

# HEWLETT PACKARD ENTERPRISE COMPANY BOARD OF DIRECTORS HR AND COMPENSATION COMMITTEE CHARTER

## I. Purpose

The purpose of the HR and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Hewlett Packard Enterprise Company (“Hewlett Packard Enterprise”) is:

1. To discharge the responsibilities of the Board relating to compensation of Hewlett Packard Enterprise’s executives and directors;
2. To review and discuss with management the Compensation Discussion and Analysis and perform such other reviews and analyses and make such additional disclosures as required of compensation committees by the rules of the SEC or applicable exchange listing requirements.
3. To provide general oversight of Hewlett Packard Enterprise’s compensation structure including equity compensation plans and benefits programs;
4. To review and provide guidance on Hewlett Packard Enterprise’s HR programs such as its global workforce programs, talent review and leadership development and best place to work initiatives; and
5. To perform such other duties and responsibilities as are enumerated in or consistent with this charter.

## II. Membership

1. Membership and Appointment. The Committee will consist of three directors, or such greater number of directors as the Board appoints.
2. Qualifications; Independence. Each director on the Committee will have such qualifications as the Board determines. Each director on the Committee will be independent within the meaning of applicable laws and listing standards, as the Board determines. In addition, members of the Committee will qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “1934 Act”), and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.
3. Removal. The entire Committee or any individual director on the Committee may be removed with or without cause by the affirmative vote of a majority of the Board upon the recommendation of the Nominating and Governance Committee.
4. Chairman. The Board may designate a Chairman of the Committee (the “Chairman”). In the absence of such designation, the Committee may designate the Chairman by majority vote of the Committee. From time to time the

Chairman may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

### III. Procedures

1. Number of Meetings. The Committee will convene at least four times each year, with additional meetings as appropriate.
2. Agenda. The Chairman will establish the agenda, with input from management, staff and other directors on the Committee and the Board as appropriate.
3. Executive Sessions. As appropriate, the Committee may meet in executive sessions.
4. Delegation of Authority.
  - a. The Committee may create a subcommittee of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing standards.
  - b. The Committee may delegate any of its duties and responsibilities, including the administration of equity incentive or employee benefit plans, to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards.
  - c. Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.
  - d. The Committee may terminate any such subcommittee and revoke any such delegation at any time.
5. Authority to Retain Advisors. In the course of its duties, the Committee will have access to Hewlett Packard Enterprise's human resources, legal and accounting staffs and other personnel as it deems necessary to carry out its responsibilities. In addition, the Committee will have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, such consultants, outside counsel, and other experts and advisors as the Committee deems advisable, including any compensation consultant used to assist in the evaluation of director, Chief Executive Officer ("CEO") or executive compensation or other matters (collectively, "Advisors"). The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee, and will receive appropriate funding, as determined by the Committee, from Hewlett Packard Enterprise for payment of compensation to any Advisors.

6. Assess Independence of Advisors. The Committee will assess the independence of all Advisors (whether retained by the Committee or management) that provide advice to the Committee, in accordance with applicable listing standards. At least annually, the Committee will assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in Hewlett Packard Enterprise's annual proxy statement.
7. Charter Review. The Committee annually will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the Nominating and Governance Committee and the Board for approval.
8. Performance Review. The Committee annually will undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and will report the results of such evaluation to the Nominating and Governance Committee and the Board.
9. Reporting to the Board. The Committee will report regularly to the Board with respect to the Committee's activities. As a matter of practice, the Committee expects to discuss with the Board significant matters, such as material changes to executive officer (within the meaning of Section 16 of the 1934 Act, as amended ("Section 16 Officer")) compensation and severance arrangements, and other significant matters.

#### **IV. Responsibilities**

The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted or required by applicable laws and listing standards, or by direction or resolution of the Board.

