



Conflicts of Interest Policy

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| Organization: <i>Global Legal Affairs</i> | Policy Number: <i>HP011-01</i> |
| Sponsor: <i>Deputy General Counsel</i> | Contact : <u>Ethics and Compliance Office</u> |

Introduction

As HP employees, we have a duty of loyalty to HP. Consistent with this Policy and other HP policies, including Integrity at HP, the company code of conduct, HP expects its employees to maintain the highest standard of integrity in all business relationships, both inside and outside HP. As explained further below, HP employees should never use their position for personal gain and must avoid situations which could damage HP's reputation and/or interests.

A conflict of interest can exist in any situation where loyalties may be divided between our company's interests and our own, or between HP's interests and those of anyone outside HP. We must avoid situations where an actual conflict of interest exists or situations which create even the appearance of a conflict of interest or divided loyalties.

Most conflicts of interest can be avoided by complying with this Policy. However, the Policy does not cover all potential situations where loyalties may be divided or may appear to be divided. We are all responsible for using good judgment to objectively evaluate activities that may result in a conflict of interest or an appearance of a conflict of interest, along with asking questions and sharing concerns about potential conflict situations (with managers or the HP [Ethics and Compliance Office](#)) so that appropriate guidance can be provided.

Scope

This Policy applies globally to HP employees at all levels, including members of the HP Board of Directors and the boards of HP subsidiaries. Violations of this Policy may lead to disciplinary action, up to and including termination of employment with HP. An employee who knows of or suspects a violation of this Policy must report these concerns promptly to the HP Ethics and Compliance Office or to their HP Legal representative.

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Potential Areas of Conflict

Outside Employment Generally

A. *Outside Employment Generally:*

1. *HP policy does not prohibit all outside employment. However, it is your responsibility to ensure that outside employment and other activities do not negatively impact your work at HP, involve misuse of HP information or assets, create a conflict for HP, or otherwise adversely affect HP's interests.*
2. *You must not engage in any outside employment or activities, including seeking business opportunities outside HP, that may improperly influence, or appear to improperly influence, your judgment, your decisions, or your actions in your role at HP. To assess whether a conflict of interest may exist, you need to consider all outside activities in which you may be involved, regardless of whether your role in the activity is called an employee, consultant, contractor, owner, investor, or volunteer, and regardless of whether you receive compensation. Some factors to consider include the following:*
 - a. *Does the behavior conflict with your HP job or misuse HP assets? You may not engage in outside employment or activities that improperly influence, or may reasonably be perceived as improperly influencing, your job at HP. Thus, you may accept outside employment or engage in other activities only if it does not interfere with your ability to perform your HP job. If you accept outside employment and it impacts your performance in any way, you must promptly notify your manager or the Ethics and Compliance Office. Furthermore, outside employment and other activities may not be performed on HP premises or while you represent HP at outside meetings or conferences, and you may not utilize any HP resources, including computing and communication systems. You may not solicit HP employees or others with whom you deal on behalf of HP, for any outside business or activity.*
 - b. *Does the conduct involve the sale of HP or competitor products or services? You may work or volunteer outside of HP if the outside activity does not involve selling HP products or services, or products or services similar to HP's, including consulting and technical support services for HP products. This rule is not intended to keep you from offering modest, incidental support and advice to your friends and family regarding their HP equipment, provided you do not accept any compensation in return. Outside of your HP employment, you may not provide consulting, promotion, support, or other services for the products or services of HP or an HP competitor. If you are unsure whether the consulting or service at issue is too similar to that of HP or its competitors, please ask your manager or the HP Ethics & Compliance Office.*
 - c. *Does the conduct create confusion regarding your HP employment status? You may only provide services to HP in your role as an HP employee. For example, you may not be a*

consultant or agency worker to HP if you are currently an HP employee. You may also not promote your personal product, such as a book, while representing HP.

3. *Employment by Competitors and Partners is Prohibited:*

- a. Competitors: You may not work for a competitor of any HP business group or operation.
- b. Channel partners, suppliers, and other business partners: You may not work for an HP business partner, including: HP channel partners, suppliers, Original Equipment Manufacturers(OEMs), Original Design Manufacturers (ODMs), alliance partners, or marketing partners. If you have a question regarding an employment opportunity and whether it falls under the prohibition set forth above, please contact the HP Ethics and Compliance Office.

