



Hewlett Packard Enterprise

HEWLETT PACKARD ENTERPRISE COMPANY BOARD OF DIRECTORS TECHNOLOGY COMMITTEE CHARTER

I. Purpose

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

1. To serve as the representative of the Board for the purpose of assessing the direction, scope, and health of Hewlett Packard Enterprise’s innovation efforts, technology strategies and intellectual property portfolio; and
2. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

II. Membership

1. Membership and Appointment. The Committee will consist of such number of directors as the Board appoints.
2. Qualifications. Each director on the Committee will have such qualifications as the Board determines. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications will nevertheless constitute duly authorized actions of the Committee for all purposes and will be valid and effective except to the extent required by law or determined appropriate to satisfy regulatory standards.
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, Governance and Social Responsibility Committee (the “NGSR Committee”).
4. Chair. The Board may designate a Chair of the Committee (the “Chair”), who shall be an independent director. In the absence of such designation, the Committee may designate the Chair by majority vote of the Committee. From time to time the Chair 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; Attendance. The Committee will convene at least four times each year, with additional meetings as appropriate. Members of the Board who are not members of the Committee, as well as the Committee’s advisors and members of

management, may attend Committee meetings at the discretion of the Chair, but may not vote.

2. Agenda. The Chair will establish the agenda, with input from management, staff, the Chair of the Board and other directors on the Committee and the Board as appropriate.
3. Quorum. A majority of the Committee shall constitute a quorum and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.
4. Executive Sessions. As appropriate, the Committee may meet in executive sessions.
5. 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 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 periodic 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.
6. Authority to Retain Advisors. In the course of its duties, the Committee will have sole authority, at Hewlett Packard Enterprise's expense, to engage and terminate consultants or advisors, as the Committee deems advisable, including the sole authority to approve the consultant or advisor's fees and other retention terms.
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 NGSR 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 NGSR Committee and the Board.
9. Minutes and Reporting to the Board. The Committee will keep minutes of its proceedings and will report regularly to the Board with respect to the Committee's activities.

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 by applicable laws and listing standards.

1. Technology Trends and Developments. The Committee identifies, evaluates, and monitors existing and potential trends in technology development and relevant markets. This includes monitoring for innovative or disruptive developments and assessing what risk, if any, such developments pose to Hewlett Packard Enterprise's current technology strategy. 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 that may impact the technology strategy of Hewlett Packard Enterprise.
2. Recommendations to Board on Technology Strategies. The Committee will report to the Board from time to time and make recommendations to the Board as to the scope, direction, quality, investment levels, and execution of Hewlett Packard Enterprise's technology strategies.
3. Execution of Technology Strategies. The Committee will oversee the execution of technology strategies formulated by management, including monitoring Hewlett Packard Enterprise's market competitiveness with respect to R&D, acquisition activity, and the composition and protection of our IP portfolio.
4. Guidance on Technology. The Committee will provide guidance on technology as it may pertain to, among other things, innovation; market entry and exit; investments, mergers, acquisitions and divestitures; new business divisions and spin-offs; R&D investments; participation in standards organizations; and key competitor, partnership, and alliance strategies. For proposed investment, acquisition, joint venture and divestiture transactions with a value of at least \$200 million and involving technology, the Technology Committee will review, and make a recommendation with respect to, the technology aspects of such transactions prior to any review by the Board pursuant to the M&A approval policies.
5. Technology Training and Consultants. Committee members will support the training of the Board on topics pertaining to technology trends and development, as needed. Committee members will seek out and work with external technology consultants to advise and educate Committee members on areas requiring further expertise, if such expertise is necessary to perform any other Committee responsibility.

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