

**HP INC.  
BOARD OF DIRECTORS  
NOMINATING, GOVERNANCE AND SOCIAL RESPONSIBILITY  
COMMITTEE CHARTER**

I. Purpose and Authority

The purpose of the Nominating, Governance and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of HP Inc. (“HP”) is:

1. To identify individuals qualified to serve as directors and recommend to the Board candidates to be nominated for election as directors by stockholders at HP’s annual meeting, consistent with the Bylaws, the operating requirements of HP and other criteria the Committee deems appropriate, as approved by the Board;
2. To develop HP’s Corporate Governance Guidelines for approval by the Board, and to review regularly and recommend updates to the Corporate Governance Guidelines, as appropriate;
3. To oversee the organization of the Board to discharge the Board’s duties and responsibilities properly and efficiently, including the annual evaluation of the Board and its committees;
4. To see that proper attention is given, and effective responses are made, to stockholder concerns regarding corporate governance;
5. To represent and assist the Board in fulfilling its responsibilities for generally overseeing HP’s public affairs, in particular regarding its policies and processes relating to HP’s public policy and government affairs activities;
6. To review, assess, report and provide guidance to management and the full Board regarding HP’s policies and programs relating to global citizenship (which includes, among other things, human rights, privacy, sustainability and corporate social responsibility) and the impact of HP’s operations on employees, customers, suppliers, partners and communities worldwide, as well as reviewing the annual Global Citizenship Report;
7. To provide guidance and recommendations to the Board regarding legal, regulatory and compliance matters the Committee may identify relating to current and emerging political, environmental, global citizenship and public policy trends; and
8. 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 consists of such 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 standards and HP's Corporate Governance Guidelines, as the Board determines. Any action duly 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 shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.
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.
4. Chairman. The Board may designate a Chairman of the Committee. In the absence of such designation, the Committee may designate the Chairman of the Committee by majority vote of the Committee. From time to time, the Chairman of the Committee may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

## III. Procedures

1. Number of Meetings. The Committee convenes at least four times each year, with additional meetings as appropriate.
2. Agenda. The Chairman will establish its agenda, with input from management, staff, the Lead Independent Director of the Board and other directors on the Committee and the Board as appropriate.
3. Executive Sessions. As appropriate, the Committee may meet in executive sessions.
4. 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 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.
5. Authority to Retain Advisors. In the course of its duties, the Committee has sole authority, at HP's expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify director candidates, including the sole authority to approve the consultant or search firm's fees and other retention terms. The Committee also has the sole authority, at HP's expense, to engage and terminate outside counsel or other advisors as the Committee deems appropriate to carry out its duties, including the sole authority to approve such outside counsel's or other advisor's fees and any other retention terms.
6. 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 Board for approval.
7. 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 Board.
8. Reporting to the Board. The Committee will report regularly to the Board with respect to the Committee's activities.

#### IV. Roles and 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 or required by applicable laws and listing standards, or by direction or resolution of the Board.

1. Board and Committee Composition. The Committee has the following responsibilities related to the composition of the Board and committees of the Board:
  - a. The Committee develops and recommends to the Board criteria for identifying and evaluating director candidates and periodically reviews these criteria.
  - b. Annually, the Committee assesses the size, structure, functioning and composition of the Board in light of the operating requirements of HP and other considerations the Committee deems appropriate, as approved by the Board, and identifies and

makes recommendations to the Board, including with respect to candidates for election as directors by stockholders at HP's annual meeting, consistent with criteria the Committee deems appropriate, as approved by the Board.