1. Evaluate Human Resources and Compensation Strategies. The Committee will oversee and evaluate Hewlett Packard Enterprise's overall human resources and compensation structure, policies and programs, and assess whether these establish appropriate incentives and leadership development opportunities for management and other employees, and confirm they do not encourage risk taking that is reasonably likely to have a material adverse effect on Hewlett Packard Enterprise. Additionally, the Committee will oversee Hewlett Packard Enterprise's total rewards program that seeks to attract and retain key talent, foster a high-performance culture, and promote employee engagement throughout the organization.
2. Oversee Executive Succession Planning and Leadership Development. The Committee will review senior management selection and oversee executive succession planning. As part of this process, the Committee will review the leadership development process for senior management positions. The

Committee also will review compensation, incentive and other programs to promote such development.

3. Conduct Executive Performance Review and Set Executive Compensation. The Committee will review and approve goals and objectives relevant to the compensation of the CEO of Hewlett Packard Enterprise, evaluate the performance of the CEO annually in light of those goals and objectives, and recommend to the independent directors of the Board all elements of the CEO's compensation, including salary, and short-term and long-term incentive awards, based on this evaluation and such other factors as the Committee deems appropriate. The Committee will also review annually and approve all elements of the compensation of other Section 16 Officers, including salaries and short-term and long-term incentive awards, based on the performance evaluations undertaken by the CEO and reviewed by the Committee, and such other factors as the Committee deems appropriate. The Committee shall review market and industry data as it deems appropriate for evaluating compensation. In addition, the Committee may, in its discretion, act upon management proposals with respect to, or otherwise award stock options, stock, bonuses or other incentives to other key employees.
4. Approve Severance Arrangements and Other Applicable Agreements and Policies. The Committee will review and approve severance arrangements for the CEO and other Section 16 Officers, including change-in-control provisions, plans, or agreements, or policies, and, to the extent that any such agreements are entered into, employment agreements for the CEO and other Section 16 Officers. The Committee shall approve and oversee the application of the Company's recoupment (clawback) policy with respect to Section 16 Officers.
5. External Reporting of Compensation Matters; Stockholder Proposals. The Committee will prepare the report required by the proxy rules of the SEC to be included in Hewlett Packard Enterprise's annual report, annual proxy statement, or similar document, and will take such other action as may be required by SEC rules or applicable stock exchange listing requirements. The Committee shall review and make recommendations to the Nominating and Governance Committee with respect to stockholder proposals on compensation matters.
6. Adoption and Oversight of Equity and Incentive Compensation Plans. The Committee may approve adoption of such equity and incentive plans as it deems appropriate, and shall approve adoption of any such plans covering Section 16 Officers, in each case in the discretion of the Committee, except that in the case of any plan or matter required to be submitted for approval to stockholders, the Committee shall recommend such plan or matter to the full Board for submission to stockholders. The Committee will oversee the administration of Hewlett Packard Enterprise's equity plans and the incentive compensation plans covering Section 16 Officers, and to the extent that such actions do not require stockholder approval, may approve, amend, modify, interpret or ratify the terms of, or terminate any such plans and any awards made under such plans. In addition, the

Committee may authorize the assumption of equity outside a plan in acquisitions of a size that, pursuant to a policy approved by the Finance and Investment Committee of the Hewlett Packard Enterprise Board of Directors, do not require review or approval of the Board.

7. Oversight of Employee Benefit Plans. The Committee will monitor the effectiveness of non-equity based benefit plan offerings, in particular benefit plan offerings and perquisites pertaining to Section 16 Officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by Hewlett Packard Enterprise. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted.
8. Monitor Workforce Management Programs. The Committee will monitor the effectiveness of workforce management programs that are global in scope, including global restructuring programs. The Committee also will periodically review reports in order to monitor workforce diversity and equal employment opportunity issues.
9. Recommend Director Compensation. The Committee will establish compensation policies and practices for directors for service on the Board and its committees. The Committee will annually review the appropriate level of director compensation and recommend to the Board any proposed changes to such compensation.
10. Monitor Director and Executive Stock Ownership. From time to time, the Committee will adopt guidelines for the ownership of Hewlett Packard Enterprise stock by directors and Section 16 Officers, shall adopt such other policies with respect to stock ownership by directors and Section 16 Officers as it deems appropriate, and shall monitor compliance with such guidelines and policies.

Adopted November 1, 2015