStasio is deemed to own [•] of these shares by virtue of options to purchase these shares.

9 Mr. Egan is deemed to own [•] of these shares by virtue of options to purchase these shares.

10 Mr. Elias is deemed to own [•] of these shares by virtue of options to purchase these shares.
11 Mr. Gelsinger is deemed to own [•] of these shares by virtue of options to purchase these shares.
12 Mr. Goulden is deemed to own [•] of these shares by virtue of options to purchase these shares.
13 Mr. Kelly is deemed to own [•] of these shares by virtue of options to purchase these shares.
14 Mr. Priem is deemed to own [•] of these shares by virtue of options to purchase these shares.

Security Ownership of Certain Beneficial Owners and Management (continued)

15 Mr. Sagan is deemed to own [•] of these shares by virtue of options to purchase these shares.
16 Mr. Scannell is deemed to own [•] of these shares by virtue of options to purchase these shares.
17 Mr. Strohm is deemed to own [•] of these shares by virtue of options to purchase these shares.
18 Mr. Teuber is deemed to own [•] of these shares by virtue of options to purchase these shares.
19 Mr. Tucci is deemed to own [•] of these shares by virtue of options to purchase these shares.
20 Includes [•] shares of common stock beneficially owned by all executive officers and directors as a group by virtue of options to purchase these shares. Excludes shares as to which such individuals have disclaimed beneficial ownership. Excludes [•] restricted stock units held by all executive officers and directors as a group.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information regarding EMC's equity compensation plans as of December 31, 2012.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights[1] (a)	Weighted-average exercise price per share of outstanding options, warrants and rights[1] (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	68,947,396	$15.49	57,116,862[2]
Equity compensation plans not approved by security holders	—	—	—
Total	68,947,396	$15.49	57,116,862

1 Does not include an aggregate of 8,501,799 shares of common stock to be issued (subject to vesting) upon the exercise of outstanding options, with a weighted-average exercise price of $5.43 per share, assumed by EMC in connection with various acquisitions. The option plans relating to such outstanding options were approved by the respective security holders of the acquired companies.

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