

【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10月8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)

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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。
2. 別段の記載がある場合を除き、本書に記載の「ドル」、「米ドル」又は「\$」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米ドル = 147.30円（株式会社三菱UFJ銀行の2025年9月12日現在の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】

2025年10月7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、ヒューレット・パッカード・エンタープライズ・カンパニー2015年従業員株式購入プラン（以下「Plan（本プラン）」という。）に基づき、当社の日本における間接子会社の適格従業員（以下「Eligible Employees in Japan（日本における適格従業員）」という。）並びに日本国外の当社及び当社の特定関連会社に所属する適格従業員（以下「Eligible Employees Outside of Japan（日本国外の適格従業員）」という。）を対象とした、当社普通株式を目的とする新株予約権証券（以下「Stock Purchase Rights（本新株予約権）」という。）の募集を開始した。本プランは、当社取締役会（以下「Board（取締役会）」という。）の書面による全会一致の同意により2015年9月22日に採択され、当社の唯一の株主の書面による全会一致の同意により2015年10月8日に承認され2015年10月8日より有効であり、2018年7月18日開催の取締役会の人事・報酬委員会により改定されている。本プランは、2025年2月6日に取締役会によりさらに改定され、2025年4月2日に開催された2025年度年次株主総会において当社株主の承認を受け、有効となった。

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1項、第19条第2項第2号の2及び第19条第2項第1号の規定に基づき、本臨時報告書を提出するものである。

別段の記載がある場合を除き、本臨時報告書において定義されずに使用されている用語については、本プランにおいて定める意味を有するものとする。

2 【報告内容】

(I) Report under Article 19 Paragraph 2 Subparagraph 2-2 of the Cabinet Office Ordinance Concerning Disclosure of Particulars

(1) Name of Securities

Stock Purchase Rights of Hewlett Packard Enterprise Company. The relevant stock purchase rights represent Moving Strike Price Stock Options (MSPSO).

(a) Nature of MSPSO

Under the Plan, if the Purchase Price of a share of Common Stock (calculated as set forth below) decreases, the aggregate number of the shares to be issued by the Company, upon exercise of the Stock Purchase Rights, will increase. The aggregate amount of money to be acquired by the Company upon exercise of the Stock Purchase Rights will not decrease despite any decrease in the Purchase Price.

Under the Plan, the Purchase Price means 95% of the Fair Market Value of a share of Common Stock on the Purchase Date, which is the last trading day of the Purchase Period (*See also Plan Section 2(t) "Purchase Price"*).

The maximum number of shares that may be issued, pursuant to the Plan, shall total 80,000,000.

The purpose of the Plan is to provide an opportunity for employees of the Company and its designated affiliates to purchase Common Stock and thereby to have an additional incentive to contribute to the prosperity of the Company. Therefore, there is no lower limit with respect to the purchase price and the amount of funding. Certain Stock Purchase Rights may not be exercised according to the Plan.

The Company has no right to purchase the Stock Purchase Rights under the Plan.

(b) Reason for the Decision to Use MSPSO as a Method of Funding

The Plan is intended to provide an opportunity for Employees of the Company and its Designated Affiliates to purchase shares of Common Stock and thereby to have an additional incentive to contribute to the prosperity of the Company. The maximum number of shares of Common Stock that may be issued pursuant to the Plan shall be 80,000,000. Also, the maximum amount of contribution per Participant during each Purchase Period is limited to US\$ 23,750 (95% x US\$ 25,000).

- (c) **Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph**

Not applicable.

- (d) **Content of Agreement to be made between the Offerees and the Company concerning the Exercise of MSPSO**

Please refer to (2) - (vii) "Terms and Conditions of Exercise of Stock Purchase Rights" below.

- (e) **Content of Agreement to be made between the Offerees and the Company concerning the Trade of the Company's Stock**

Not applicable.

- (f) **Content of Agreement to be made between the Offerees and the Company's Special Interested Parties, among others, concerning Stock Lending, if any**

Not applicable.

- (g) **Other Matters Essential for Investor Protection**

Not applicable.

(2) Description of Stock Purchase Rights

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights: 2,254,530

(Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the Company's common stock subject to the Stock Purchase Rights.)

