

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

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【会社名】 ヒューレット・パッカード・エンタープライズ・カンパニー  
(Hewlett Packard Enterprise Company)

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【縦覧に供する場所】 なし

1. 別段の記載がある場合を除き、本書に記載の「ドル」はアメリカ合衆国ドルを指す。本書において便宜上記載されている日本円は、1ドル=148.26円の換算率(2024年1月18日現在の株式会社三菱UFJ銀行対顧客電信直物売買相場仲値)により換算されている。

## 1 【提出理由】

2024年1月9日、ヒューレット・パッカード・エンタープライズ・カンパニー（以下「HPE」又は「Company（当社）」という。）は、デラウェア州法人であるジュニパーネットワークス・インク（Juniper Networks, Inc.、以下「Juniper（ジュニパー）」という。）、当社及びデラウェア州法人であり当社の完全子会社であるJasmine Acquisition Sub, Inc.（以下「Merger Sub」という。）の間で、最終的な合併契約及び計画（以下「Merger Agreement（本合併契約）」という。）を締結した。本合併契約では、本合併契約に定められた条件に従い、Merger Subがジュニパーに吸収合併（以下「Merger」という。）され、ジュニパーが当社の完全子会社として存続することが規定されている。

このため、当社は、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第2項第3号及び第8号の2の規定により、本臨時報告書を提出する。

## 2 【報告内容】

### A. Report under Article 19 Paragraph 2 Subparagraph 3 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.

#### (1) Name, address, name of the representative person, amount of stated capital and contents of the business of specified subsidiary to be acquired

Name:	Juniper Networks, Inc.
Address:	1133 Innovation Way, Sunnyvale, California 94089, U.S.A.
Name of representative:	Name: Rami Rahim Title: Chief Executive Officer and Director
Amount of capital (common stock and additional paid-in-capital) (As of December 31, 2022):	\$ 6,846.4 million (¥ 1,015,047 million)
Nature of business:	IT. Juniper designs, develops, and sells products and services for high-performance networks to enable customers to build scalable, reliable, secure, and cost-effective networks for their businesses, while achieving agility and improved operating efficiency through automation.

#### (2) Number of voting rights

##### a. Number of voting rights of the specified subsidiary held by the Company (and other subsidiaries) before and after the change:

Before: 0 voting rights

After: HPE is expected to acquire 100% of the outstanding voting rights of Juniper. As of January 5, 2024, the number of outstanding Juniper shares stock with voting rights is 320,272,100 shares of common stock. This number is subject to change as of the completion of the Merger.

##### b. Ratio of the voting rights to the voting rights held by all of the shareholders of the specified subsidiary before and after the change:

Before: 0%

After: 100%

#### (3) Grounds for the change and date thereof

##### a. Grounds: The Company's Board of Directors has unanimously approved the Merger Agreement. Upon closing of the acquisition, Juniper will become a wholly-owned subsidiary of the Company.

- b. Date: The transaction is currently expected to close in late calendar year 2024 or early calendar year 2025, subject to the satisfaction or waiver of the closing conditions.

**B. Report under Article 19 Paragraph 2 Subparagraph 8-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc.**

**(1) Information regarding the acquired subsidiary**

- (i) Name, address, name of representative, capital amount, net assets, total assets and content of business

Name	Juniper Networks, Inc.
Address	1133 Innovation Way, Sunnyvale, California 94089, U.S.A.
Name of representative	Name: Rami Rahim Title: Chief Executive Officer and Director
Common stock and Additional paid-in-capital (as of December 31, 2022)	US \$ 6,846.4 million (¥ 1,015,047 million)
Total stockholders' equity (as of December 31, 2022)	US \$ 4,475.1 million (¥ 663,478 million)
Total assets (as of December 31, 2022)	US \$ 9,326.7 million (¥ 1,382,777 million)
Content of business	IT. Juniper designs, develops, and sells products and services for high-performance networks to enable customers to build scalable, reliable, secure, and cost-effective networks for their businesses, while achieving agility and improved operating efficiency through automation.

- (ii) Revenue, operating income, ordinary income (income before income taxes) and net income for the past three fiscal years

(Consolidated)			
	(US \$ in millions)		(¥ in millions)
(ended December 31)	2022	2021	2020
Total net revenues	\$ 5,301.2 (¥ 785,956)	\$ 4,735.4 (¥ 702,070)	\$ 4,445.1 (¥ 659,031)
Operating income	\$ 519.1 (¥ 76,962)	\$ 387.5 (¥ 57,451)	\$ 353.1 (¥ 52,351)
Income before income taxes and loss from equity method investment	\$ 536.3 (¥ 79,512)	\$ 310.1 (¥ 45,975)	\$ 265.2 (¥ 39,319)
Net income	\$ 471.0 (¥ 69,830)	\$ 252.7 (¥ 37,465)	\$ 257.8 (¥ 38,221)

- (iii) Relationship with HPE in terms of capital relationships, personnel relationships and business relationships

Capital relationships	There are currently no capital relationships between HPE and Juniper.
Personnel relationships	There are currently no personnel relationships between HPE and Juniper.

Business relationships	Currently HPE and Juniper have business transactions in the ordinary course of business in the area of intellectual property/patent licensing.
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(2) **Purpose of the acquisition**

Combining HPE and Juniper's complementary portfolios supercharges HPE's edge-to-cloud strategy with an ability to lead in an AI-native environment based on a foundational cloud-native architecture. Together, HPE and Juniper will provide customers of all sizes with a complete, secure portfolio that enables the networking architecture necessary to manage and simplify their expanding and increasingly complex connectivity needs. Leveraging industry-leading AI, the combined company is expected to create better user and operator experiences, benefitting customers' high-performance networks and cloud data centers.

(3) **Amount of the consideration for the acquisition**

Pursuant to and subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger, shares of Juniper's common stock will be converted into the right to receive \$40 per share in cash, representing an equity value of approximately \$13.6 billion (¥ 2,016 billion).