

**HEWLETT PACKARD ENTERPRISE COMPANY
BOARD OF DIRECTORS
FINANCE AND INVESTMENT COMMITTEE CHARTER**

I. Purpose

The purpose of the Finance and Investment Committee (the “Committee”) of the Board of Directors (the “Board”) of Hewlett Packard Enterprise Company (“Hewlett Packard Enterprise” or the “Company”) is:

1. To provide oversight of the finance, treasury, investment, and investor relations functions of Hewlett Packard Enterprise;
2. Pursuant to Hewlett Packard Enterprise’s M&A approval policies, to assist the Board in evaluating investment, acquisition, certain long-term commercial, joint venture and divestiture transactions in which Hewlett Packard Enterprise engages as part of its business strategy from time to time; and
3. To perform such other duties and responsibilities as are enumerated in and consistent with this charter or as delegated by the Board.

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. In addition, a majority of the directors on the Committee must be independent within the meaning of applicable laws, listing standards, and Hewlett Packard Enterprise’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 Nominating and Governance Committee (the “NG Committee”).
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 NG 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; Persons in 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 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.
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.
 - 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 NG Committee, as appropriate, 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 Chair of the Committee or the chair of the Board, as appropriate.

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.

1. Treasury Matters. The Committee will review or oversee significant treasury matters such as capital structure and allocation strategy (including issuances and redemptions of debt securities, debt capacity, and target credit ratings), uses of derivatives, swaps, hedges, and other similar risk management techniques, global liquidity position and capital needs, fixed income investments, borrowings, currency exposure, insurance risk and coverage, cash position, dividend policy, share issuance and repurchase, and capital spending. The Committee will review and discuss with management the assessment of significant financial risks and contingent liabilities pertaining to financial markets and the Company's financial strategies and the policies and strategies for management of such risks.
2. Investments. The Committee will review the activities of the Investment Review Committee.
3. M&A Transactions and Approval Policies. From time to time, as appropriate, the Committee will evaluate and revise Hewlett Packard Enterprise's M&A approval policies for investment, acquisition, certain long-term commercial, joint venture and divestiture transactions, and consider requests from management to approve such proposed transactions.
4. Integration Planning. The Committee will oversee Hewlett Packard Enterprise's integration planning process for investment, acquisition, certain long-term commercial, joint venture and divestiture transactions.
5. Evaluation of Completed Transactions. The Committee will evaluate the execution, financial results and integration of Hewlett Packard Enterprise's completed investment, acquisition, certain long-term commercial, joint venture and divestiture transactions.
6. Recommendations to the Board. From time to time, the Committee will report to the Board and make recommendations to the Board as to the scope, direction, quality, investment levels, and execution of Hewlett Packard Enterprise's investment, acquisition, certain long-term, joint venture and divestiture transactions; investor relations matters; or any other subject matter within the scope of the Committee's duties as set forth in this charter that the Committee deems appropriate for review and approval by the full Board.



7. Strategic Alliances. The Committee will oversee and approve Hewlett Packard Enterprise's strategic alliances, as necessary.
8. Loans and Obligations. The Committee will oversee Hewlett Packard Enterprise's loans and loan guarantees of third party debt and obligations.
9. Hewlett Packard Enterprise Financial Services. The Committee will review Hewlett Packard Enterprise Financial Services' capitalization and operations, including residual and credit management, risk concentration, and return on invested capital.
10. Investor Relations. The Committee will review the activities of Investor Relations.
11. Derivative Transactions. The Committee will, at least annually, review and approve on behalf of Hewlett Packard Enterprise and its applicable subsidiaries, Hewlett Packard Enterprise's decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Hewlett Packard Enterprise policies governing Hewlett Packard Enterprise's use of swaps subject to the end-user exception.
12. Tax Strategy and Planning. The Committee shall periodically review and discuss with management Hewlett Packard Enterprise's global tax strategy and tax planning activities, as well as any significant tax developments affecting Hewlett Packard Enterprise.
13. Retirement Plans. The Committee will periodically review with management the financial aspects of the Company's benefit retirement plans, including the assets and liabilities of such plans. The Committee's role explicitly does not include selecting, evaluating, changing, or monitoring plan investments, selecting, replacing, or monitoring retirement plan committee members, or any other duty that might be considered "fiduciary" in nature. As such, except as the Committee otherwise expressly determines or as applicable law otherwise expressly requires, the Committee will not act as a fiduciary with respect to any employee benefit plan or other program under the Employee Retirement Income Security Act of 1974, or otherwise.
14. General. The Committee may consider such other finance and investment matters regarding Hewlett Packard Enterprise as the Committee, in its discretion, may determine to be advisable.

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