Frequently asked questions pertaining to Roth 401(k) contributions, after-tax contributions and the Roth in-plan conversion feature

Is a Roth 401(k) in-plan conversion right for you? The following frequently asked questions help explain what a Roth 401(k) and Roth in-plan conversions are and what transferring assets to this kind of account may mean for you.

SECTION ONE: ROTH 401(k) AND AFTER-TAX CONTRIBUTIONS

1. What is a Roth 401(k)?
A Roth 401(k) allows you to designate a percentage of your 401(k) retirement plan contributions as Roth contributions. Roth 401(k) contributions are considered optional and are made on an after-tax basis. Roth 401(k) accounts were designed to combine the benefits of saving in your tax-deferred workplace retirement plan with the advantage of avoiding taxes on your money when you withdraw it at retirement. Think of contributions to your VMware, Inc. 401(k) as having three separate “buckets”: pre-tax, Roth, and after-tax.

When you retire or leave VMware, Inc., earnings on your Roth contributions can be withdrawn tax free as long as it has been:
- Five tax years since your first Roth 401(k) contribution and
- You are at least 59½ years old.

In the event of death, beneficiaries may be able to receive distributions tax free if the deceased started making Roth contributions more than five tax years prior to the distribution. In the event of disability, your earnings can be withdrawn tax free if it has been five tax years from your first Roth 401(k) contribution.

Roth 401(k) contributions fall under the same IRS limits as pre-tax contributions to your Plan, so each dollar of a Roth contribution reduces the amount that can be contributed pre-tax (and vice versa).
- In 2019, the total combined IRS contribution limit for Roth 401(k) and/or traditional 401(k) pre-tax contributions is $19,000.
- If you are age 50 or older in the calendar year, you may make an additional catch-up contribution of $6,000 in 2019, bringing your total pre-tax and/or Roth 401(k) contribution to $25,000 for the year.

2. How is a Roth 401(k) different from a traditional pre-tax 401(k)?
Similar to a traditional pre-tax 401(k):
- You elect how much of your salary you wish to contribute, in whole percentages.
- Your contributions to a Roth 401(k) and traditional pre-tax 401(k) cannot exceed IRS limits.
- Your contribution is based on your eligible compensation.

Unlike a traditional pre-tax 401(k), the Roth 401(k) allows you to withdraw your money tax free when you retire. But it will also require you to make after-tax contributions now, so your take-home pay may be less than it would be if you made an equal traditional pre-tax 401(k) contribution, because income taxes must be currently withheld and paid on after-tax Roth 401(k) contributions.
3. How is a Roth 401(k) different from a Roth IRA?
A Roth IRA (Individual Retirement Account) is an account that is outside your retirement savings plan. Roth 401(k) contributions exist within your 401(k) retirement savings plan. You may contribute to a Roth IRA only if your adjusted gross income falls below a certain amount. There are no adjusted gross income limits for contributions to a Roth 401(k).

Both a Roth 401(k) and a Roth IRA have annual contribution limits.
- The 2019 contribution limit for a Roth IRA is $5,500 per year or $6,500 if you are age 50 and older and eligible to make catch-up contributions. The combined IRS contribution limit for both Roth 401(k) and traditional 401(k) pre-tax contributions if you are under age 50 is $19,000. If you are over age 50 and eligible to make a $6,000 catch-up contribution, the limit is $25,000.
- In a Roth IRA, you do not have to take a required minimum distribution during your lifetime. With a Roth 401(k) you will have to take required minimum distributions generally after you have retired and attained age 70 1/2.

4. If I am already contributing $5,500 per year to a Roth IRA, am I still allowed to make pre-tax and Roth 401(k) contributions up to the $19,000 annual limit for 2019?
Yes. You may make pre-tax and Roth 401(k) contributions up to the annual limit ($19,000 for 2019, or $25,000 if you are catch-up eligible) even if you have already contributed the annual maximum amount to a Roth IRA.

5. How are Roth 401(k) contributions different from regular after-tax 401(k) contributions?
Regular after-tax contributions are similar to Roth contributions in that both are made after taxes have been paid on your income. However, there are two key differences:
- Earnings on regular after-tax contributions are taxable when distributed.
  - To the extent after-tax contributions are converted via Roth 401(k) in-plan conversion, the earnings on such contributions are not taxable.
- Regular after-tax contributions are not limited to $19,000. Instead, they are included in the larger $56,000 Annual Additions limit for 2019, which is the total amount that can be contributed to a 401(k) including employee and employer contributions, excluding the age-50 catch-up contribution.