(note) As of the filing date of this Report, the amount of Contributions and the Purchase Price applicable to the six-month Purchase Period (November 1, 2025 through April 30, 2026) has not yet been determined, and therefore, assuming that all Participants participate in the Plan and contribute at the maximum amount of US\$ 23,750 (95% x US\$ 25,000), the estimated maximum amount of Contributions during such Purchase Period shall be US\$ 52,958,910 (JPY 7,800,847,443). The "Number of Stock Purchase Rights Issued" shall be calculated by dividing the above maximum individual amount of Contributions (US\$ 23,750) by 95% (US\$ 23.49 (JPY 3,460) of the Fair Market Value of the Common Stock on September 12, 2025 (US\$ 24.73) (JPY 3,643) and then multiplying that number (rounded down to the nearest whole share) by the total number of the Eligible Employees in Japan (1,011 2,230).*

(ii) Issue Price (per Stock Purchase Rights)

US\$ 0 (JPY 0)

(iii) Total Issue Price

US\$ 0 (JPY 0)

(iv) Type, Description and Number of Shares subject to Stock Purchase Rights

1. Type of shares subject to Stock Purchase Rights:

Registered form, par value (US\$ 0.01) common stock of HewlettPackard Enterprise Company

(note) The shares to be issued upon exercise of Stock Purchase Rights will be newly-issued shares.

(note) If after the grant of an option, but prior to the purchase of shares of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares of Common Stock to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

2. Description of Shares:

Dividend Rights.

Participants who hold shares purchased under the Plan will receive a dividend in proportion to the number of the shares they hold on the dividend record date, as determined by the Company.

3. Number of Shares subject to Stock Purchase Rights

1 share of Common Stock per one right

2,254,530 shares of Common Stock in total if all of the Stock Purchase Rights are exercised (estimated number)

(note 1) If after the grant of an option, but prior to the purchase of shares of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares of Common Stock to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note 2) On the Purchase Date of the Stock Purchase Rights, using the funds accumulated by means of the Participants' authorized payroll deductions during the applicable Purchase Period, the Participants may purchase shares of Common Stock at the Purchase Price, which shall be equal to 95% of the Fair Market Value of the Common Stock on the Purchase Date. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of Contributions during the applicable Purchase Period (assuming that all Participants participate in the Plan and contribute the maximum individual amount of US\$ 23,750 (95% x US\$ 25,000)) by 95% (US\$ 23.49) (JPY 3,460) of the Fair Market Value of the Common Stock on September 12, 2025 (US\$ 24.73 (JPY 3,643) and then multiplying that number (rounded down to the nearest whole share) by the total number of the Eligible Employees in Japan (1,011* 2,230). See above note under (2)(i).

(v) **Amount of Payment upon Exercise of Stock Purchase Rights**

US\$ 23.49 (JPY 3,460) per one right (estimated amount)

(note) Since the "Amount of Payment upon Exercise of Stock Purchase Rights" has not yet been determined (please refer to above (iv)-3-(note 2)), 95% (US\$ 23.49(JPY 3,460)) of the Fair Market Value of the Common Stock on September 12, 2025 (US\$ 24.73(JPY 3,643)) is inserted for convenience.

Aggregate Amount of Payment upon Exercise of Stock Purchase Rights: US\$ 52,958,910 (JPY 7,800,847,443) (estimated amount)

(note) Since the "Aggregate Amount of Payment upon Exercise of Stock Purchase Right" has not yet been determined (please refer to above (iv)-3-(note 2)), the estimate of the maximum Contributions by the Participants during the Purchase Period is inserted for illustrative purposes.

(vi) **Exercise Period of Stock Purchase Rights**

April 30, 2026

(note) The Stock Purchase Rights shall be automatically exercised on the Purchase Date.

(vii) Terms and Conditions of Exercise of Stock Purchase Rights

Satisfaction of the eligibility as a participant to the Plan and the payroll deduction being accumulated to acquire the Common Stock.

(viii) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights)

US\$ 0.01 (JPY 1) per share

(ix) Matters Relating to Transfer of Stock Purchase Rights

Not transferable.

(3) Number and breakdown of the counterparties to the solicitation of acquisitions

Approximately 2,230 Eligible Employees in Japan of the following companies under the Plan as of September 12, 2025:

- Hewlett Packard Japan, G.K.
- HP Financial Services (Japan) K.K.

