

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 2024年9月27日

【会社名】 ヒューレット・パッカード・エンタープライズ・カンパニー
(Hewlett Packard Enterprise Company)

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【縦覧に供する場所】 なし

1. 別段の記載がある場合を除き、本書に記載の「ドル」はアメリカ合衆国ドルを指す。本書において便宜上記載されている日本円は、1ドル=142.76円の換算率(2024年9月20日現在の株式会社三菱UFJ銀行対顧客電信直物売買相場仲値)により換算されている。

1 【提出理由】

2024年9月10日、ヒューレット・パッカード・エンタープライズ・カンパニー（以下「HPE」又は「Company（当社）」という。）は、複数の引受人（以下「Preferred Stock Underwriters（優先株式引受人）」という。）の代表であるシティグループ・グローバル・マーケティング・インク、J.P.モルガン・セキュリティーズLLC及びみずほセキュリティーズUSA LLCとの間で引受契約（以下「Preferred Stock Underwriting Agreement（優先株式引受契約）」という。）を締結した。かかる契約に基づき、当社は優先株式引受人に対し、合計30,000,000株、残余財産優先分配権総額15億ドル相当の7.625%シリーズC強制転換条項付き優先株式（以下「Mandatory Convertible Preferred Stock（強制転換条項付き優先株式）」という。）を発行し、売り付けを行った。

このため、当社は、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第2項第1号の規定により、本臨時報告書を提出する。

2 【報告内容】

(1) Type and issues of Securities

7.625% Series C Mandatory Convertible Preferred Stock, par value \$0.01 per share, with an initial liquidation preference of \$50.00 per share

(2) i. the number of issuance

30,000,000 shares

ii. the issue price and amount to be incorporated into the capital or the distribution price

issue price: \$50.00 per share (JPY 7,138 per share) of the Mandatory Convertible Preferred Stock.

amount to be incorporated into the capital per share: \$0.01(JPY 1)

iii. the total amount of the issue value and total amount to be incorporated into the capital

total amount of the issue value: \$1.5 billion (JPY 214.1 billion)

total amount to be incorporated into the capital: \$ 300,000.00 (JPY 42,828,000)

iv. the features of shares

In connection with the Preferred Stock Offering, the Company filed a Certificate of Designations (the “Certificate of Designations”) with the Secretary of State of the State of Delaware on September 12, 2024 to establish the designations, powers, preferences and rights of the Mandatory Convertible Preferred Stock and the qualifications, limitations and restrictions thereof, including the dividend rate, the amount payable with respect thereto in the event of the Company’s voluntary or involuntary liquidation, winding-up or dissolution, the restrictions on the issuance of shares of the same series or of any other class or series, the terms and conditions of conversion of the Mandatory Convertible Preferred Stock and the voting rights of the Mandatory Convertible Preferred Stock. The Certificate of Designations became effective upon such filing.

(a) Conversion

1) Mandatory Conversion on the Mandatory Conversion Date

Unless converted earlier in accordance with the terms of the Certificate of Designations, each share of the Mandatory Convertible Preferred Stock will automatically convert on the mandatory conversion date, which is expected to be September 1, 2027, into between 2.5352 shares and 3.1056 shares of the Company’s common stock, par value \$0.01 per share (the “Common

Stock”), in each case subject to customary anti-dilution adjustments as described in the Certificate of Designations. The number of shares of Common Stock issuable upon conversion of the Mandatory Convertible Preferred Stock will be determined based on the average volume weighted average price per share of Common Stock over the 20 consecutive trading day period beginning on, and including, the 21st scheduled trading day immediately prior to September 1, 2027.

2) Early Conversion at the Option of the Holder

Holders of the Mandatory Convertible Preferred Stock will have the option to convert their shares of Mandatory Convertible Preferred Stock, in whole or in part, at any time prior to the mandatory conversion date (an “Early Conversion”). Early Conversions that are not in connection with a Fundamental Change (as defined in the Certificate of Designations) will be settled at the minimum conversion rate of 2.5352 shares of Common Stock per share of the Mandatory Convertible Preferred Stock (subject to anti-dilution adjustments). In addition, the conversion rate applicable to any such Early Conversion may in certain circumstances be increased to compensate holders of the Mandatory Convertible Preferred Stock for certain unpaid accumulated dividends.

3) Fundamental Change Conversion

If a Fundamental Change (as defined in Certificate of Designations) occurs on or prior to September 1, 2027, holders of the Mandatory Convertible Preferred Stock will have the right to convert their shares of Mandatory Convertible Preferred Stock, in whole or in part, into shares of Common Stock at the Fundamental Change Conversion Rate (as defined in the Certificate of Designations) for a specified period of time. Holders of the Mandatory Convertible Preferred Stock will also have the right to receive an amount, payable in cash or, subject to certain limitations, in shares of Common Stock or any combination of cash and shares of Common Stock, to compensate them for certain unpaid accumulated dividends and any remaining future scheduled dividend payments.

(b)Dividends

Dividends on the Mandatory Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by the Company’s board of directors, or an authorized committee thereof, at an annual rate of 7.625% on the liquidation preference of \$50.00 per share of Mandatory Convertible Preferred Stock, and may be paid in cash or, subject to certain limitations, in shares of Common Stock or any combination of cash and shares of Common Stock. If declared, dividends on the Mandatory Convertible Preferred Stock will be payable quarterly on March 1, June 1, September 1 and December 1 of each year, commencing on December 1, 2024, and ending on, and including, September 1, 2027.