4. *Employment by Customers Requires Written Approval: With written approval from your manager and (if applicable) director as set out below, you may work for an HP end-user, depending on your relationship with the customer.*

- a. *If your work for the customer relates to the purchase, support, or disposition of HP products or services, or if you have business dealings with the customer on behalf of HP, or if your department, function, or team has business dealings with the customer, you may work for an HP end-user customer only if you receive written approval from your manager and director. If you are an HP director or executive, issues related to this Policy must be disclosed to, and written approval sought from, your direct manager. Any and all written approvals must be uploaded to Workday.*
- b. *If your work for the customer does not relate to the purchase, support, or disposition of HP products/services and does not involve HP business dealings with the customer, you may work for an HP end-user customer only if you receive written approval from your manager (approval from your director is not required).*
- c. *In determining whether to grant approval, managers should consider factors such as whether the customer makes only occasional retail purchases of HP home or small business products from an HP retailer or hpshopping.com. In unclear situations, managers can contact the Ethics and Compliance Office or their business attorney for advice.*

B. *Service at Another Organization:*

1. *Service as a director or officer or on the advisory board of another company:*

- a. *Serving as a director or officer, or on the advisory board, of another company or organization may lead to conflicts of interest, whether serving at HP's request or otherwise (e.g., serving on your own or as an outside activity). You should understand and comply with the requirements of HP's Service by HP Employees as a Director or Officer of a Non-HP Company Policy, including obtaining additional prior written approvals as required therein, regarding service as a director or officer or on the advisory board at any of the following:*
 - i. *Companies that support or promote a competitor's products or services*
 - ii. *HP customers, channel partners, suppliers, and business partners*
- b. *Trade or industry associations, standards-setting organizations, academic or civic organizations, and similar organizations*

- c. *Under no circumstances are you permitted to serve as a director or officer or on the advisory board of an HP competitor.*
- d. *Should you have questions regarding serving as a director or officer of another entity, please contact the HP Ethics and Compliance Office.*
- e. *Where applicable, you must comply with the requirements and approval process set forth in the HP Service by HP Employees as a Director or Officer of a Non-HP Company Policy.*

C. Volunteer Activities and Charitable Solicitations:

HP encourages your personal involvement in charitable, professional, and other community organizations. However, you may experience divided loyalties in certain volunteer situations. Except as part of an HP-sponsored volunteer event, service must be performed on your own time, unless the hours are part of the approved Volunteer Time Off (VTO) listed in the Global Volunteerism Policy. Use of HP resources (if any) to support volunteer activity must be infrequent and kept to a minimum.

1. *Influencing HP decisions: You may not participate in HP decisions regarding a charity or other organization where you volunteer, and you may advocate the organization's interests within HP only if you first disclose your connection to it. If you volunteer at an organization that may be an HP customer, competitor, channel partner, supplier, or other business partners, you must follow the requirements of the Outside Employment section of this policy.*
2. *Solicitations: You may not solicit donations, directly or through the use of company resources (e.g., HP email), on HP premises or during working hours, except as part of an HP-sponsored event such as a charity drive sponsored by the Corporate Affairs-Living Progress Initiatives organization. You should refer to the Grant Making Website and the HP Global Charitable Contributions Policy. In the U.S. and Canada, solicitation of co-workers is subject to the HP U.S. and Canada Property Access, Employee Solicitation, Distribution, and Posting Policy. You may solicit donations from HP business partners only if there is no appearance of a conflict of interest based on your status as an HP employee.*
3. *For additional guidance regarding volunteering and other charitable activities, please refer to Frequently Asked Questions or contact the HP Ethics and Compliance Office.*

D. Family and Personal Relationships

HP respects the privacy of its employees and is generally not concerned with any employee's family, romantic, or other personal relationships. However, such relationships that affect an employee's responsibility to make decisions in the best interests of the company may create a conflict of interest or a perceived conflict of interest.