(4) Relationship between the counterparties to the solicitation and the filing company

The companies listed in (3) above are 100% indirectly-held subsidiaries of Hewlett Packard Enterprise Company.

(5) Details of the arrangement between the counterparties to the solicitation and the filing company

The terms and conditions are prescribed in the Plan and the enrollment form prescribed by the Committee.

(II) Report under Article 19 Paragraph 2 Subparagraph 1 of the Cabinet Office Ordinance Concerning Disclosure of Particulars

(1) Type of Securities

Stock Purchase Rights of the Company. The relevant stock purchase rights represent Moving Strike Price Stock Options (MSPSO).

(2) Description of Stock Purchase Rights, etc.:

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights: 54,500,988

(Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the Company's common stock subject to the Stock Purchase Rights.)

(note) As of the filing date of this Report, the amount of Contributions and the Purchase Price applicable to the six-month Purchase Period (November 1, 2025 through April 30, 2026) has not yet been determined, and therefore, assuming that all Participants participate in the Plan and contribute at the maximum amount of US\$ 23,750 (95% x US\$ 25,000), the estimated maximum amount of Contributions during such Purchase Period shall be US\$ 1,280,228,208 (JPY 188,577,615,038). The "Number of Stock Purchase Rights Issued" shall be calculated by dividing the above maximum individual amount of Contributions (\$23,750) by 95% (US\$ 23.49 (JPY 3,460) of the Fair Market Value of the Common Stock on September 12, 2025 (US\$ 24.73) (JPY 3,643) and then multiplying that number (rounded down to the nearest whole share) by the total number of the Eligible Employees Outside of Japan (1,011* 53,908).

(ii) Issue Price (per Stock Purchase Rights)

US\$ 0 (JPY 0)

(iii) Total Issue Price

US\$ 0 (JPY 0)

(iv) Type, Description and Number of Shares subject to Stock Purchase Rights

1. Type of shares subject to Stock Purchase Rights:

Registered form, par value (US\$ 0.01) common stock of Hewlett Packard Enterprise Company

(note) The shares to be issued upon exercise of Stock Purchase Rights will be newly-issued shares.

(note) If after the grant of an option, but prior to the purchase of shares of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares of Common Stock to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

2. Description of Shares:

Dividend Rights.

Participants who hold shares purchased under the Plan will receive a dividend in proportion to the number of the shares they hold on the dividend record date, as determined by the Company.

3. Number of Shares subject to Stock Purchase Rights:

1 share of Common Stock per one right

54,500,988 shares of Common Stock in total if all of the Stock Purchase Rights are exercised
(estimated number)

(note 1) If after the grant of an option, but prior to the purchase of shares of Common Stock under the option, there is any increase or decrease in the number of outstanding shares of Common Stock because of a stock split, stock dividend, combination or recapitalization of shares subject to options, the number of shares of Common Stock to be purchased pursuant to an option, the price per share of Common Stock covered by an option and the maximum number of shares specified in Section 7.1 may be appropriately adjusted by the Board, and the Board shall take any further actions which, in the exercise of its discretion, may be necessary or appropriate under the circumstances.

(note 2) On the Purchase Date of the Stock Purchase Rights, using the funds accumulated by means of the Participants' authorized payroll deductions during the applicable Purchase Period, the Participants may purchase shares of Common Stock at the Purchase Price, which shall be equal to 95% of the Fair Market Value of the Common Stock on the Purchase Date. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of Contributions during the applicable Purchase Period (assuming that all Participants participate in the Plan and contribute the maximum individual amount of US\$ 23,750 (95% x US\$ 25,000)) by 95% (US\$ 23.49) (JPY 3,460) of the Fair Market Value of the Common Stock on September 12, 2025 (US\$ 24.73(JPY 3,643) and then multiplying that number (rounded down to the nearest whole share) by the total number of the Eligible Employees Outside of Japan (1,011 53,908). See above note under (2)(i)).*

(v) Amount of Payment upon Exercise of Stock Purchase Rights

US\$ 23.49 (JPY 3,460) per one right (estimated amount)

(note) Since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined (please refer to above (iv)-3-(note 2)), 95% (US\$ 23.49 (JPY 3,460)) of the Fair Market Value of the Common Stock on September 12, 2025 (US\$ 24.73 (JPY 3,643)) is inserted for convenience.

