

Hewlett-Packard Company Board of Directors Nominating and Governance Committee Charter

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Hewlett-Packard Company (“HP”) is:

1. To recommend to the Board candidates to be nominated for election as directors by shareholders at HP’s annual meeting, consistent with HP’s Board Composition Guidelines;
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 effectively, including oversight with the Chairman of the Board of the annual evaluation of the Board and its committees;
4. To see that proper attention is given, and effective responses are made, to shareholder concerns regarding corporate governance; and
5. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

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 or listing standards, as the Board determines.
3. Removal. The entire Committee or any individual director on the Committee may be removed from office 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 of the Committee establishes its agenda, with input from management, staff, the Chairman 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, and 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 other advisors as the Committee deems appropriate to carry out its duties, including the sole authority to approve such other advisor's fees and any other retention terms.
6. Charter Review. The Committee annually reviews and reassesses the adequacy of this charter and submits any recommended changes to the charter to the Board for approval.
7. Performance Review. The Committee annually undertakes an evaluation assessing its performance with respect to its purposes and its duties and

tasks set forth in this charter, and reports the results of such evaluation to the Board.

8. Reporting to the Board. The Committee reports regularly to the Board with respect to the Committee's activities.

IV. Roles and Responsibilities

1. Board and Committee Composition. The Committee has the following responsibilities related to the composition of the Board and committees of the Board:
 - a. Annually, with input from the Chairman of the Board and the Chief Executive Officer (the "CEO"), the Committee assesses the size and composition of the Board in light of the operating requirements of HP, including the development and review of the Board Composition Guidelines for approval by the Board, and makes recommendations to the Board with respect to candidates for election as directors by shareholders at HP's annual meeting.
 - b. The Committee works with the Chairman of the Board in identifying and recruiting new directors consistent with HP's Board Composition Guidelines and considers candidates proposed by shareholders as part of this process.
 - c. The Committee recommends to the Board the assignment of directors 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, as well as input from the Chairman of the Board and the CEO.
 - d. 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.
 - e. In conjunction with the Chairman of the Board and with input from the CEO, 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 Corporate Governance Guidelines and related policies, taking

into account best practices. The Committee will regularly review and make recommendations, as appropriate, to update the Corporate Governance Guidelines and related policies.

3. Charter Documents. 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. Shareholder Rights Issues. The Committee assesses and makes recommendations to the Board regarding shareholder rights plans and other shareholder protections, as appropriate.
5. Outside Directorships. The Committee reviews and approves, as appropriate, any requests from Section 16 executive officers, as defined in the Securities Exchange Act of 1934, as amended ("Section 16 Executive Officers"), to stand for election to any outside for-profit boards of directors.
6. Shareholder Proposals. The Committee reviews shareholder proposals in conjunction with the Chairman of the Board and recommend Board responses.
7. Board, Committee and Management Evaluations. In conjunction with the Chairman of the Board, the Committee oversees the annual self-evaluation of the Board and its committees. The Committee also ensures that an annual evaluation of the CEO is conducted by the Chairman of the Board, in conjunction with the HR and Compensation Committee, with input from all Board members. The Committee also evaluates senior management in coordination with the HR and Compensation Committee.
8. 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 such 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 Executive Officers or directors.

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

9. Charters for Committees of the Board. The Committee reviews any proposed changes to the charters of any other committees of the Board and submits any recommended changes to such charters to the Board for approval.

10. General. The Committee performs such other duties and carry out such responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.