For purposes of this Policy, "immediate family member" includes spouses, domestic partners, parents, step-parents, children, step-children, siblings, and in-laws. Additionally, anyone residing in an immediate family member's home other than a tenant or employee will also be considered a family member. "Close personal relationships" include romantic relationships but may also include other relationships, particularly financial relationships, such as partners in ownership of a business or property.

1. Immediate Family Members and Close Personal Relationships within HP

Immediate family members and individuals in close personal relationships are not permitted to engage with each other in the following way within HP:

- a. Manager/subordinate relationships: Immediate family members or individuals with close personal relationships should not report to each other, either directly or indirectly (such as dotted-line), including in an engagement manager and contractor or contingent worker capacity.*
- b. Ability to make employment-related decisions: Immediate family members or individuals with close personal relationships should not directly or indirectly be involved in each other's employment-related decisions such as hiring, work assignments, compensation, performance reviews, disciplinary actions, or recommendations for promotions.*
- c. In the event you find yourself in one of the foregoing situations because of organizational changes or other circumstance outside your control, you must promptly disclose in writing the situation to your manager and director. If you are an HP director or executive, issues related to this Policy should be disclosed to, and written approval sought from, your direct manager. You must disclose this potential conflict to subsequent managers and directors in the event of organization changes. All approvals related to this outside employment activity must be uploaded to Workday by following the defined process.*

If you are unsure about the potential for conflict arising from your situation, or for additional guidance regarding family and personal relationships within HP, please refer to Frequently Asked Questions or contact the HP Ethics and Compliance Office.

2. Immediate Family and Close Personal Relationships Involving Third Parties

- a. If an immediate family member or an individual with whom you have a close personal relationship owns, or is employed by, a third party with which HP conducts business, you must obtain written approval from your manager and you must upload that approval to Workday.*
- b. HP's interests can be compromised when an HP employee's immediate family member, or someone with whom the employee has a close personal relationship, owns or is employed by a third party involved in HP's business, such as an HP competitor, channel partner, supplier, or customer. Such situations are not prohibited, but they call for increased sensitivity to confidentiality and conflicts of interest*
- c. Business with your family or friends: You are responsible for recognizing when you have, potentially have, or could be perceived as having, a conflict of interest. You should consult your manager if you have questions about the circumstances that might create a conflict of interest. You must disclose in writing to your manager and your director all situations in which you or your HP group may be conducting HP business with an immediate family member or anyone with whom you have a close personal relationship. With written approval from your manager and director, your HP group or department may conduct business with your immediate family members or friends, or entities they own or control, but you will be required to remove yourself from decisions relating to the business relationship. You must disclose this potential conflict to*

subsequent managers and directors in the event of organization changes. If you are an HP director or executive, issues related to the above should be disclosed to, and written approval sought from, your direct manager. All approvals related to this outside employment activity must be uploaded to Workday by following the defined process.

- d. Relationships with business partners: If an immediate family member or anyone with whom you have a close personal relationship works for or provides services to a current or potential business partner, supplier, contractor, or customer, and you have any decision-making authority or other influence over the underlying business relationship, you must disclose in writing the situation to your manager and director. You must disclose this potential conflict to subsequent managers and directors in the event of organization changes. If you are an HP director or executive, issues related to the above should be disclosed to, and written approval sought from, your direct manager. All approvals related to this outside employment activity must be uploaded to Workday by following the defined process.*
- e. Relationships with HP competitors: If an immediate family member or anyone with whom you have a close personal relationship works for or provides services to a competitor and the circumstances may create an appearance of impropriety or otherwise result in a conflict of interest, you must disclose the situation in writing to your manager and director. If you are an HP director or executive, issues related to the above should be disclosed to, and written approval sought from, your direct manager. All approvals must be uploaded to Workday by following the defined process.*
- f. Relationships with government officials: Additional legal and ethical restrictions may apply with respect to relationships with government officials. In order to avoid even the appearance of a conflict of interest, if an immediate family member or anyone with whom you have a close personal relationship is a government official with regulatory authority over or authority to make or influence a decision to obtain or retain HP business, you must disclose the relationship in writing to your manager and director¹ and you will be required to remove yourself from decisions relating to the business relationship. Further guidance on proper dealings with government officials can be found in HP's Anti-Corruption Policy. If you are an HP director or executive, issues related to the above should be disclosed to, and written approval sought from, your direct manager.*

For additional guidance regarding family and personal relationships involving third parties, please refer to Frequently Asked Questions or contact the HP Ethics and Compliance Office.