Aggregate Amount of Payment upon Exercise of Stock Purchase Rights: US\$ 1,280,228,208 (JPY 188,577,615,038)

(note) Since the “Aggregate Amount of Payment upon Exercise of Stock Purchase Right” has not yet been determined (please refer to above (iv)-3-(note 2)), the estimate of the maximum Contributions by the Participants during the Purchase Period is inserted for illustrative purposes.

(vi) Exercise Period of Stock Purchase Rights

April 30, 2026

(note) The Stock Purchase Rights shall be automatically exercised on the Purchase Date.

(vii) Terms and Conditions of Exercise of Stock Purchase Rights

Please refer to (I) - (2) - (vii) "Terms and Conditions of Exercise of Stock Purchase Rights" above.

(viii) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights)

US\$0.01 (JPY1) per share.

(ix) Matters Relating to Transfer of Stock Purchase Rights

Please refer to (I) - (2) - (ix) "Matters Relating to Transfer of Stock Purchase Rights" above.

(3) Method of Issuance of Stock Purchase Rights

The Stock Purchase Rights are to be offered to 53,908 (measured as of September 12, 2025) Eligible Employees Outside of Japan under the Plan who are employed by the Company and one or more of its designated affiliates (outside Japan).

(4) Name of Underwriter or Person/Agent making Secondary Offering

Not applicable.

(5) Area where Offering or Secondary Offering is made (outside Japan)

Australia, Austria, Belgium, Brazil, Bulgaria, Canada, Chile, China, Costa Rica, Czech Republic, Denmark, Egypt, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Ireland, Israel, Italy, Korea, Luxembourg, Malaysia, Mexico, the Netherlands, New Zealand, Norway, Peru, Philippines, Poland, Portugal, Puerto Rico, Romania, Saudi Arabia, Singapore, Slovakia, Spain, Sweden, Switzerland, Taiwan, Thailand, Türkiye, the United Arab Emirates, the United Kingdom and the United States.

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

Amount of Proceeds: US\$ 1,280,200,708 (JPY 188,573,564,288)

(note) The amount of proceeds is the sum of the total issue price of the Stock Purchase Rights and the amount of payment upon exercise of the Stock Purchase Rights (i.e., US\$ 1,280,228,208 (JPY 188,577,615,038)) net of US\$ 27,500 (JPY 4,050,750), which is the approximate amount of various related expenses for the new issuance of shares.

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights (US\$ 1,280,200,708 (JPY 188,573,564,288) will be used as general working capital of the Company, including for capital expenditure and payment of operational costs, but details of specific items, the breakdown of the amount, and the timing of payment has not been determined and will be determined according to the Company's business needs.

(7) Date of Issuance

November 1, 2025.

(8) Name of Securities Market to List on in case of Listing the Securities

Not applicable.

(9) Matters relating to Moving Strike Price Stock Options (MSPSO)

(a) Nature of MSPSO

Please refer to (I) - (1) - (a) "Nature of MSPSO" above.

(b) Reason for the Decision to Use MSPSO as a Method of Funding

Please refer to (I) - (1) - (b) "Reason for the Decision to Use MSPSO as a Method of Funding" above.

(c) Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph

Not applicable.

(d) Content of Agreement to be made between the Offerees and the Company concerning the Exercise of MSPSO

Please refer to (2) - (vii) " Terms and Conditions of Exercise of Stock Purchase Rights" above.

(e) Content of Agreement to be made between the Offerees and the Company concerning the Trade of the Company's Stock

Not applicable.

(f) Content of Agreement to be made between the Offerees and the Company's Special Interested Parties, among others, concerning Stock Lending, if any

Not applicable.

(g) Other Matters Essential for Investor Protection

Not applicable.

(10) Matters to be Noted in Case of Allocation to Third Party

Not applicable.

(11) Amount of Capital and Outstanding Shares of the Company

(a) Amount of Capital:

Common Stock and Additional Paid-in capital: US\$ 30,212 million (JPY 4,450,228 million) as of July 31, 2025.

(b) Number of Outstanding Shares:

Common Stock: 1,319,450,062 shares as of August 28, 2025.