Hewlett Packard Enterprise

HEWLETT PACKARD ENTERPRISE COMPANY
BOARD OF DIRECTORS
AUDIT COMMITTEE CHARTER

I. Purpose and Authority

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Hewlett Packard Enterprise Company ("Hewlett Packard Enterprise" or the "Company") is:

1. To represent and assist the Board in fulfilling its responsibilities for generally overseeing: (a) Hewlett Packard Enterprise's financial reporting processes and the audit of Hewlett Packard Enterprise's financial statements, including the effectiveness thereof and the integrity of Hewlett Packard Enterprise's financial statements, (b) Hewlett Packard Enterprise's compliance with legal and regulatory requirements, (c) the independent registered public accounting firm's qualifications and independence, (d) the performance and effectiveness of Hewlett Packard Enterprise's internal audit function and independent registered public accounting firm, and (e) risk assessment and risk management (including over information and cybersecurity);

2. To prepare the report required by the proxy rules of the U.S. Securities and Exchange Commission (the "SEC") to be included in Hewlett Packard Enterprise's annual proxy statement; 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 at least three directors, or such greater number of directors as the Board appoints.

2. Qualifications; Independence. Each director on the Committee will be financially literate or become financially literate within a reasonable period of time after his or her appointment to the Committee, and have such other qualifications as the Board determines. In addition, each director on the Committee will be independent within the meaning of applicable laws, listing standards, and Hewlett Packard Enterprise's Corporate Governance Guidelines. If any director on the Committee ceases to be "independent," such person shall immediately offer to resign as a director on the Committee. No director on the Committee may serve on the audit committees of more than two other public companies, unless the Board determines such simultaneous service would not impair such person's ability to serve as a director on the Committee. Further, at least one director on the Committee must have "accounting or related financial management expertise," in accordance with the rules of the New York Stock Exchange. Finally, at least one director on the Committee will be an "audit committee financial expert," in accordance with SEC rules. 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 (a) an "audit committee financial expert" or possessing "accounting or related financial management expertise" (b) independent, and (c) financially literate 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. 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. 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. 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.

5. Executive and Private Sessions. The Committee will meet regularly in separate executive sessions, at which only Committee members are present, or in private sessions with management, the internal auditors, and/or the independent registered public accounting firm, as deemed necessary.

Hewlett Packard Enterprise

6. 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.

7. 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, and shall receive appropriate funding, as determined by the Committee, from Hewlett Packard Enterprise for payment of compensation to any such consultants and advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

8. 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.

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.

11. Open Access. The Committee will be given open access to Hewlett Packard Enterprise's internal auditors, other directors on the Board, Hewlett Packard Enterprise executives and independent registered public accounting firm, as well as Hewlett Packard Enterprise's books, records, facilities and other personnel as may be appropriate or necessary to carry out its responsibilities.

Hewlett Packard Enterprise

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.

The Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and condition, or the responsibilities of the independent registered public accounting firm relating to the audit or review of financial statements.

1. Independent Registered Public Accounting Firm. The Committee will appoint, oversee the work of, evaluate and compensate the independent registered public accounting firm, which will report directly to the Committee, and oversee the rotation of the independent registered public accounting firm's lead audit and concurring partners at least once every five years and the rotation of other audit partners at least once every seven years, with applicable time-out periods, in accordance with SEC regulations. The Committee will review the performance and qualifications of the independent registered public accounting firm on at least an annual basis, evaluate the effectiveness of the independent registered public accounting firm's audit efforts, and determine whether to retain or, if appropriate, terminate the independent registered public accounting firm. The Committee is responsible for recommending the independent registered public accounting firm for approval by the stockholders, if appropriate.

2. Audit and Non-Audit Services and Fees. The Committee will review and approve in advance the scope of the fiscal year's independent audit, other audit services and audit fees, establish policies for the independent registered public accounting firm's activities and any fees beyond the core audit, approve in advance all non-audit services to be performed by the independent registered public accounting firm that are not otherwise prohibited by law and associated fees, and monitor the usage of and fees paid to the independent registered public accounting firm. The Committee may delegate to the Chair the authority, within agreed limits, to pre-approve audit-related and non-audit services not prohibited by law to be performed by the independent registered public accounting firm. The Chair will report any decisions to pre-approve such services to the full Committee at its next meeting.

