HEWLETT-PACKARD COMPANY BOARD OF DIRECTORS
AUDIT COMMITTEE CHARTER

I. Purpose and Authority

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Hewlett-Packard Company ("HP") is:

1. To assist the Board in fulfilling its responsibilities for generally overseeing: (a) HP's financial reporting processes and the audit of HP's financial statements, including the integrity of HP's financial statements, (b) HP's compliance with legal and regulatory requirements, (c) the independent registered public accounting firm's qualifications and independence, (d) the performance of HP's internal audit function and independent registered public accounting firm, and (e) risk assessment and risk management;

2. To prepare the report required by the proxy rules of the U.S. Securities and Exchange Commission (the "SEC") to be included in HP's annual proxy statement; and

3. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

II. Membership

1. Membership and Appointment. The Committee will consist of at least three directors, or such greater 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 will be independent within the meaning of the New York Stock Exchange ("NYSE") standards of independence for directors and audit committee members, and will meet applicable NYSE financial literacy requirements, each as the Board determines. Finally, at least one director on the Committee will be an "audit committee financial expert," as determined by the Board in accordance with SEC rules.

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 upon the recommendation of the Nominating and Governance Committee.

4. Chairman. The Board may designate a Chairman of the Committee (the "Chairman"). In the absence of such designation, the Committee may designate the Chairman by majority vote of the Committee. From time to

time the Chairman 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 convene at least six times each year, with additional meetings as appropriate.

2. Agenda. The Chairman will establish the agenda, with input from management, staff, the lead independent director and other directors on the Committee and the Board as appropriate.

3. Executive and Private Sessions. The Committee will meet regularly in separate executive sessions at which only Committee members are present and in private sessions with each of management, the internal auditors, the independent registered public accounting firm, the independent director responsible for reviewing and reporting to the Board on HP's compliance with legal and ethical requirements related to conducting investigations, the General Counsel and the Chief Ethics and Compliance Officer.

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 will have sole authority, at HP's expense, to engage and terminate consultants or advisors, as the Committee deems advisable, and shall receive appropriate funding, as determined by the Committee, from HP for payment of compensation to any such consultants and advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

6. Charter Review. The Committee annually will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the Nominating and Governance Committee and 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 Nominating and Governance Committee and the Board.

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

9. Open Access. The Committee will be given open access to HP's internal auditors, Board Chairman, if any, HP executives and independent registered public accounting firm, as well as HP's books, records, facilities and other personnel.

IV. 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 by applicable laws and listing standards.

1. Independent Registered Public Accounting Firm. The Committee will appoint, evaluate and compensate the independent registered public accounting firm, which will report directly to the Committee, and oversee 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, with applicable time-out periods, in accordance with SEC regulations. The Committee will determine whether to retain or, if appropriate, terminate the independent registered public accounting firm. The Committee is responsible for recommending the independent registered public accounting firm for approval by the stockholders, if appropriate.

2. Audit and Non-Audit Services and Fees. The Committee will review and approve in advance the scope of the fiscal year's independent audit, other audit services and audit fees, establish policies for the independent registered public accounting firm's activities and any fees beyond the core audit, approve in advance all non-audit services to be performed by the independent registered public accounting firm that are not otherwise prohibited by law and associated fees, and monitor the usage of and fees paid to the independent registered public accounting firm. The Committee may delegate to the Chairman the authority, within agreed limits, to pre-approve audit-related and non-audit services not prohibited by law to be

performed by the independent registered public accounting firm. The Chairman will report any decisions to pre-approve such services to the full Committee at its next meeting.

3. Relationships with Independent Registered Public Accounting Firm. The Committee will review and discuss with the independent registered public accounting firm its annual written statement delineating all relationships or services between the independent registered public accounting firm and HP or individuals in financial reporting oversight roles at HP that may reasonably be thought to bear on its independence, and discuss with the independent registered public accounting firm the potential effects of any such relationships or services on its independence.

4. Hiring Polices. The Committee will set clear hiring policies for employees or former employees of the independent registered public accounting firm, and monitor compliance with such policies.

