

AUDIT COMMITTEE CHARTER

HP Inc Board of Directors

(as amended and restated, effective June 22, 2022)

I. Purposes and Authority

The general purposes of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of HP Inc. (“**HP**”) are to:

1. Oversee and review the effectiveness of HP’s financial reporting processes and functions, including HP’s disclosure controls and procedures and internal controls over financial reporting (“**ICFR**”);
2. Select, engage, and oversee HP’s independent registered public accounting firm, and to review the firm’s qualifications and independence, audit or review of HP’s financial statements, provision of audit and non-audit services, and reports and other required communications to the Committee;
3. Oversee and review HP’s compliance with applicable periodic and annual reporting and disclosure requirements and the announcement of earnings results and guidance;
4. Approve the Committee report required to be included in HP’s annual proxy statement;
5. Oversee and review the scope and performance of the internal audit function;
6. Monitor the effectiveness of HP’s ethics and compliance programs and review the results of and management’s response to significant internal or external investigations;
7. Review HP’s significant strategic, enterprise, and other risks and oversee management’s establishment of effective governance, programs, and processes to identify, assess, and mitigate such risks;
8. Oversee and review the adequacy and effectiveness of HP’s cybersecurity, information and technology security, and data privacy programs, procedures, and policies; and



9. Perform such other duties and responsibilities as are enumerated in or consistent with this charter or as delegated by the Board.

II. Membership

1. Membership. The Committee will consist of no fewer than three directors.
2. Qualifications; Independence. Each member of the Committee will have such qualifications as the Board determines; provided that each member must be independent within the meaning of applicable laws and regulations, the New York Stock Exchange (“**NYSE**”) Corporate Governance Standards, and HP’s Bylaws and Corporate Governance Guidelines, each as the Board determines. In addition, each member of the Committee must be “financially literate,” and at least one member must be an “audit committee financial expert,” each as determined by the Board in accordance with applicable NYSE Corporate Governance Standards and U.S. Securities and Exchange Commission (“**SEC**”) rules. No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. 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 foregoing membership qualifications shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent otherwise required by applicable laws or regulations.
3. Removal. The entire Committee or any individual member of the Committee may be removed with or without cause by the affirmative vote of a majority of the Board upon the recommendation of the Nominating, Governance and Social Responsibility Committee (the “**NGSR Committee**”).
4. Committee Chair. The Board may designate a Chair of the Committee (the “**Chair**”). In the absence of such designation, the Committee may designate the Chair by majority vote of the Committee. The Chair 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 will meet as often as may be deemed necessary or appropriate.
2. Agendas, Minutes, and Records. The Chair will establish the meeting agendas, with input from management, staff, the Chair of the Board, the Lead Independent Director of the Board (if any), and other members of the Committee and the Board



as appropriate. The Corporate Secretary will maintain minutes of the Committee's meetings and records relating to those meetings.

3. Quorum. A majority of the members of the Committee present will constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any members that may leave less than a quorum.
4. Executive and Private Sessions. The Committee will meet as often as may be deemed necessary or appropriate in executive session at which only the Committee members are present and in private sessions with each of management, the internal auditors, and the independent registered public accounting firm.
5. Delegation of Authority.
 - The Committee may create a subcommittee consisting of one or more members of the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or regulations.
 - The Committee may delegate any of its duties and responsibilities to the Chair, one or more members of the Committee, another director, or other persons, including HP personnel, unless otherwise prohibited by applicable laws or regulations.
 - Any subcommittee or other duly authorized delegate will report to the Committee regarding any activities undertaken pursuant to such delegation.
 - The Committee may terminate any subcommittee and revoke any delegation at any time.
6. Authority to Retain Advisors. The Committee will have sole authority, at HP's expense, to engage, compensate, and terminate any consultants, outside counsel, or other advisors, including the independent registered public accounting firm, as the Committee deems advisable (collectively, the "**Advisors**"). The Committee will be directly responsible for the oversight of the work of any Advisors retained by the Committee and will receive appropriate funding, as determined by the Committee, from HP for payment of reasonable compensation to any Advisors.
7. Charter Review. The Committee will annually review and assess the adequacy of this charter and will submit any recommended changes to the charter to the NGSR Committee for approval.