The table below summarizes the different types of 401(k) contributions and the tax implications of each.

<table>
<thead>
<tr>
<th>Are contributions taxed when made?</th>
<th>Pre-Tax Contributions</th>
<th>Roth Contributions</th>
<th>After-Tax Contributions*</th>
<th>Employer Contributions</th>
</tr>
</thead>
<tbody>
<tr>
<td>Are contributions taxed when distributed?</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Are earnings taxed when distributed?</td>
<td>Yes</td>
<td>No ¹</td>
<td>No**</td>
<td>Yes</td>
</tr>
<tr>
<td>What are the IRS Annual limits?</td>
<td>$19,000 for 2019 for employee pre-tax and Roth contributions</td>
<td>$56,000 for 2019, including employee pre-tax, Roth, after-tax AND employer contributions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>What is the Catch-up contribution for age 50 and older?</td>
<td>An additional $6,000 for 2019.</td>
<td>A catch-up contribution may be made on a pre-tax or Roth basis and is in addition to both the pre-tax and Roth $19,000 Annual Limit, as well as the $56,000 Annual Additions limit, which applies to the total contributions made to your 401(k) across pre-tax, Roth, after-tax and employer contributions.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
*By performing a Roth 401(k) in-plan conversion of your after-tax contributions, you will pay income tax on any earnings that accrued since the base contribution was made and the time the conversion occurs. Once this is complete, the earnings would then be taxed per the chart above as a Roth contribution. (See Question 22.)

**A partial distribution from a qualified plan must include a proportional share of the pre-tax and after-tax amounts in the account. Therefore, while the portion of your distribution associated with your after-tax contribution is not taxable, the portion of your distribution associated with any pre-tax contributions or earnings on pre-tax or after-tax contributions is taxable.

6. How can I maximize my contributions using a combination of pre-tax, Roth, after-tax and (if age 50 or older and eligible) catch-up contributions?

<table>
<thead>
<tr>
<th>Step</th>
<th>Description</th>
<th>Age 49 or younger</th>
<th>Age 50 or older</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Contribute the maximum amount on a pre-tax and/or Roth basis</td>
<td>$19,000</td>
<td>$19,000</td>
</tr>
</tbody>
</table>
| 2.   | Get the full VMware, Inc. match  
*Note: VMware, Inc. matches 100% of your pre-tax and Roth contributions, up to 6% of eligible pay with a quarterly cap of $2,250 ($9,000 annually)* | $9,000 | $9,000 |
| 3.   | Contribute the maximum amount on an after-tax basis, up to the Annual Additions limit of $56,000, and consider effecting a Roth 401(k) in-plan conversion. (See Questions 5 and 22.) | $28,000 | $28,000 |
| 4.   | Take advantage of the additional catch-up contribution if age 50 or older | N/A | $6,000 |
|      | TOTAL 401(k) Contribution | $56,000 | $62,000 |

7. Does VMware, Inc. match on after-tax contributions?
No. VMware, Inc. *matches pre-tax and Roth 401(k) contributions only*, up to 6% of eligible compensation with a maximum match of $2,250 per quarter ($9,000 annually).

8. Can I designate a specific dollar amount to contribute on a pre-tax, Roth and/or after-tax basis to the VMware, Inc. 401(k) plan?
No. Through automatic payroll deductions, you can contribute a percentage of your eligible compensation, between 1% and 90%, to the VMware, Inc. 401(k). You may designate a contribution percentage for each source (pre-tax, Roth and/or after-tax), but the total percentage may not exceed 90% of your eligible compensation. You may change your contribution percentage at any time, and increase or decrease the amount you contribute.

9. How long after I change my contribution percentage on Fidelity’s system will the change take place in my paycheck?
Changes may take 1-2 payroll cycles to process.

10. When does VMware, Inc. fund contributions from my payroll contribution?
VMware, Inc. will fund your VMware, Inc. 401(k) Plan contributions as soon as administratively possible after the payroll date. To verify when a contribution has been made to your Plan, log on to Fidelity NetBenefits® at [www.401k.com](http://www.401k.com) and select *Transaction History* from the *Quick Links* menu.

11. Can I take a loan against my Roth 401(k) contributions?
Yes. Similar to pre-tax contributions, you may borrow from your Roth 401(k) contributions. VMware, Inc. 401(k) loan provisions still apply.
12. Can I move after-tax contributions made to an IRA outside my VMware, Inc. 401(k) Plan into the Plan?
No. You cannot move after-tax contributions made to an IRA into your VMware, Inc. 401(k) Plan.

