HEWLETT PACKARD ENTERPRISE COMPANY BOARD OF DIRECTORS NOMINATING, GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating, Governance and Social Responsibility Committee (the "Committee") of the Board of Directors (the "Board") of Hewlett Packard Enterprise Company ("Hewlett Packard Enterprise") is:

- 1. To identify individuals qualified to serve as directors and recommend to the Board candidates to be nominated for election as directors by stockholders at Hewlett Packard Enterprise's annual meeting, consistent with the operating requirements of Hewlett Packard Enterprise and other criteria the Committee deems appropriate, as approved by the Board;
- 2. To develop Hewlett Packard Enterprise's Corporate Governance Guidelines for approval by the Board, and to review regularly and recommend updates to the Corporate Governance Guidelines, as appropriate;
- 3. To oversee the organization of the Board to discharge the Board's duties and responsibilities properly and efficiently, including the annual evaluation of the Board and its committees;
- 4. To see that proper attention is given, and effective responses are made, to stockholder concerns regarding corporate governance;
- 5. To assist the Board in fulfilling its responsibilities for generally overseeing Hewlett Packard Enterprise's public affairs, in particular regarding its policies and processes relating to Hewlett Packard Enterprise's public policy and government affairs activities;
- 6. To review, assess, report and provide guidance to management and the full Board regarding Hewlett Packard Enterprise's policies and programs relating to global citizenship (which includes, among other things, human rights, privacy, sustainability and corporate social responsibility) and the impact of Hewlett Packard Enterprise's operations on employees, customers, suppliers, partners and communities worldwide, as well as reviewing the annual Global Citizenship Report;
- 7. To provide guidance and recommendations to the Board regarding legal, regulatory and compliance matters the Committee may identify relating to current and emerging political, environmental, global citizenship and public policy trends; and

8. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

II. Membership

- 1. <u>Membership and Appointment</u>. The Committee consists of such number of directors as the Board appoints.
- 2. <u>Qualifications; Independence</u>. Each director on the Committee will have such qualifications as the Board determines. In addition, each director on the Committee must be independent within the meaning of applicable laws or listing standards, as the Board determines.
- 3. <u>Removal</u>. The entire Committee or any individual director on the Committee may be removed from office with or without cause by the affirmative vote of a majority of the Board.
- 4. <u>Chairman</u>. The Board may designate a Chairman of the Committee. In the absence of such designation, the Committee may designate the Chairman of the Committee by majority vote of the Committee. From time to time, the Chairman of the Committee may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

III. Procedures

- 1. <u>Number of Meetings</u>. The Committee convenes at least four times each year, with additional meetings as appropriate.
- 2. <u>Agenda</u>. The Chairman of the Committee establishes its agenda, with input from management, staff, the Chairman of the Board and other directors on the Committee and the Board as appropriate.
- 3. <u>Executive Sessions.</u> As appropriate, the Committee may meet in executive sessions.
- 4. <u>Delegation of Authority</u>.
 - 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 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 has sole authority, at Hewlett Packard Enterprise's expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify director candidates, including the sole authority to approve the consultant or search firm's fees and other retention terms. The Committee also has the sole authority, at Hewlett Packard Enterprise's expense, to engage and terminate other advisors as the Committee deems appropriate to carry out its duties, including the sole authority to approve such other advisor's fees and any other retention terms.
- 6. <u>Charter Review</u>. The Committee annually reviews and reassesses the adequacy of this charter and submits any recommended changes to the charter to the Board for approval.
- 7. <u>Performance Review</u>. The Committee annually undertakes an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and reports the results of such evaluation to the Board.
- 8. Reporting to the Board. The Committee reports regularly to the Board with respect to the Committee's activities.

IV. Roles and 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 by applicable laws and listing standards. For the avoidance of doubt, it is intended that the Committee's activities will include matters which the Board is not required to consider or act on as a matter of statutory or fiduciary responsibility.