3. Relationships with Independent Registered Public Accounting Firm. The Committee will review and discuss with the independent registered public accounting firm its annual written statement concerning the independent registered public accounting firm's independence, delineating all relationships or services between the independent registered public accounting firm and Hewlett Packard Enterprise or individuals in financial reporting oversight roles at Hewlett Packard Enterprise that may reasonably be thought to bear on its independence, and discuss with the independent registered public accounting firm the potential effects of any such relationships or services on its independence.

Hewlett Packard Enterprise

4. Hiring Polices. The Committee will set clear hiring policies for employees or former employees of the independent registered public accounting firm, and monitor compliance with such policies.

5. Annual Audited and Quarterly Financial Statements; Other Matters. The Committee will:

   a. Meet to review and discuss with management and the independent registered public accounting firm Hewlett Packard Enterprise's annual audited and quarterly financial statements, including Hewlett Packard Enterprise's disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations";

   b. Meet to review and discuss with management other disclosures required to be contained in Hewlett Packard Enterprise's Form 10-K and Form 10-Q by applicable laws and regulations, such as, but not limited to, human capital management, cybersecurity, risk factors, and climate change disclosures. To the extent deemed necessary or applicable, the Committee will coordinate and work in collaboration with the Board's other committees, which may also have responsibility for oversight of various public and internal policy aspects of these matters, as set forth in their respective charters;

   c. Review and discuss with the independent registered public accounting firm the matters required to be discussed by the independent registered public accounting firm under the applicable auditing standards, as adopted by the Public Company Accounting Oversight Board, or applicable SEC rules and regulations, each as may be amended from time to time;

   d. Review with management and the independent registered public accounting firm:

      i. the scope and plan of the independent registered public accounting firm's audit (or the independent registered public accounting firm's procedures in the case of interim quarterly periods), the results of the independent registered public accounting firm's audit (or the independent registered public accounting firm's procedures in the case of interim quarterly periods) and the independent registered public accounting firm's opinion on the annual financial statements;

      ii. any (a) significant disagreements between management and the independent registered public accounting firm or the internal auditors in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit (including any restrictions on the scope of work or access to required information), and (c) and management's response;

iii. any critical audit matter ("CAM") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM;

iv. any analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues, including significant accounting judgments, material changes to estimates, and errors;

v. any legal, regulatory, compliance, or tax matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities with jurisdiction over the Company;

vi. new, proposed, or changed accounting policies; the application of the Company's accounting policies and its consistency from period to period; and the compatibility of such accounting policies with generally accepted accounting principles ("GAAP"); and

vii. any reports or disclosure submitted by management to the Committee as contemplated by the certifications required under the Sarbanes-Oxley Act of 2002.

e. Meet with the independent registered public accounting firm, without management present, to discuss (a) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (b) the completeness and accuracy of the Company's financial statements; and

f. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices, as suggested by the independent registered public accounting firm, management or the Chief Audit Executive.

6. Inclusion of Audited Financial Statements in 10-K and Quarterly Financial Statements in 10-Q. The Committee will review and determine whether the audited financial statements and the quarterly financial statements should be included in Hewlett Packard Enterprise's Annual Report on Form 10-K and Form 10-Q, respectively.

7. Regulatory and Accounting Initiatives and Off-Balance Sheet Structures. The Committee will review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on Hewlett Packard Enterprise's financial statements.

8. Non-GAAP Measures. The Committee will, from time to time, review and discuss with management the use of non-GAAP measures and metrics, including how these measures are used to evaluate performance, whether they are consistently prepared and presented, and what the Hewlett Packard Enterprise's disclosure controls and procedures relating to these are.

9. Earnings Press Releases, Corporate Policies and Earnings Guidance. The Committee will review and discuss with management earnings press releases (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information), as well as corporate policies with respect to financial information and earnings guidance provided to analysts and ratings agencies.