8. Performance Review. The Committee will annually undertake an evaluation assessing its performance with respect to its purposes, roles, and responsibilities set forth in this charter.
9. Reporting to the Board. The Committee will regularly report to the Board concerning the Committee's activities.
10. Open Access. The Committee will have open access to HP's internal auditors, Board Chair, HP executives and personnel, and independent registered public accounting firm, as well as HP's books, records, and facilities.

IV. Roles and Responsibilities

The roles and responsibilities of the Committee are as follows:

1. HP's Financial Reporting Processes and Functions. The Committee will oversee, periodically review, and, as appropriate, make recommendations to the Board concerning the effectiveness of HP's financial reporting processes and functions.
2. Independent Registered Public Accounting Firm. The Committee will oversee, periodically review (or, if specified in this charter, at least annually review), and, as appropriate, make recommendations to the Board concerning:
 - *Appointment, compensation, retention, and performance of the independent registered public accounting firm*, which firm will report directly to the Committee, including:
 - a. evaluating the independent registered public accounting firm's qualifications, independence, and performance (including an evaluation of the lead audit partner); and
 - b. overseeing 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 (including direct involvement in the selection of the independent registered public accounting firm's new lead audit partner), with applicable time-out periods, in accordance with SEC regulations.

The Committee will periodically consider whether there should be a regular rotation of the independent registered public accounting firm.

The Committee is responsible for annually recommending to the Board its selection of the independent registered public accounting firm for ratification by the stockholders.



- *Audit and non-audit services and fees*, including:
 - a. reviewing and approving in advance the scope of the independent registered public accounting firm's audit and audit-related services and related fees; and
 - b. establishing policies for and reviewing and approving in advance the independent registered public accounting firm's non-audit services and related fees.

The Committee may delegate to the Chair the authority, within agreed limits and unless otherwise prohibited by law, to pre-approve audit-related and non-audit services 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.

- *Reports from and relationships with the independent registered public accounting firm*, including obtaining from and reviewing, at least annually, a report by the independent registered public accounting firm describing:
 - a. its internal quality control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm by any governmental or professional authority, any inquiry or investigation within the preceding five years regarding any audit performed by the firm, and any steps taken to deal with any such issues, and
 - b. its annual written statement delineating all relationships or services between the independent registered public accounting firm and HP and individuals in financial reporting oversight roles at HP that may reasonably be thought to bear on the firm's independence as required by applicable auditing standards of the Public Company Accounting Oversight Board ("**PCAOB**").
 - *Hiring Policies*, including setting and monitoring compliance with hiring policies for employees or former employees of the independent registered public accounting firm.
3. Financial Statements; Other Disclosures Contained in 10-Ks and 10-Qs. The Committee will oversee, review, and, as appropriate, make recommendations to the Board concerning:



- *Annual audited and quarterly financial statements*, including reviewing and discussing with management and the independent registered public accounting firm:
 - a. HP's annual audited and quarterly financial statements;
 - b. significant accounting principles and financial statement presentations, including any significant changes in HP's selection or application of accounting principles, significant acquisitions or divestitures, and the effect of regulatory and accounting initiatives and off-balance sheet structures on HP's financial statements;
 - c. 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, as well as alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm;
 - c. any disagreements, problems, or difficulties the independent registered public accounting firm encountered in dealing with management during the performance of a review or audit and management's response;
 - d. the results of the independent registered public accounting firm's audit and the firm's opinion on the annual financial statements, including critical accounting policies and practices used in the audit;
 - e. the matters required to be discussed by the independent registered public accounting firm under applicable standards adopted by the PCAOB; and
 - f. Inclusion of the audited financial statements in HP's Annual Report on Form 10-K.
- *Other 10-K and 10-Q disclosures*, including Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, and other disclosures required to be contained in HP's 10-Ks and 10-Qs by applicable laws and regulations, such as, but not limited to, human capital management, cybersecurity, and climate change disclosures. 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.



