



Hewlett Packard Enterprise

HEWLETT PACKARD ENTERPRISE COMPANY BOARD OF DIRECTORS HR AND COMPENSATION COMMITTEE CHARTER

I. Purpose

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

1. To discharge the responsibilities of the Board relating to compensation of Hewlett Packard Enterprise’s executives and directors;
2. To review and discuss with management the annual Compensation Discussion and Analysis and perform such other reviews and analyses and make such additional disclosures as required of compensation committees by the rules of the Securities and Exchange Commission (“SEC”) or applicable listing requirements.
3. To provide general oversight of Hewlett Packard Enterprise’s compensation structure including, without limitation, equity compensation plans and benefits programs;
4. To review and provide guidance to management and the Board on Hewlett Packard Enterprise’s HR programs such as its global workforce programs, talent review and leadership development, succession planning, culture and engagement, and best place to work initiatives; and
5. To perform such other duties and responsibilities as are enumerated in or consistent with this charter.

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, each director on the Committee must be independent within the meaning of applicable laws, listing requirements, and Hewlett Packard Enterprise Company’s Corporate Governance Guidelines, as the Board determines. In addition, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “1934 Act”). Any action taken by the Committee during a period in which one or more of the members is subsequently 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 as determined appropriate to satisfy regulatory standards. If at any time the Committee includes a director who is not a “non-employee director” within the meaning of Rule 16b-3 under the 1934 Act, then either a subcommittee of the Committee composed solely of two or more directors who are “non-employee directors” within the meaning of Rule 16b-3 under the 1934 Act or the entire Board shall approve any compensation granted to any Section 16 Officer (as defined below).

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 and Governance Committee of the Board (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 shall 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 consistent with this charter.

III. Procedures

1. Governance in General. In addition to this charter, the Committee will be governed by the provisions of Hewlett Packard Enterprise’s Bylaws and Corporate Governance Guidelines regarding, among other things, meetings, action without a meeting, notice, quorum and voting requirements.
2. Number of Meetings; Persons in 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.
3. Agenda. The Chair will establish the agenda, with input from management, staff, advisors 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 requirements.
 - b. The Committee may delegate any of its duties and responsibilities, including, without limitation, the administration of equity incentive or employee benefit plans, to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing requirements.

- c. Any subcommittee, director or other person to which any of the Committee's responsibilities have been delegated 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 access to Hewlett Packard Enterprise's human resources, legal and accounting staff and other personnel as it deems necessary to carry out its responsibilities. In addition, the Committee will have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, such consultants, outside counsel, and other experts and advisors (collectively, "Advisors") as the Committee deems advisable, including, without limitation, any compensation consultant used to assist in the evaluation of director, Chief Executive Officer ("CEO") or executive compensation or other matters. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee, and will receive appropriate funding, as determined by the Committee, from Hewlett Packard Enterprise for payment of any fees or other reasonable expenses of any Advisors.
- 7. Assess Independence of Advisors. The Committee will assess the independence of all Advisors (whether retained by the Committee or management) that provide advice to the Committee in accordance with applicable listing requirements. At least annually, the Committee will assess whether the work of compensation consultants involved in determining or recommending the amount or form of executive or director compensation has raised any conflict of interest that is required to be disclosed in Hewlett Packard Enterprise's annual proxy statement.
- 8. Charter Review. The Committee will annually review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the NG Committee and the Board for approval.
- 9. 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.
- 10. 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. As a matter of practice, the Committee expects to discuss with the Board significant matters, such as material changes to executive officer (within the meaning of Section 16 of the 1934 Act, as amended ("Section 16 Officer")) compensation and severance arrangements, and other significant matters.
- 11. 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. Responsibilities

The Committee will discharge its responsibilities and will assess information provided by Hewlett Packard Enterprise's management in accordance with its business judgment. 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 or required by applicable laws and listing requirements, or by direction or resolution of the Board.

1. Evaluate Human Capital Management and Compensation Strategies. The Committee will oversee, evaluate and, as necessary or appropriate, approve or recommend for approval, Hewlett Packard Enterprise's overall human capital management and compensation strategy, structure, policies, programs, and practices that seek to attract and retain key talent, foster a high-performance culture, and promote employee engagement throughout the organization. The Committee also assesses whether they establish appropriate incentives and leadership development opportunities for management and other employees, and do not encourage risk-taking that is reasonably likely to have a material adverse effect on Hewlett Packard Enterprise.
2. Oversee Executive Succession Planning and Leadership Development; Recommend Designation of Section 16 Officers. The Committee will review senior management selection and oversee executive succession planning. As part of this process, the Committee will review the leadership development process for senior management positions. The Committee also will review compensation, incentive and other programs to promote such development. The Committee will review and make recommendations to the Board on the election of Section 16 Officers and removal of any individual from Section 16 Officer status.
3. Conduct Executive Performance Reviews and Set Executive Compensation. The Committee will review and approve goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives (such evaluation process to be coordinated by the Chair of the Board (and the Board's Lead Independent Director, if any)), and recommend to the independent directors of the Board all elements of the CEO's compensation, including, without limitation, salary, and short-term and long-term incentive awards, based on this evaluation and such other factors as the Committee deems appropriate, provided that, the CEO may not be present during any deliberations by the Committee or the Board with respect to his or her compensation. The Committee will also review annually and approve all elements of the compensation of other Section 16 Officers, including, without limitation, salaries and short-term and long-term incentive awards, based on the performance evaluations of such Section 16 Officers undertaken by the CEO and reviewed by the Committee, and such other factors as the Committee deems appropriate. The Committee will review market and industry data as it deems appropriate for evaluating any or all elements of compensation against a peer community for executives, and may approve a group of peer companies for that purpose. In addition, the Committee may, in its discretion, act upon management proposals with respect to stock options, other stock or stock-based awards, bonuses or other incentives for other key employees.
4. Approve Executive Severance and Special Hiring Arrangements and Other Applicable Agreements and Policies. The Committee will review and approve severance arrangements and special hiring packages for the CEO and other Section 16 Officers (including, without limitation, individuals who will be made offers to become, or to join