SECTION TWO: ROTH 401(k) IN-PLAN CONVERSION

13. What is a Roth 401(k) in-plan conversion?
A Roth 401(k) in-plan conversion allows you to move money you have saved in an eligible 401(k) plan into a designated Roth account within your 401(k) Plan. The following are two types of in-plan conversions you have access to, provided certain conditions are met:

- A Roth in-plan conversion involves taking an available, rollover-eligible distribution from your 401(k) plan and directly rolling it over to a Roth account within the same plan. Examples of eligible assets may include your own contributions, contributions from your employer or assets rolled in from a former employer.
- An Expanded Roth in-plan conversion allows for eligible vested plan balances to be rolled over to a designated Roth account within your workplace savings plan, even if those amounts are not currently available for withdrawal.

14. Am I eligible to convert eligible contributions to a Roth account within my VMware, Inc. 401(k) Plan?
Yes. You may convert eligible contributions to a Roth account within your VMware, Inc. 401(k) Plan. When making the decision, you should consider all factors, including how to pay the taxes on the conversion. The decision to convert is an individual one, and we recommend you consult with a tax advisor. To learn more about Roth and what your VMware, Inc. 401(k) plan allows, please call Fidelity Investments at 800-835-5095 between 5:30 a.m. and 5 p.m. Pacific time to speak with a Fidelity Representative.

15. Is there a maximum earned income limit after which I cannot contribute to a 401(k)?
No. The VMware Inc. 401(k) Plan does not have a maximum annual compensation limit that would prevent eligible employees from making contributions to the Plan, up to the annual contribution limits.

16. Do I have to convert to a Roth 401(k)?
No. The decision to convert non-Roth money to a Roth account within your plan is completely optional, and you should carefully consider your decision before moving forward. You can also convert a portion of your 401(k) contributions - for instance, just after-tax contributions - and your pre-tax contributions may remain in a separate pre-tax bucket.

17. Will the converted assets in the Roth 401(k) account be eligible for withdrawal?
This depends upon your individual situation. If you convert money to a Roth account that was already immediately available for a withdrawal, this money will still be available to you immediately. However, if you convert money that was not available for a withdrawal, those assets will remain unavailable for a withdrawal, just as before the conversion. When you become eligible for a withdrawal, that money will become available as well. Refer to Question 1 for withdrawal eligibility requirements.

Even if you are eligible for a withdrawal, please note that certain criteria must be met to receive tax-free Roth withdrawals.

18. How do I convert my money to a Roth account within my plan?
Because the conversion of non-Roth money to a Roth account within your plan is a complex decision, all transactions are conducted through Fidelity’s highly trained telephone representatives. If you wish to request a transaction or simply speak with a representative about your options, please call Fidelity Investments at
800-835-5095 between 5:30 a.m. and 5 p.m. Pacific time to speak with a Fidelity Representative. The representative will review your account with you and provide you with your available options for completing a Roth in-plan conversion. You must call Fidelity to request a Roth in-plan conversion to convert eligible contributions. A Fidelity Representative can also provide you details regarding setting up automated conversions of your after-tax monies to your Roth account (see Question 19).

19. **Am I able to automatically convert after-tax monies into my Roth account?**
Yes. With the enhanced conversion service, on a daily basis, the Fidelity recordkeeping system will proactively search for any new contributions from payroll or loan repayments directed to your after-tax account. Once the new money posts to your after-tax account, it will immediately be converted to your Roth account within the plan. If you wish to adopt this service, please call the Fidelity Investments team at 1-800-835-5095 between 5:30am and 5pm Pacific time to speak with a Fidelity Representative.

20. **Can I move after-tax contributions made to an IRA outside my VMware, Inc. 401(k) Plan into the Plan?**
No. The VMware, Inc. 401(k) Plan does not allow after-tax contributions to be rolled into the Plan.

21. **Does Fidelity charge a fee to convert to a Roth 401(k)?**
No. Fidelity does not charge a fee to convert eligible contributions to a Roth 401(k) account.

22. **Do I pay taxes on after-tax contributions that I convert to a Roth 401(k)?**
The answer is two-fold:
- You do not have to pay taxes on the **base contribution**, which was deducted from your pay check after taxes were withheld.
- You do have to pay taxes on any **earnings that accrued** between when the base contribution was made and when you convert the contribution and associated earnings to the Roth 401(k).

23. **Do I pay taxes on pre-tax contributions that I convert to a Roth 401(k)?**
Yes. You have to pay taxes on both the base contribution and any associated earnings if you convert pre-tax contributions to a Roth 401(k) account.