4. Earnings Announcements and Earnings Guidance. The Committee will oversee, review, and, as appropriate, make recommendations to the Board concerning earnings announcements and press releases, corporate policies with respect to dissemination of financial information, and earnings guidance provided to investors.
5. Controls and Procedures. The Committee will oversee, periodically review (or, if specified in this charter, annually review), and, as appropriate, make recommendations to the Board concerning:
 - *Disclosure controls and procedures*, including the adequacy and effectiveness of HP's disclosure controls and procedures.
 - *Internal controls over financial reporting ("ICFR")*, including the adequacy and effectiveness of HP's ICFR, any significant changes, significant deficiencies, or material weaknesses in such controls, any special audit steps adopted in light of material control deficiencies, and any fraud, whether or not material, that involves management or other HP employees who have a significant role in such controls. The Committee will also review the annual report prepared by management and attested to by the independent registered public accounting firm assessing the effectiveness of HP's ICFR.
6. Committee Report for Proxy Statement. The Committee will oversee, review, and approve the Committee report required to be included in HP's annual proxy statement.
7. Internal Audit. The Committee will oversee, periodically review, and, as appropriate, make recommendations to the Board concerning the overall scope, qualifications, resources, activities, reports, organizational structure, and effectiveness of the internal audit function. The Committee will approve the appointment, replacement, reassignment, or dismissal of the Chief Audit Executive ("**CAE**"). The CAE may report to and communicate directly with the Chair and the Committee. The CAE will annually report to the Committee on the effectiveness of the internal audit function.
8. Ethics and Compliance. The Committee will oversee, periodically review, and as appropriate, make recommendations to the Board concerning:
 - *HP's ethics and compliance programs*, including the Chief Ethics and Compliance Officer's ("**CECO**") and the CAE's review of compliance with applicable laws, regulations, listing standards, HP's code of conduct ("**Integrity at HP**"), and internal audit reports. The CECO may report to and communicate directly with the Chair and the Committee, including as to any matter involving criminal conduct or potential criminal conduct. The CECO will annually report to



the Committee on the implementation and effectiveness of the ethics and compliance programs.

- *Complaints and submissions*, including procedures for the receipt, retention, treatment, and investigation, of complaints regarding accounting, internal accounting controls, and auditing matters, and procedures for confidential, anonymous submissions by HP's employees of concerns regarding such matters and compliance with Integrity at HP.
 - *Investigations*, including the results of and management's response to significant internal investigations or investigations, examinations, or reviews performed by regulatory or other authorities. The Committee may conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
 - *Attorneys' reports*, including attorneys' reports concerning evidence of material violations of law and breaches of fiduciary duty.
9. Enterprise Risk. The Committee will oversee, periodically review, and, as appropriate, make recommendations to the Board concerning HP's significant strategic, enterprise, and other risks (including significant risks or exposures relating to litigation and other proceedings and regulatory matters that may have a significant impact on HP's financial statements) and management's establishment of effective governance, programs, and processes to identify, assess, and mitigate such risks. The Committee will coordinate and work in collaboration with the Board's other committees, which may also have responsibility for oversight of various aspects of the HP's significant strategic, enterprise, and other risks, as set forth in their respective charters.
10. Cybersecurity, Information Security, and Data Protection. The Committee will oversee, periodically review, and, as appropriate, make recommendations to the Board concerning the adequacy and effectiveness of HP's cybersecurity, information and technology security, and data protection programs, procedures, and policies.
11. Related Party Transactions. The Committee will oversee, periodically review, and, as appropriate, make recommendations to the Board concerning relevant related party transactions governed by applicable accounting standards (other than related-person transactions addressed by the NGSR Committee).