Hewlett Packard Enterprise, as Section 16 Officers, and, on the recommendation of management, individual senior executives who are not Section 16 Officers) including, without limitation, change-in-control provisions, plans, agreements, or policies, and, to the extent that any such agreements are entered into, employment agreements for the CEO and other Section 16 Officers.

5. Compensation Recoupment Policies. The Committee will develop, approve (or, to the extent required by applicable law or listing requirements, make recommendations to the Board for approval), and periodically review the incentive compensation recoupment or forfeiture policies applicable to the Company's executive officers, including, without limitation, the Company's Dodd-Frank Clawback Policy, update or make recommendations to the Board regarding such policies, and exercise all powers with respect to the enforcement of such policies.
6. External Reporting of Compensation Matters; Stockholder Advisory Votes and Proposals; Stockholder Engagement. The Committee will review and discuss with management the annual Compensation Discussion and Analysis and prepare the compensation committee report required by the proxy rules of the SEC to be included in Hewlett Packard Enterprise's annual report, annual proxy statement, or similar document, and will take such other action as may be required by SEC rules or applicable listing requirements. In addition and as appropriate, the Committee will review and discuss with management the CEO pay ratio, pay versus performance and any further disclosures related to executive compensation and human capital management not contained in the Compensation Discussion and Analysis, but provided elsewhere in the Company's annual proxy statement or Annual Report on Form 10-K.

The Committee will review the results of stockholder advisory votes on Hewlett Packard Enterprise's executive compensation program and the frequency of such votes and recommend to the Board or the NG Committee how to respond to such votes and assess the impact, if any, on future decisions regarding the compensation of the Company's executive officers.

The Committee may assist with the review of and make recommendations to the Board or NG Committee with respect to any stockholder proposals on compensation matters.

The Committee may also assist the Board and the NG Committee with oversight of engagements with stockholders and proxy advisory firms on executive compensation matters.

The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions, and will fulfill any disclosure, reporting or other requirements imposed on or required of compensation committees of public companies by the SEC, or applicable listing requirements or other applicable laws, rulings and regulations.

7. Adoption and Oversight of Equity and Incentive Compensation Plans. The Committee may approve adoption of such equity and incentive plans as it deems appropriate, and will approve adoption of any such plans covering Section 16

Officers, in each case in the discretion of the Committee, except that in the case of any plan or matter required to be submitted for approval to stockholders, the Committee will recommend such plan or matter to the full Board for submission to stockholders. The Committee will oversee the administration of Hewlett Packard Enterprise's equity plans and the incentive compensation plans covering Section 16 Officers, and to the extent that such actions do not require stockholder approval, may approve, amend, modify, interpret or ratify the terms of, or terminate any such plans and any awards made under such plans. The Committee will approve, on an annual basis, the total bonus pool funding for Hewlett Packard Enterprise's broad-based annual incentive (Variable Pay Plan or its successor(s)) for all eligible employees prior to bonus allocation. In addition, the Committee may authorize the assumption of equity outside of a plan in acquisitions of a size that, pursuant to a policy approved by the Finance and Investment Committee of the Board, do not require review or approval of the Board.

8. Oversight of Employee Benefit Plans and Perquisites. The Committee will provide general oversight of the Company's employee benefit plans and benefit plan offerings, including but not limited to, non-qualified deferred compensation, fringe benefits and any perquisites, with particular attention to those pertaining to Section 16 Officers. The Committee will approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by Hewlett Packard Enterprise. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any benefit plan, fringe benefit or perquisite, or delegate such authority to the extent such delegation is permitted by applicable laws or listing requirements. In respect of employee benefit plans, the Committee's role will be one of oversight and, 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 program under the Employee Retirement Income Security Act of 1974, or otherwise.
9. Monitor Workforce Management Programs. The Committee will monitor the effectiveness of workforce management programs that are material in scope, including, without limitation, global restructuring programs. The Committee also will periodically review reports in order to monitor workforce representation and equal employment opportunity issues.
10. Recommend Director Compensation. The Committee will establish compensation policies and practices for directors for service on the Board and its committees. The Committee will annually review the appropriate level and form of director compensation and recommend to the Board any proposed changes to such compensation.
11. Monitor Director and Executive Stock Ownership. From time to time, the Committee will adopt guidelines for the ownership and retention of Hewlett Packard Enterprise stock by directors and Section 16 Officers, will adopt such other policies with respect to stock ownership and retention by directors and Section 16 Officers as it deems appropriate, and will monitor compliance with such guidelines and policies.

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