E. Organizational Conflicts of Interest

Regulations in the U.S. and other countries may restrict HP's ability to engage in public sector and commercial bidding processes as a result of the information obtained by an HP employee during the performance of a contract. For example, HP may be required to avoid, neutralize or mitigate potential conflicts of interest that arise when, as part of the performance of a contract, an employee: (a) has access to non-public information that leads to a competitive advantage in a future bid by HP; or (b) participates in preparing the statement of work or specifications, establishing source selection criteria, or otherwise influencing the "ground rules" of a future contract for which HP may bid.

If you believe such circumstances may exist, you should contact local HP legal counsel and the Competitive Market Knowledge Board.

F. Personal Benefit or Gain from HP Business

Receiving personal benefits from others because of your status as an HP employee may lead to divided loyalties. You may not receive any personal profit or advantage other than your compensation from HP in connection with any transaction involving HP

1. **Business amenities:** Receiving business amenities, such as gifts or entertainment, may result in a conflict of interest. You must comply with the HP Global Business Amenities Policy. Should you have questions regarding business amenities, please contact ECO's Amenities Office.
2. **Business opportunity:** You may not take for yourself, or advise others to take, any potential business opportunity that would otherwise be available to HP. For example, if you become aware that HP may be interested in purchasing property as the site for an HP facility, you may not purchase the property and re-sell it to HP.
3. **Commissions:** You may receive commissions or any other form of payment from HP business partners in connection with HP business transactions only if you first receive approval in writing by your Executive in connection with joint marketing programs or the like.
4. **Customer loyalty programs:** You may not participate in customer loyalty programs from HP suppliers that award cash, merchandise, services, or other benefits. The sole exception to this rule is that you may participate in published frequent traveler programs, except to the extent they offer cash refunds. You may not undertake any HP activity to benefit a supplier in order to receive a discount on personal purchases.

For additional guidance regarding personal benefit or gain from HP business, please refer to Frequently Asked Questions or contact the HP Ethics and Compliance Office.

G. Financial Interests in Other Businesses

You may not have personal or family financial interest in an HP customer, reseller, supplier, partner, or competitor if that financial interest could improperly influence your judgment in your HP role. In this context, "financial interests" include investment, ownership, and creditor interests, as well as any other financial arrangement that provides a share of profits or revenues. Certain transactions are also covered by the HP Insider Trading Policy

1. **Financial interests.** You must not have any significant financial interest in any HP customer, reseller, supplier, partner, competitor, or other business if you are in a position to influence HP decisions relating to that business. You must not have any role at HP that would enable you to influence HP decisions regarding any HP customer, reseller, supplier, partner, competitor, or other business in which your spouse, domestic partner, significant other, parents, children, siblings, or others with whom you are closely associated, have a significant financial interest. In this context, whether an interest is significant depends on whether it may be sufficient to influence your judgment. In general, holding a relatively small amount of a publicly traded stock will not be regarded as likely to influence your judgment.

2. **Founder's stock.** *Founder's stock, or "friends and family" stock, is sometimes offered to select individuals at a price lower than that offered to the general public. You may not purchase such stock in any company with which you deal on HP's behalf.*

H. Use of HP Resources

HP provides a wide variety of assets for employees to use as they conduct company business, including computers, communications systems, and other equipment and materials. Although you may occasionally use some of these resources for incidental personal activities, it is your duty to keep this usage to a minimum and to comply with all HP policies and guidelines.

