EMC AGM Date: 2013-05-01

1a Elect Michael W. Brown **For**

1b Elect Randolph L. Cowen **For**

1c Elect Gail Deegan **Oppose**
Non-Executive Director. Independent by the Company, but not considered to be independent as she has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1d Elect James S. DiStasio **For**

1e Elect John R. Egan **Oppose**
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years and he is a former executive of the Company. There is insufficient independent representation on the Board.

1f Elect Edmund F. Kelly **For**

1g Elect Jami Miscik **For**

1h Elect Windle B. Priem **Oppose**
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1i Elect Paul Sagan **For**

1j Elect David N. Strohm **Oppose**
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1k Elect Joseph M. Tucci **Oppose**
Executive Chairman and CEO. Combined role at the top of the Company. It is considered best practice for the roles of Chairman and CEO to be separated with a Chairman responsible for the functioning of the Board and a CEO responsible for the running of the Company. No one individual should have unfettered powers of decision as the combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

2 Appoint the auditors **Oppose**
PricewaterhouseCoopers LLP proposed. The non-audit fees were approximately 29% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 41.3% of audit and audit related fees. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, Triodos opposes this resolution’

3 Approve Pay Structure **Oppose**

As a result of SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment.

Although EMC meets best practices in disclosure of pay structure and contracts with executives, we don't see a reasonable balance between reward and performance for long-term compensation for the following reasons. No minimum three-year performance period precedes the vesting of stock options or SARs. No minimum three year performance period precedes the vesting of share awards or cash equivalents. No performance targets attached to stock options or SARs, other than share price appreciation. No performance targets attached to share awards or cash equivalents that are considered challenging and the performance measures attached to long-term incentives duplicate those attached to other incentive awards.
Therefore, Triodos does not approve the pay structure.

4 Approval of an amendment and restatement of the EMC Corporation 2003 Stock Plan **Oppose**

The Company is seeking 60,000,000 additional shares (Total number will be 573,711,987 shares if approved.) for the plan and all employees are eligible to participate. The new Plan is to expire in 2023 and the new allocations are well within dilution limiting levels. The plan provides for stock incentives of several types, including stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards. Awards of all types may be made subject to performance standards established by the compensation committee.
Although all employees are eligible, the Company does not disclose how many employees participate, consultants and advisors are eligible for this plan, and there are elements which have the potential for excessiveness. There are additional concerns which are: the performance conditions may be attached to awards at the Compensation Committee's discretion; stock options can be nonqualified and do not have to be subject to performance hurdles; performance targets, for awards granted under the plan that are performance based, are not disclosed which prevents shareholder assessment as to whether future payouts will be commensurate with performance; there can be accelerated vesting of awards; and the combined aggregate of the awards maximum caps can potentially be excessive.

5 Approval of an amendment and restatement of the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan **For**

6 Approval of amendments to EMC's Articles of Organization and Bylaws to allow shareholder to act by written consent by less than unanimous approval **For**

This proposal is considered to be beneficial to the shareholders by allowing the shareholders with at least 25% of the Company's shares to take an action with a written consent.

7 Shareholder proposal relating to political contributions **For**

Proposed by: The NorthStar Asset Management, Inc. Funded Pension Plan.

Shareholders request that the Board of Directors create and implement a policy requiring consistent incorporation of corporate values as defined by the Company's stated policies and affirmations (including the Commitment to Diversity, the Equal Opportunity Plan, the Environmental Strategy, and the 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. The proponents are concerned that since 2007 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 even though the Company states that addressing the potential impacts of climate change and energy use will help EMC reduce our risks, enhance shareholder value, and strengthen the business. The Company states that it complies with regulations, contributions are pre-approved by the Corporate Government Affairs and the Chief Compliance Officer, and the Company 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.

It is considered to be reasonable for shareholders to request a policy from the Company setting out a consistent approach to donations. Although it is welcomed that the Company is ranked in the top 25 in political transparency and accountability survey among S&P 500, the Company fails to adequately explain why implementing a policy consisting with existing policies and affirmations is unnecessary.