5. Annual Audited and Quarterly Financial Statements; Other Matters. The Committee will:

   a. Meet to review and discuss with management and the independent registered public accounting firm HP's annual audited and quarterly financial statements, including HP's disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations;" and

   b. Review with management and the independent registered public accounting firm:

      i. the results of the independent registered public accounting firm's audit and the independent registered public accounting firm's opinion on the annual financial statements;

      ii. analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements and the method preferred by the independent registered public accounting firm;

      iii. the independent registered public accounting firm's judgments on the quality, not just the acceptability, and consistent application of HP's accounting principles, the

reasonableness of significant judgments, clarity of disclosures and underlying estimates in the financial statements;

iv. major issues regarding accounting principles and financial statement presentations, including changes in accounting principles or application thereof, significant judgment areas, and significant and complex transactions;

v. the effectiveness and adequacy of HP's internal auditing;

vi. any disagreements between management and the independent registered public accounting firm, about matters that individually or in the aggregate could be significant to HP's financial statements or the independent registered public accounting firm's report, and any serious difficulties the independent registered public accounting firm encountered in dealing with management related to the performance of the audit and management's response; and

vii. any other reports or information from the independent registered public accounting firm required by applicable SEC rules and professional standards.

6. Inclusion of Audited Financial Statements in 10-K. The Committee will recommend to the Board whether the audited financial statements should be included in HP's Annual Report on Form 10-K.

7. Regulatory and Accounting Initiatives and Off-Balance Sheet Structures. The Committee will review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on HP's financial statements.

8. Earnings Press Releases, Corporate Policies and Earnings Guidance. The Committee will review and discuss earnings press releases (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information), as well as corporate policies with respect to financial information and earnings guidance provided to analysts and ratings agencies.

9. Report from Independent Registered Public Accounting Firm. At least annually, the Committee will obtain from and review a report by the independent registered public accounting firm describing (a) the independent registered public accounting firm's internal quality control procedures, and (b) any material issues raised by the most recent internal quality-control review, or peer review, or by any governmental or professional inquiry or investigation within the preceding five years

regarding any audit performed by the independent registered public accounting firm, and any steps taken to deal with any such issues.

10. Disclosure Controls and Procedures. The Committee will review the adequacy and effectiveness of HP's disclosure controls and procedures.

11. Internal Controls. The Committee will review the adequacy and effectiveness of HP's internal controls, including any significant deficiencies in such controls and significant changes or material weaknesses in such controls reported by the independent registered public accounting firm, the internal auditors or management, 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.

12. Information Security. The Committee will review the adequacy and effectiveness of HP's information security policies and the internal controls regarding information security.

13. Internal Audit. The Committee will review the overall scope, qualifications, resources, activities, reports, organizational structure and effectiveness of the internal audit function.

14. Director of Internal Audit. The Committee will approve the appointment, replacement, reassignment or dismissal of the Director of Internal Audit.

15. Compliance. The Committee will oversee HP's ethics and compliance programs with respect to legal and regulatory requirements, and review with management and the Director of Internal Audit the results of their review of compliance with applicable laws, regulations and listing standards, HP's Standards of Business Conduct and internal audit reports. The Chief Ethics and Compliance Officer shall have the express authority to communicate personally to the Committee, including authority to promptly communicate personally to the Committee on any matter involving criminal conduct or potential criminal conduct and authority to communicate no less than annually on the implementation and effectiveness of the ethics and compliance program.

16. Complaints and Submissions. The Committee will oversee procedures established for the receipt, retention and treatment of complaints regarding the federal securities laws, including accounting, internal accounting controls and auditing matters, as well as for confidential, anonymous submissions by HP's employees of concerns regarding such matters and compliance with the Standards of Business Conduct.

17. Attorneys' Reports. The Committee will receive and, if appropriate, respond to attorneys' reports of evidence of material violations of

securities laws and breaches of fiduciary duty and similar violations of U.S. or state law.

18. Risks. The Committee will review risks facing HP and management's approach to addressing these 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 discuss policies with respect to risk assessment and risk management.

19. Regulatory Investigations. The Committee will review the results of significant investigations, examinations or reviews performed by regulatory authorities and management's response.

20. Investigations. The Committee will conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

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