1. *The following provisions apply to use of HP resources even outside your working hours and outside HP premises:*
 - a. **Computer and communication systems:** *Company-supplied assets, including communication systems, cellular telephones, and computer equipment, are HP property and should be used primarily for business purposes.*
 - b. **U.S. tax implications of personal use of company equipment:** *Use of HP owned or leased equipment may be considered taxable income to an employee if the equipment is used for personal reasons for a time period that is longer than defined limits. Company equipment covered by this requirement includes computers and peripheral equipment and other similar equipment.*
 - c. **Prohibited activity:**
 - i. *You may not use any HP resource in violation of the law.*
 - ii. *You may not allow other people, including your friends and family, to use HP resources for any purpose.*
 - iii. *You may not use any HP resource to create, transmit, receive, store, or display messages, images or materials that are offensive, sexually suggestive, or disruptive. Such prohibited materials include, but are not limited to those:*
 - *That are considered threatening, harassing, or offensive*
 - *That contain profanity, vulgarity, or sexually suggestive or explicit messages or images*
 - *That are demeaning or defamatory, or that contain images or comments that would be offensive with regard to any person's age, race, national origin, ethnic background, sex, sexual orientation, religion, disability, or political beliefs*
 - iv. *You may not use HP resources to infringe the copyright or other intellectual property rights of any third party (for example, in digital music or video files, MP3s, or other similar material).*
 - v. *HP resources may not be used for personal gain, for gambling, to send chain letters, or to solicit for, post, or distribute information concerning personal, commercial, political, religious, or other non-work causes, with the limited exceptions provided for U.S. and Canada work sites in the HP US and Canada Property Access, Employee Solicitation, Distribution, and Posting Policy.*
 - d. **Security:** *You may not use any HP asset for personal activities that may lead to the loss or damage of the asset. You are responsible for safeguarding the integrity of HP systems,*

including not exposing the system to computing viruses or enabling a breach of HP's security firewall. You are required to comply with the policies set forth by the HP Information Technology organizations for the appropriate use and security of HP's electronic systems.

- e. **Inspection:** *HP-supplied communication and computer systems and all messages and information created, transmitted, received, stored, or displayed on such systems are company property and are not personal or private in any way. Subject to applicable law, HP may access and inspect all HP resources that you may use for personal activity and other equipment belonging to HP. You should not have any expectation of personal privacy in any messages or records created using HP resources or transmitted by HP systems. For reasons related to safety, supervision, security, and other concerns, HP may inspect persons and property on HP premises at any time and without notice, subject to applicable law.*

I. Intellectual Property

The HP Intellectual Property (IP) organization manages the lifecycle IP assets, including HP patents, trademarks, copyrights, trade secrets, technical designs, and know-how.

HP's intellectual property portfolio, including IP generated while doing your job, contributes to the strength of HP and you have a duty to protect these valuable assets from misuse and unauthorized disclosure.

1. **Ownership:** *HP generally owns all the intellectual property that you generate during the period of your employment with HP, or that are created by other parties for HP. You may not privately protect or exploit intellectual property generated during the course of your employment with HP, except with written permission from the HP Development Company (HPDC) or as otherwise provided by law.*
2. **Patents and inventions:** *Your inventions may be protected by patents and it is important that you promptly disclose them to HP. You may not publish or disclose any invention or trade secret related to potentially patentable ideas without written approval from HP Legal.*
3. **Trade secrets and confidentiality:** *You must not share any HP sensitive information with anyone except in accordance with HP policies and guidelines. See the HP Confidential Information Policy. Should you have questions about the above or need additional information on any IP related topics (licensing agreements, copyrights, patents and inventions, or trademarks), please consult the IP attorney responsible for your business unit.*

Disclosing Potential Conflicts

*If you believe you have a situation that may be a potential conflict of interest, may have the appearance of a conflict of interest, or is otherwise covered by this Policy, you must promptly disclose the matter **in writing** to the appropriate individuals as set out in this Policy. Please refer to the below matrix for guidance:*