- 1. <u>Board and Committee Composition</u>. The Committee has the following responsibilities related to the composition of the Board and committees of the Board:
 - a. The Committee develops and recommends to the Board criteria for identifying and evaluating director candidates and periodically reviews these criteria.
 - b. Annually, the Committee assesses the size, structure, functioning and composition of the Board in light of the operating requirements of Hewlett Packard Enterprise and other considerations the Committee deems appropriate, as approved by the Board, and identifies and makes recommendations to the Board, including with respect to candidates for

- election as directors by stockholders at Hewlett Packard Enterprise's annual meeting, consistent with criteria the Committee deems appropriate, as approved by the Board.
- c. The Committee identifies and recruits new directors, establishes procedures for the consideration of director candidates recommended by stockholders and considers candidates proposed by stockholders as part of this process.
- d. The Committee assesses the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- e. The Committee recommends to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- f. The Committee, working with the Chairman of the Board, recommends to the Board the assignment of directors and Chairmen to committees of the Board to ensure that committee membership complies with the requirements of applicable laws and listing standards. Such recommendations take into account the experience, availability and preferences of the directors.
- g. The Committee periodically reviews the Board's leadership structure and recommends changes to the Board as appropriate, and makes a recommendation to the independent directors regarding the appointment of the Lead Independent Director of the Board.
- h. The Committee conducts a preliminary review of director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee, and makes recommendations to the Board relating to such matters.
- i. The Committee is responsible for and oversees the orientation program Hewlett Packard Enterprise provides to new directors and makes recommendations regarding continuing education programs for directors, which may relate to corporate governance, trends in Hewlett Packard Enterprise's industries or other appropriate topics.
- 2. <u>Corporate Governance Principles</u>. The Committee is responsible for establishing and reviewing Hewlett Packard Enterprise's corporate governance principles, including the Corporate Governance Guidelines and related policies, taking into account best practices. The Committee will regularly review and make recommendations, as appropriate, to update the Corporate Governance Guidelines and related policies.
- 3. <u>Charter Documents and Charters for Committees of the Board</u>. The Committee reviews proposed changes to Hewlett Packard Enterprise's Certificate of

- Incorporation and Bylaws, and charters of the committees of the Board, and makes recommendations for any changes to the Board.
- 4. <u>Stockholder Rights Issues</u>. The Committee assesses and makes recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
- 5. <u>Related-Person Transactions</u>. The Committee establishes policies and procedures for the review and approval of related-person transactions. In addition, the Committee will conduct ongoing reviews of potential related-person transactions and conflicts of interests and will be responsible for the review and approval of all "related-person transactions" as defined in applicable SEC rules.
- 6. Outside Directorships. The Committee reviews and approves, as appropriate, any requests from directors and Section 16 officers, as defined in the Securities Exchange Act of 1934, as amended ("Section 16 Officers"), to stand for election to any outside for-profit boards of directors.
- 7. <u>Stockholder Proposals</u>. The Committee reviews stockholder proposals in conjunction with the Chief Executive Officer ("CEO") and recommends Board responses.
- 8. <u>Receipt of Information</u>. The Committee reviews and assesses the channels through which the Board receives information, and the quality and timeliness of information received.
- 9. <u>Board, Committee and Management Evaluations</u>. The Committee, working with the Chairman of the Board, oversees the annual self-evaluation of the Board and its committees. The Committee also oversees the annual evaluation of the CEO in conjunction with the HR and Compensation Committee, with input from all Board members. The Committee also oversees the HR and Compensation Committee's evaluation of senior management.
- 10. Requests for Permissive Indemnification. The Committee reviews claims for permissive indemnification under Article VI of Hewlett Packard Enterprise's Bylaws, provided that the Committee may delegate to such employee or employees of Hewlett Packard Enterprise as it deems appropriate such claims that:
 - a. are in the ordinary course of business,
 - b. do not involve a material financial commitment by Hewlett Packard Enterprise, and
 - c. do not involve Section 16 Officers or directors.

Such employee or employees will report to the Committee on any activities pursuant to such delegation.

- 11. Public Policy Trends and Issues. The Committee identifies, evaluates and monitors the social, political and environmental trends, issues, concerns, legislative proposals and regulatory developments, domestic and foreign, which could significantly affect the public affairs of Hewlett Packard Enterprise. In addition, from time to time, the Committee reviews, assesses, reports and provides guidance to management and the full Board with respect to such matters as, but not limited to, the following:
 - a. Matters of local, national and international public policy affecting Hewlett Packard Enterprise's business, including trade policy and major legislative and regulatory developments;
 - b. Relations with regulators, governmental agencies, public interest groups, other stakeholders and countries in which Hewlett Packard Enterprise does business;
 - c. Policies and programs with respect to global citizenship; and
 - d. General guidelines for political contributions.
- 12. Oversight of the Hewlett Packard Enterprise PAC and Government Affairs

 Activities. The Committee will oversee the Hewlett Packard Enterprise PAC and the policies relating to, and the manner in which Hewlett Packard Enterprise conducts, its government affairs activities.

Adopted November 1, 2015