- c. The Committee identifies and recruits new directors, establishes procedures for the consideration of director candidates recommended by stockholders and considers candidates proposed by stockholders as part of this process.
- d. The Committee assesses the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- e. The Committee recommends to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- f. The Committee recommends to the Board the action to be taken with respect to any offer of resignation from a director who (i) did not receive a majority of votes cast at his or her election or (ii) is a non-employee director and whose job responsibilities have changed materially.
- g. The Committee, working with the Chairman of the Board, recommends to the Board the assignment of directors and Chairmen to committees of the Board to ensure that committee membership complies with the requirements of applicable laws and listing standards. Such recommendations take into account the experience, availability and preferences of the directors.
- h. The Committee periodically reviews the Board's leadership structure and recommends changes to the Board as appropriate, and makes a recommendation to the independent directors regarding the appointment of the Lead Independent Director of the Board.
- i. The Committee conducts a preliminary review of director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee, and makes recommendations to the Board relating to such matters.
- j. The Committee is responsible for and oversees the orientation program HP provides to new directors and makes recommendations regarding continuing education programs for directors, which may relate to corporate governance, trends in HP's industries or other appropriate topics.

2. Corporate Governance Principles. The Committee is responsible for

establishing and reviewing HP's corporate governance principles, including the Corporate Governance Guidelines and related policies, taking into account best practices. The Committee will regularly review and make recommendations to the Board, as appropriate, to update the Corporate Governance Guidelines and related policies.

3. Charter Documents and Charters for Committees of the Board. The Committee reviews proposed changes to HP's Certificate of Incorporation and Bylaws, and charters of the committees of the Board, and makes recommendations for any changes to the Board.
4. Stockholder Rights Issues. The Committee assesses and makes recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
5. Related-Person Transactions. The Committee establishes policies and procedures for the review and approval of related-person transactions. In addition, the Committee will conduct ongoing reviews of potential related-person transactions and conflicts of interests and will be responsible for the review and approval of all "related-person transactions" as defined in applicable Securities and Exchange Commission rules.
6. Outside Directorships. The Committee reviews and approves, as appropriate, any requests from directors and Section 16 officers, as defined in the Securities Exchange Act of 1934 ("Section 16 Officers"), to stand for election to any outside for-profit boards of directors.
7. Stockholder Proposals. The Committee reviews stockholder proposals in conjunction with the Chief Executive Officer ("CEO") and recommends Board responses.
8. Proxy Advisory Firms. The Committee reviews emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations on such matters.
9. Receipt of Information. The Committee reviews and assesses the channels through which the Board receives information, and the quality and timeliness of information received.
10. Board, Committee and Management Evaluations. The Committee, working with the Chairman of the Board (if the CEO and Chairman positions are separate) and the Lead Independent Director, if any, oversees the annual self-evaluation of the Board and its committees.
11. Requests for Permissive Indemnification. The Committee reviews claims for permissive indemnification under Article VI of HP's Bylaws, provided that the Committee may delegate to employee or employees of HP as it deems appropriate such claims that:

- a. are in the ordinary course of business;
- b. do not involve a material financial commitment by HP; and
- c. do not involve Section 16 Officers or directors.

Such employee or employees will report to the Committee on any activities pursuant to such delegation.

12. Public Policy Trends and Issues. The Committee identifies, evaluates and monitors the social, political and environmental trends, issues, concerns, legislative proposals and regulatory developments, domestic and foreign, which could significantly affect the public affairs of HP. In addition, from time to time, the Committee reviews, assesses, reports and provides guidance to management and the full Board with respect to such matters as, but not limited to, the following:
- a. Matters of local, national and international public policy affecting HP's business, including trade policy and major legislative and regulatory developments;
  - b. Relations with regulators, governmental agencies, public interest groups, other stakeholders and countries in which HP does business;
  - c. Policies and programs with respect to global citizenship;
  - d. Guidelines and policies for political activities and expenditures, including controls and procedures that management institutes to ensure such activities and expenditures are conducted in a legal and ethical manner. The Committee will review the guidelines and policies for political activities and expenditures at least annually; and
  - e. HP's political activities and expenditures, including those of a political action committee, which the Committee will review at least annually.
13. Oversight of Government Relations Activities. The Committee will oversee the policies relating to, and the manner in which HP conducts, its government relations activities.