



**Hewlett Packard
Enterprise**

**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” or the “Company”) 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, its committees and its individual members;
4. To see that proper attention is given, and effective responses are made, to stockholder concerns;
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 and the impact of Hewlett Packard Enterprise’s operations on employees, customers, suppliers, partners and communities worldwide;
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;
8. To provide oversight of and review the Company’s Living Progress strategy and initiatives, which cover, among other topics, climate change, environmental sustainability, privacy, human rights, corporate philanthropy, and corporate social responsibility programs; and
9. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.



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II. Membership

1. Membership and Appointment. The Committee consists of such number of directors as the Board appoints.
2. Qualifications; Independence. 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, listing standards, and Hewlett Packard Enterprise Company's Corporate Governance Guidelines. 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. Determination of any director on the Committee as independent shall be made on an annual basis by the Board and the Committee.
3. Removal. 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. 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 of the Committee by majority vote of the Committee. From time to time, the Chair 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. Number of Meetings; Attendance. The Committee will convene as often as it determines is appropriate to carry out its responsibilities under this charter. 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. 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.
3. Agenda. The Chair of the Committee establishes its agenda, with input from management, staff, the Chair of the Board and other directors on the Committee and the Board as appropriate.
4. Executive and Private Sessions. As appropriate, the Committee may meet in executive sessions, at which only Committee members are present, or in private sessions with management or other personnel, as deemed necessary.
5. Delegation of Authority.



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- 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 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.
 7. Charter Review. The Committee annually reviews and reassesses the adequacy of this charter and submits any recommended changes to the charter to the Board for approval.
 8. Performance Review. 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.
 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.
 10. Open Access. The Committee will be given open access to Hewlett Packard Enterprise directors, executives and other personnel, as well as books, records, and facilities, as may be appropriate or necessary to carry out its responsibilities.

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.



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1. Board and Committee Composition. 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, including but not limited to business experience and expertise; diversity of background; and professional skills, and periodically reviews these criteria to ensure that the Board consists of directors with sufficiently diverse skill sets, knowledge, backgrounds and perspectives that can be expected to enhance the ability of the Board and its committees to fulfill their duties.
 - 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 of stockholders, 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 suitability, 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 Chair of the Board, recommends to the Board the assignment of directors and chairs to committees of the Board and the size of such committees 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 an independent director for election as Chair of the Board or Lead Independent Director, as applicable.
 - 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 oversees the orientation program Hewlett Packard Enterprise

provides to new directors.

2. Corporate Governance Principles. 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. External Reporting. The Committee will review and discuss with management the Company's public proxy statement disclosures relating to the Company's Living Progress strategy and oversight; the incumbent directors' and director nominees' independence and qualifications; diversity considerations in the director selection process; the Board's role in overseeing various risks; and the Board's leadership structure and governance matters.
4. Charter Documents and Charters for Committees of the Board. The Committee reviews proposed changes to Hewlett Packard Enterprise's Certificate of Incorporation and Bylaws, and makes recommendations for any changes to the Board. The Committee reviews and approves proposed changes to charters of the committees of the Board.
5. Stockholder Rights Issues. The Committee assesses and makes recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
6. Related-Person Transactions. The Committee establishes policies and procedures for the reasonable prior review, oversight 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 reasonable prior review, oversight and approval of all "related-person transactions" as defined in applicable SEC rules.
7. Outside Directorships. The Committee reviews and approves, as appropriate, any requests from employee 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. The Committee reviews all non-employee directors' new and existing outside directorships at public companies when conducting the annual evaluations of such directors.
8. Stockholder Engagement and Proposals. The Committee periodically reviews the Board's stockholder engagement program, and reviews and reports stockholders' feedback to the Board. The Committee reviews stockholder proposals in conjunction with the Chief Executive Officer ("CEO") and recommends Board responses.
9. Receipt of Information. The Committee reviews and assesses the channels through which the Board receives information, and the quality and timeliness of information received.
10. Board, Committee and Management Evaluations. The Committee, working with the Chair of the Board, oversees the annual self-evaluation of the Board and its



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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.

11. 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.

12. 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;
 - d. Political contributions and lobbying activities; and
 - e. Oversight of disclosures regarding political contributions and participation in industry policy setting organizations.
13. Oversight of Living Progress Strategy and Initiatives. The Committee will oversee the Company's Living Progress strategy-related practices and policies, including in the areas of climate change, environmental sustainability, privacy, human rights, corporate philanthropy, and corporate social responsibility programs, guiding its Living Progress strategy to align with its core business strategy. The Committee will evaluate the Company's progress against applicable sustainability- and social responsibility-related targets and oversee and report to the Board with respect to the



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Company's Living Progress strategy, policies, performance, public disclosures, and engagement with stakeholders.

14. 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.

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