

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEWLETT PACKARD ENTERPRISE COMPANY", FILED IN THIS OFFICE ON THE SEVENTH DAY OF OCTOBER, A.D. 2015, AT 10:04 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

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Authentication: 10195068
Date: 10-07-15

You may verify this certificate online at corp.delaware.gov/authver.shtml

**FIRST AMENDMENT TO THE
CERTIFICATE OF INCORPORATION**

OF

HEWLETT PACKARD ENTERPRISE COMPANY

Hewlett Packard Enterprise Company (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (as amended, the "DGCL"), does hereby certify as follows:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 25, 2015 (the "Certificate").

2. This First Amendment to the Certificate was duly adopted in accordance with the provisions of Section 242 of the DGCL.

3. The Certificate is hereby amended as follows:

The second sentence of Article IV is hereby deleted and restated in its entirety to read:

"The total number of shares of Common Stock that the corporation is authorized to issue is nine billion six hundred million (9,600,000,000) shares, and each such share shall have a par value of one cent (\$0.01).

Effective as of 5:00 p.m., Eastern time, on the date set by resolution of the Board of Directors of Hewlett-Packard Company ("HP Co.") as the record date (the "Record Date") for the distribution of shares of Common Stock to holders of HP Co. common shares (such time, the "Effective Time"), the one thousand (1,000) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically by operation of law and without any further action on the part of the Corporation or any holders of shares of capital stock of the Corporation, be subdivided and converted into a number of shares of validly issued, fully paid and non-assessable shares of Common Stock equal to (i) the number of common shares, par value \$0.01 per share, of HP Co., issued and outstanding, as of the Effective Time plus (ii) the number of shares of Common Stock required to redeem all of the shares of Series A Junior Participating Redeemable Preferred Stock of HP Co. (the "HP Co. Preferred Stock") outstanding as of the Record Date, if any, in accordance with the Certificate of Designation of the HP Co. Preferred Stock."

4. This First Amendment to the Certificate shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has duly executed this First Amendment to the Certificate of Incorporation this 7th day of October, 2015.

HEWLETT PACKARD ENTERPRISE
COMPANY

By: 

Name: Rishi Varma
Title: Secretary