10. Report from Independent Registered Public Accounting Firm.

    a. At least annually, the Committee will obtain from and review a report by the independent registered public accounting firm describing (a) the independent registered public accounting firm's internal quality control procedures, and (b) any material issues raised by the most recent internal quality control review, or peer review, or by any governmental or professional inquiry or investigation within the preceding five years regarding any audit performed by the independent registered public accounting firm, and any steps taken to deal with any such issues.

    b. At least annually, prior to the completion of the independent registered public accounting firm's annual audit of Hewlett Packard Enterprise's year-end financial statements, the Committee will obtain and review a report from the independent registered public accounting firm describing (i) all critical accounting policies and practices used in their audit, (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm, and (iii) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

11. Disclosure Controls and Procedures. The Committee will review, and to the extent necessary, periodically discuss with management, the adequacy and effectiveness of Hewlett Packard Enterprise's disclosure controls and procedures, including but not limited to those governing environmental, social, and governance-related disclosures, and any assurance being provided by the independent registered public accounting firm with respect to such reporting and disclosure.

12. Internal Controls. The Committee will review and discuss with management and/or the independent registered public accounting firm, as appropriate, the adequacy and effectiveness of Hewlett Packard Enterprise's internal controls, including any significant deficiencies in such controls and significant changes or material weaknesses in such controls reported by the independent registered public

accounting firm, the internal auditors or management, any special audit steps adopted in light of material control deficiencies, and any fraud, whether or not material, that involves management or other Hewlett Packard Enterprise employees who have a significant role in such controls. The Committee will also review any internal control reports prepared by management, including management's report on internal control over financial reporting and the independent registered public accounting firm's attestation report thereon, as and when required by Section 404 of the Sarbanes-Oxley Act of 2002.

13. Information and Cybersecurity. The Committee will review the adequacy and effectiveness of, and make recommendations regarding, Hewlett Packard Enterprise's information and cybersecurity policies and practices, cybersecurity risk management and the internal controls regarding information and cybersecurity.

14. Internal Audit. The Committee will oversee and periodically review the overall scope, qualifications, resources, activities, reports, organizational structure and effectiveness of the internal audit function, including any problems or difficulties the internal auditors may have encountered during the course of internal audits and any significant changes required to any internal audit plans. The Committee will also review and discuss significant findings/results from internal audits in process, the proposed audit plan for the coming year and the coordination of that proposed audit plan with the Company's independent registered public accounting firm.

15. Chief Audit Executive. The Committee will approve the appointment, replacement, reassignment or dismissal of the Chief Audit Executive.

16. Ethics and Compliance. The Committee will oversee Hewlett Packard Enterprise's ethics and compliance programs with respect to legal and regulatory requirements, and review with management and the Chief Ethics and Compliance Officer the results of their review of compliance with applicable laws, regulations and listing standards, Hewlett Packard Enterprise's Standards of Business Conduct and internal audit reports. The Committee will also review, as appropriate, the results of and management's response to significant internal investigations. The Chief Ethics and Compliance Officer shall have the express authority to communicate personally to the Committee, including authority to promptly communicate personally to the Committee on any matter involving criminal conduct or potential criminal conduct and authority to communicate no less than annually on the implementation and effectiveness of the ethics and compliance program.

17. Complaints and Submissions. The Committee will oversee procedures established for the receipt, retention and treatment, including investigation, of complaints regarding the federal securities laws, including accounting, internal accounting controls and auditing matters, as well as for confidential, anonymous submissions by Hewlett Packard Enterprise's employees of concerns regarding such matters and compliance with the Standards of Business Conduct.

18. Attorneys' Reports. The Committee will receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of U.S. or state law.

Hewlett Packard Enterprise

19. Risks. The Committee will review risks facing Hewlett Packard Enterprise and management's approach to addressing these risks, including but not limited to financial and operational risks; crisis and business continuity risks; environmental, social and governance risks; ethics risks and significant risks or exposures relating to litigation and other proceedings and regulatory matters that may have a significant impact on Hewlett Packard Enterprise's financial statements, and discuss, review, and update policies with respect to risk assessment and risk management, including but not limited to review and oversight of the implementation of Hewlett Packard Enterprise's enterprise risk management program. The Committee will also review other risks the Committee deems appropriate based on the nature of Hewlett Packard Enterprise's industry business practices and corporate strategy.

20. Business Continuity. The Committee will oversee business continuity practices and periodically review and discuss with management the Company's business continuity, crisis management, and disaster recovery planning.

21. Regulatory Investigations. The Committee will review the results of significant investigations, examinations or reviews performed by regulatory authorities and management's response.

22. Investigations. The Committee will conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

Revised July 23, 2026