When dividends on shares of the Mandatory Convertible Preferred Stock (i) have not been declared and paid in full on any dividend payment date, or (ii) have been declared, but a sum of cash or number of shares of Common Stock sufficient for payment thereof has not been set aside for the benefit of the holders thereof, no dividends may be declared or paid on any shares of stock ranking on parity with the Mandatory Convertible Preferred Stock unless dividends are declared on the Mandatory Convertible Preferred Stock such that the respective amounts of such dividends declared on the shares of the Mandatory Convertible Preferred Stock and such shares of parity stock are allocated pro rata among the holders of the Mandatory Convertible Preferred Stock and the holders of any shares of parity stock then outstanding.

Whenever dividends on any shares of the Mandatory Convertible Preferred Stock have not been declared and paid for the equivalent of six or more dividend periods, whether or not consecutive, the authorized number of directors on the Company’s board of directors will, at the next annual meeting of stockholders or at a special meeting of stockholders, automatically be increased by two, and the holders of the Mandatory Convertible Preferred Stock, voting together as a single class with the holders of any and all classes or series of voting parity stock then outstanding, will be entitled to vote for the election of a total of two additional directors to fill such two new

directorships at the Company's next annual meeting of stockholders or at a special meeting of stockholders, subject to certain limitations.

(c) Ranking

Shares of Common Stock will rank junior to the Mandatory Convertible Preferred Stock with respect to the payment of dividends and amounts payable in the event of the Company's liquidation, dissolution or winding up of its affairs. Subject to certain exceptions, so long as any share of Mandatory Convertible Preferred Stock remains outstanding, no dividends or distributions will be declared or paid on shares of Common Stock or any other class or series of stock ranking junior to the Mandatory Convertible Preferred Stock, and no Common Stock or any other class or series of stock ranking junior to or on parity with the Mandatory Convertible Preferred Stock will be, directly or indirectly, purchased, redeemed, or otherwise acquired for consideration by the Company or any of its subsidiaries unless, in each case, all accumulated and unpaid dividends for all preceding dividend periods have been declared and paid in full, in cash, shares of our Common Stock or a combination thereof, or a sufficient sum of cash or number of shares of Common Stock has been set apart for the payment of such dividends on all outstanding shares of Mandatory Convertible Preferred Stock.

(d) Voting Power

Holders of the Mandatory Convertible Preferred Stock shall not have any voting rights or powers other than those set forth in the Certificate of Designations, except as specifically required by Delaware law or by the Charter from time to time.

(e) Liquidation, Dissolution or Winding-Up

In addition, upon the Company's voluntary or involuntary liquidation, winding-up or dissolution, each holder of the Mandatory Convertible Preferred Stock will be entitled to receive a liquidation preference in the amount of \$50.00 per share of Mandatory Convertible Preferred Stock, plus an amount equal to accumulated and unpaid dividends on such shares, whether or not declared, to, but excluding, the date fixed for liquidation, winding-up or dissolution, to be paid out of the Company's assets legally available for distribution to its stockholders after satisfaction of indebtedness and other liabilities owed to the Company's creditors and holders of shares of its stock ranking senior to the Mandatory Convertible Preferred Stock and before any payment or distribution is made to holders of any stock ranking junior to the Mandatory Convertible Preferred Stock, including, without limitation, Common Stock.

(f) Acquisition Termination Redemption

If (x) the acquisition of Juniper Networks, Inc. (the "Juniper Acquisition") is not consummated on or before the later of (i) five business days after October 9, 2025 and (ii) five business days after any later date to which Juniper Networks, Inc. and the Company may agree to extend the "End Date" in the merger agreement for the Juniper Acquisition or (y) the Company notifies holders of the Mandatory Convertible Preferred Stock in writing that the Company will not pursue the consummation of the Juniper Acquisition, the Company may, within 75 calendar days, at its option, give notice of a redemption to the holders of the Mandatory Convertible Preferred Stock to redeem all, but not less than all, of the Mandatory Convertible Preferred Stock at a redemption amount equal to the Acquisition Termination Make-Whole Amount (as defined in the Certificate of Designations).

(3) **Method of Issuance:**

Underwritten registered public offering by underwriters listed in below (4).

(4) **Name of Underwriter or Person/Agent Making Secondary Offering:**

Citigroup Global Markets Inc.
JP. Morgan Securities LLC
Mizuho Securities USA LLC
Barclays Capital Inc.

BNP Paribas Securities Corp.
Deutsche Bank Securities Inc.
HSBC Securities (USA) Inc.
Wells Fargo Securities, LLC
Academy Securities, Inc.
ANZ Securities, Inc.
CIBC World Markets Corp.
Credit Agricole Securities (USA) Inc.
ING Financial Markets LLC
Loop Capital Markets LLC
Santander US Capital Markets LLC
SG Americas Securities, LLC
Standard Chartered Bank
TD Securities (USA) LLC
U.S. Bancorp Investments, Inc.

(5) **Areas Where Offering or Secondary Offering Is Made (Outside Japan):**

Mainly in the United States.

(6) **Use of Proceeds from the New Issuance of Shares:**

- i. Amount of Proceeds: approximately \$1.46 billion (JPY 208.4 billion)
- ii. Use of Proceeds: HPE intends to use the net proceeds from the offering to fund all or a portion of the consideration for the pending Juniper Acquisition, to pay related fees and expenses, and, if any proceeds remain thereafter, for other general corporate purposes.

(7) **Date of Issuance:**

September 13, 2024.

(8) **Name of Securities Market to List on in Case of Listing the Securities:**

The Issuer intends to apply to list the Mandatory Convertible Preferred Stock on the NYSE under the symbol "HPEPrC".

(9) **Amount of Capital and Outstanding Shares of the Company:**

(a) Amount of Capital:

Common Shares: US \$28,374 million (JPY 4,050,672 million) as of July 31, 2024.

(b) Number of Outstanding Shares:

Common shares: 1,298, 356, 235 shares as of July 31, 2024.