| Potential Area of Conflict | Activity or Situation | Approvals Needed | Approval Type |
|----------------------------|--|--|--|
| Outside Employment | Working for a competitor | Not permitted under any circumstances | Not permitted under any circumstances |
| | Working for a channel partner | Not permitted under any circumstances | Not permitted under any circumstances |
| | Working for a supplier | Not permitted under any circumstances | Not permitted under any circumstances |
| | Working for a business partner | Not permitted under any circumstances | Not permitted under any circumstances |
| | Working for an end-user customer as it relates to the purchase, support, or disposition of HP products or services | Manager and Director ¹ | In writing and written approval uploaded to Workday |
| | Working for an end-user customer if you or your business team, function, or department have dealings with the customer on behalf of HP | Manager and Director ¹ | In writing and written approval uploaded to Workday |
| | Working for an end-user customer outside of the two immediately preceding situations | Manager | In writing and written approval uploaded to Workday |
| Other Activities | Serving as a director or officer or on an advisory board of a HP competitor | Not permitted under any circumstances | Not permitted under any circumstances |
| | Serving on an advisory board of any HP customer, channel partner, supplier, or other business partner, trade or industry association, standards-setting organization, or academic or civic organization, and other similar organizations, or the advisory board of a company or organization that supports or promotes an HP competitor's products or services | Manager and (if applicable) Director ¹ As needed, please refer to HP's Service by HP Employees as a Director or Officer of a Non-HP Company Policy | In writing and written approval uploaded to Workday |
| | Serving as a director or officer of another entity | Please refer to HP's Service by HP Employees as a Director or Officer of a Non-HP Company Policy | Please refer to HP's Service by HP Employees as a Director or Officer of a Non-HP Company Policy |
| Volunteering | Participating in volunteer activities | None needed | None needed |

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| Family and Personal Relationships Within HP | <i>Manager/subordinate relationship with family members or individuals in close personal relationships</i> | <i>Not permitted under any circumstances</i> | <i>Not permitted under any circumstances If the situation changes, report immediately to manager and director</i> |
| | <i>Involvement in employment-related decisions for family members or individuals in close personal relationships</i> | <i>Not permitted under any circumstances</i> | <i>Not permitted under any circumstances If the situation changes, report immediately to manager and director</i> |
| Family and Personal Relationships Involving Third Parties | <i>Business with family, friends, or other close personal relationships</i> | <i>Manager and Director¹</i> | <i>In writing and written approval uploaded to Workday</i> |
| | <i>Relationships with business partners</i> | <i>Manager and Director¹</i> | <i>In writing and written approval uploaded to Workday</i> |
| | <i>Relationships with HP competitors</i> | <i>Manager and Director¹</i> | <i>In writing and written approval uploaded to Workday</i> |
| | <i>Relationships with Government Officials</i> | <i>Manager and Director¹</i> | <i>In writing and written approval uploaded to Workday</i> |
| Intellectual Property | <i>Licensing agreements</i> | <i>Please refer to IP Approval Process</i> | <i>Please refer to IP Approval Process or</i> |
| | <i>Patents and inventions</i> | <i>HP Legal</i> | <i>In writing</i> |
| | <i>Trade secrets and confidentiality</i> | <i>Not permitted under any circumstances</i> | <i>Please refer to HP's Confidential Information Policy</i> |

¹ If you are an HP director or executive, issues related to this Policy should be disclosed to, and approval sought from, your direct manager.

In situations that require approval, the responsible manager will review the matter and communicate HP's position in writing (which includes email). You will have a continuing obligation to disclose any change in circumstances that create a situation covered by this Policy, and you should immediately notify your manager, in writing, of any such changes. Managers and directors should keep copies of your disclosure and HP's response in your personnel file.

Your manager may not authorize exceptions to this Policy outside the approval process, or by informal or

unwritten approval. If this Policy says that an exception requires approval by a manager, director, Executive, or otherwise, disclosure and approval must be as provided in this Policy, and disclosure or approval to others in HP is not sufficient, except if this Policy says an exception requires approval by a director or Executive, approval may also be granted by higher-level company officers in the HP employee's business unit or function.

Questions and Guidance

Should you have questions or need clarification regarding conflicts of interest, you may contact the Ethics and Compliance Office

References

[Integrity at HP](#)

Employee Volunteerism Policy

Service by HP Employees as a Director or Officer of a non-HP Company

Insider Trading Policy

Confidential Information Policy

Market Knowledge Board

Global Business Amenities Policy

US and Canada Property Access, Employee Solicitation, Distribution, and Posting Policy