24. **When am I responsible for paying applicable taxes incurred as a result of a Roth in-plan conversion?**
You must pay all applicable taxes incurred as a result of a Roth in-plan conversion for the income tax year in which you made the conversion. Taxes incurred as a result of an in-plan conversion are not withheld from your payroll or converted contributions, and you are responsible for the tax liability.

25. **Will I receive a tax form if I move money to a Roth account?**
Yes. You will receive an IRS Form 1099-R at the end of the calendar year, which will include consolidated tax information on all of your applicable conversions for the year.

26. **Do I have to sell my current pre-tax or after-tax investments prior to converting the money to Roth?**
The answer is two-fold:
- If your non-Roth contributions are invested in investment options offered under the CORE VMware, Inc. 401(k) Plan, you may be able to transfer the contributions in-kind without having to “sell” your pre-tax or after-tax holdings prior to conversion.
- If your non-Roth contributions are invested in Fidelity BrokerageLink®, Fidelity’s self-directed brokerage account, you may be able to convert 100% of the account balance to a Roth in-plan conversion source. Otherwise, you can move the assets only within the standard plan. There are two options if you want to include partial balances within the BrokerageLink account:
a. Fidelity can attempt to re-characterize the BrokerageLink holdings to convert the required assets to investment options within the core Plan only.

b. You can transfer the partial amount back to the core Plan from BrokerageLink, process the conversion, and then reinvest into BrokerageLink, if desired. This is the same process used for withdrawal transactions.

- For additional information regarding your specific conversion, please call Fidelity Investments at 800-835-5095 between 5:30 a.m. and 5 p.m. Pacific time to speak with a Fidelity Representative.

27. How often can I request a Roth in-plan conversion?
There is no limit to the number of times you can request a Roth in-plan conversion. You may request a conversion after each payroll contribution deduction. You can also request to have your account set up to automatically convert after-tax monies to your Roth account (see Question 19).

28. Can I request a Roth in-plan conversion after I have left VMware, Inc.?
Yes. You can convert eligible non-Roth 401(k) contributions to a Roth account after you have left employment with VMware, Inc., provided you have conversion-eligible contributions in the VMware, Inc. 401(k) Plan at the time you request the conversion.

29. What are the benefits of a Roth in-plan conversion?
The following benefits may help you decide if a Roth in-plan conversion is right for you:

- Roth provides you with additional savings flexibility within your plan. It allows you to diversify your retirement assets between pre-tax and after-tax accounts.
- You can grow tax-free earnings on your retirement savings, provided you meet appropriate qualification rules (a distribution from a Roth 401(k) plan is tax-free and penalty-free, provided the five-year aging requirement has been satisfied and one of the following conditions is met: age 59½, disability, or death).
- Roth can also potentially reduce future income taxes and keep more of what you earn on your investments in your workplace savings plan.

30. What should I consider before making my decision to convert?
Please consider the following questions before completing a Roth in-plan conversion in your VMware, Inc. 401(k) Plan. The decision to convert needs to be made carefully and you should consult with your tax advisor:

- Do you expect to pay higher taxes in the future? If you think that you will be in a higher tax bracket after you retire, or if you plan to leave a substantial amount of your retirement assets to your heirs, you may want to consider a Roth in-plan conversion. This is because you may pay lower taxes now than if you wait until retirement to begin taking taxable withdrawals.
- Do you have a long investment time frame? The relative benefits of a Roth in-plan conversion will increase the longer your money remains in the Roth account. Generally, a Roth in-plan conversion may not make sense if your time horizon is less than five years, as amounts withdrawn may be subject to a 10% penalty.
- Do you have to pay the taxes on the applicable Roth in-plan conversion money? Yes, you will be responsible for taxes owed on the conversion, and you will need to provide for the payment of taxes outside of the plan.

Investing involves risk, including risk of loss.

1 A distribution from a Roth 401(k) is tax-free and penalty-free, provided the five-year aging requirement has been satisfied and one of the following conditions is met: age 59½, disability, or death.
A distribution from a qualified retirement plan (other than an IRA) made to you immediately after you separate from service with your employer may be penalty-free if the separation occurred in or after the year you reached age 55. Note that while penalty-free, earnings on Roth contributions are taxable if you are under 59 ½ at the time of distribution.

Fidelity does not provide legal or tax advice. The information herein is general in nature and should not be considered legal or tax advice. Consult an attorney or tax professional regarding your specific situation.

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