

【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】 2025年7月29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)

【代表者の役職氏名】 ヴァイス・プレジデント、副ゼネラル・カウンセル兼アシスタント・
セクレタリー
ジョナサン・シュトルツ
(Jonathan Sturz, Vice President, Deputy General Counsel and
Assistant Secretary)

【本店の所在の場所】 アメリカ合衆国77389、テキサス州、スプリング、イースト・モッシ
イ・オークス・ロード 1701
(1701 East Mossy Oaks Road, Spring, Texas 77389, U.S.A.)

【代理人の氏名又は名称】 弁護士 松 添 聖 史

【代理人の住所又は所在地】 東京都港区六本木一丁目9番10号
アークヒルズ仙石山森タワー28階
ベーカー & マッケンジー法律事務所(外国法共同事業)

【電話番号】 03-6271-9900

【事務連絡者氏名】 弁護士 渡 邊 大 貴

【連絡場所】 東京都港区六本木一丁目9番10号
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【電話番号】 03-6271-9900

【縦覧に供する場所】 なし

1. 本書において、文脈上別段の指示がある場合を除き、「ヒューレット・パッカード・エンタープライズ」、「HPE」又は「当社」とは、ヒューレット・パッカード・エンタープライズ・カンパニー及びその子会社を指す。

1 【提出理由】

2025年7月16日、ヒューレット・パカード・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、当社の株主であるElliott Investment Management L.P.、Elliott Associates, L.P.及び Elliott International, L.P.（以下、「Elliott（エリオット）」と総称する。）との間に、書簡による合意（以下「Cooperation Agreement（協力合意）」という。）を締結した。協力合意には、当社の取締役会の承認を条件として、エリオットが当社の取締役候補者を指名する権利を有する旨の合意が含まれているため、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1項及び第19条第2項第12号の2の規定により、本臨時報告書を提出する。

2 【報告内容】

(1) Date on which the Cooperation Agreement was entered into

July 16, 2025

(2) Name and address of the counterparty of the Cooperation Agreement

Elliott Investment Management LP.
360 S. Rosemary Ave., 18th floor
West Palm Beach, FL 33401, USA

Elliott Associates, L.P.
c/o Elliott Investment Management L.P.
360 S. Rosemary Ave., 18th floor
West Palm Beach, FL 33401, USA

Elliott International, L.P.
c/o Elliott Investment Management L.P.
360 S. Rosemary Ave., 18th floor
West Palm Beach, FL 33401, USA

(3) Contents of the Cooperation Agreement

Pursuant to the Cooperation Agreement, the Company agreed, among other things, to appoint Robert M. Calderoni, who is a veteran technology executive and board director with more than 30 years of leadership experience in hardware, software and information technology services and who currently serves as the Chairman of the Board of KLA Corporation and a Board member of Ansys, Inc., to the board of directors of the Company (the “Board”) effective immediately. In addition, until the Expiration Date (as defined below), Elliott has the ability to appoint an Elliott employee to the Board, subject to the Board’s approval, not to be unreasonably withheld, conditioned, or delayed (such director, together with Mr. Calderoni and any replacement director(s) selected in accordance with the Cooperation Agreement, the “New Directors”). Mr. Calderoni and the Elliott employee director, if appointed, will be nominated by the Board to stand for election at the Company’s 2026 Annual Meeting of Stockholders (the “2026 Annual Meeting”). The size of the Board will not exceed (i) thirteen (13) directors from the date of the appointment of Mr. Calderoni to the closing of the 2026 Annual Meeting (or fourteen (14) directors if an Elliott employee is appointed to the Board prior to

the 2026 Annual Meeting) and (ii) twelve (12) directors (or thirteen (13) directors if an Elliott employee is appointed to the Board) from the closing of the 2026 Annual Meeting until the Expiration Date.

Pursuant to the Cooperation Agreement, the Board has established a Strategy Committee to support the Board and management in reviewing the strategy of the Company and its businesses and opportunities for value creation. The Strategy Committee will be chaired by Mr. Calderoni and include three additional directors: Raymond Lane, Charles Noski and Gary Reiner. Mr. Calderoni has also been appointed to the Integration Committee of the Board which was formed by the Board following the closing of the Juniper Networks transaction.

Pursuant to the Cooperation Agreement, Elliott has agreed to abide by certain standstill restrictions and voting commitments. The Cooperation Agreement also includes procedures regarding the replacement of any of the New Directors and a mutual non-disparagement provision. Elliott's right to participate in the selection of replacement New Directors, and the Company's obligations with respect to the appointment of such replacement New Directors, are subject, among other things, to Elliott beneficially owning a "net long position" of, or having aggregate net long economic exposure to, at least 2% of the Company's then outstanding common stock at such time. Concurrent with entering into the Cooperation Agreement, Elliott and the Company also entered into an information sharing agreement allowing the parties to share information relating to certain Company material public announcements on a confidential basis, which agreement expires on the first anniversary of the date of such agreement.

The Cooperation Agreement will remain effective until the first anniversary of the date of the Cooperation Agreement; provided, however, that if Elliott appoints an Elliott employee to the Board, the Cooperation Agreement will remain effective until the later of (i) the first anniversary of the date of the Cooperation Agreement and (ii) 11:59 p.m., Eastern Time, on the first date on which an employee of Elliott or an affiliate of Elliott ceases to serve on the Board (the "Expiration Date").

(4) Purpose of the Cooperation Agreement

The Cooperation Agreement was entered in order to support ongoing transformation and drive shareholder value of the Company.

(5) Status of consideration by the Board of Directors and other processes at the Company that led to the decision-making regarding the relevant Cooperation Agreement

Through engagements with Elliott Investment Management L.P., after internal discussions and upon consultation with outside advisors, the Board of Directors deemed it to be in the best interests of the Company and its shareholders to enter into the Cooperation Agreement to support the Company's ongoing transformation and drive shareholder value.

(6) Impact of the Cooperation Agreement on the corporate governance of the Company

Mr. Calderoni's perspectives and experiences will complement those of the Company's existing directors, and the Board will collaborate closely with him to drive increasing value for the Company's shareholders. The Board is focused on providing management with the support and engagement necessary to successfully

integrate the acquisition of Juniper Networks, which will strengthen the Company's value to both customers and shareholders. As a result, the Company does not believe that the Cooperation Agreement has an adverse impact on the corporate governance of the Company.