

3COM CORP
Form PREM14A
December 04, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

3COM CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies: Common Stock, par value \$0.01 per share of 3Com Corporation (the Common Stock).
 - (2) Aggregate number of securities to which transaction applies: 395,902,246 shares of Common Stock, which includes shares of restricted Common Stock; 23,256,790 options to purchase Common Stock; and restricted stock units with respect to 10,426,739 shares of Common Stock.
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

The maximum aggregate value was determined based upon the sum of (A) 395,902,246 shares of Common Stock (which includes shares of restricted Common Stock) multiplied by \$7.90 per share; (B) options to purchase 19,792,879 shares of Common Stock with exercise prices less than \$7.90 per share multiplied by \$4.22 (which is the difference between \$7.90 and the weighted average exercise price of \$3.68 per share); and (C) restricted stock units

with respect to 10,426,739 shares of Common Stock multiplied by \$7.90 per share. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying \$0.0000558 by the sum of the preceding sentence.

(4) Proposed maximum aggregate value of transaction: \$3,293,453,676.52

(5) Total fee paid: \$183,774.72

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**3Com Corporation
350 Campus Drive
Marlborough, Massachusetts 01752-3064**

[], 2009

Dear Stockholder:

The board of directors of 3Com Corporation, a Delaware corporation, has unanimously approved a merger agreement providing for the acquisition of 3Com by Hewlett-Packard Company. If the merger contemplated by the merger agreement is completed, you will be entitled to receive \$7.90 in cash, without interest and less any applicable withholding tax, for each share of 3Com common stock owned by you immediately prior to completion of the merger (unless you have properly and validly perfected your statutory rights of appraisal with respect to the merger).

At a special meeting of our stockholders, you will be asked to consider and vote on a proposal to adopt the merger agreement. After careful consideration, the board of directors has unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and determined that the merger is advisable and in the best interests of and fair to 3Com and its stockholders. **The board of directors unanimously recommends that you vote FOR the proposal to adopt the merger agreement.**

The special meeting will be held on [], 2010 at [] a.m. local time, at our headquarters, 350 Campus Drive, Marlborough, Massachusetts 01752-3064. Notice of the special meeting and the related proxy statement are enclosed.

The attached proxy statement provides you with detailed information about the special meeting, the merger agreement and the merger. A copy of the merger agreement is attached as Annex A to the proxy statement. We encourage you to read the entire proxy statement and the merger agreement carefully. You may also obtain more information about 3Com from documents we have filed with the Securities and Exchange Commission.

Your vote is very important regardless of the number of shares you own. We cannot complete the merger unless the holders of a majority of outstanding shares of common stock that are entitled to vote at the special meeting vote in favor of the proposal to adopt the merger agreement. The failure of any stockholder to vote on the proposal to adopt the merger agreement will have the same effect as a vote against the proposal to adopt the merger agreement.

Whether or not you plan to attend the special meeting, please complete, date, sign and return, as promptly as possible, the attached proxy in the accompanying reply envelope, or submit your proxy by telephone or the Internet. If you have Internet access, we encourage you to record your vote via the Internet. If you attend the special meeting and vote in person, your vote by ballot will revoke any proxy previously submitted. If you hold your shares through a broker or other nominee, you should follow the procedures provided by your broker or nominee.

Thank you in advance for your cooperation and continued support.

Sincerely,

Robert Y. L. Mao
Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the merger, passed upon the merits or fairness of the merger or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The proxy statement is dated [], 2009, and is first being mailed to stockholders on or about [], 2009.

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**3Com Corporation
350 Campus Drive
Marlborough, Massachusetts 01752-3064**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On [], 2010**

To the Stockholders of 3Com Corporation:

A special meeting of stockholders of 3Com Corporation, a Delaware corporation (3Com), will be held on [], 2010 at [] a.m. local time, at 3Com's headquarters, 350 Campus Drive, Marlborough, Massachusetts 01752-3064, for the following purposes:

1. *Adoption of the Merger Agreement.* To consider and vote on a proposal to adopt the Agreement and Plan of Merger (the Merger Agreement), dated as of November 11, 2009, by and among Hewlett-Packard Company (HP), Colorado Acquisition Corporation, a wholly owned subsidiary of HP (Merger Sub), and 3Com. A copy of the Merger Agreement is attached as Annex A. Pursuant to the terms of the Merger Agreement, Merger Sub will merge with and into 3Com (the Merger) and each outstanding share of 3Com's common stock, par value \$0.01 per share (the Common Stock) (other than shares owned by HP, Merger Sub or 3Com, or by any direct or indirect wholly owned subsidiary of HP, Merger Sub or 3Com, in each case immediately prior to the effective time of the Merger, and shares held by stockholders, if any, who have properly and validly perfected their statutory rights of appraisal with respect to the Merger), will be converted into the right to receive \$7.90 in cash, without interest and less any applicable withholding tax.

2. *Adjournment of the Special Meeting.* To approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the Merger Agreement.

Only stockholders of record of Common Stock as of the close of business on [], 2009 are entitled to notice of and to vote at the special meeting or at any adjournment or postponement of the special meeting. All stockholders of record are cordially invited to attend the special meeting in person.

Your vote is very important, regardless of the number of shares of Common Stock you own. Adoption of the Merger Agreement requires the affirmative vote of the holders of a majority of the shares of Common Stock outstanding on the record date of the special meeting. Even if you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy or submit your proxy by telephone or the Internet prior to the special meeting to ensure that your shares will be represented at the special meeting if you are unable to attend. If you sign, date and mail your proxy card without indicating how you wish to vote, your vote will be counted as a vote **FOR** the adoption of the Merger Agreement.

If you fail to vote by proxy or in person, the effect will be that your shares will not be counted for purposes of determining whether a quorum is present at the special meeting and, if a quorum is present, will have the same effect as a vote against the adoption of the Merger Agreement. If you are a stockholder of record, voting in person at the special meeting will revoke any proxy previously submitted. If you hold your shares through a bank, broker or other custodian, you must obtain a legal proxy from such custodian in order to vote in person at the special meeting. If your shares are held by a bank or broker, please bring to the special meeting your statement evidencing your beneficial ownership of Common Stock and photo identification.

Stockholders of 3Com who do not vote in favor of the proposal to adopt the Merger Agreement will have the right to seek appraisal of the fair value of their shares of Common Stock if the Merger is completed, but only if they properly and validly perfect statutory rights of appraisal before the vote is taken on the Merger Agreement and comply with all requirements of Delaware law, which are summarized in the attached proxy statement.

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY IN THE ACCOMPANYING REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET. IF YOU HAVE INTERNET ACCESS, WE ENCOURAGE YOU TO RECORD YOUR VOTE VIA THE INTERNET. STOCKHOLDERS WHO ATTEND THE SPECIAL MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON.

By Order of the Board of Directors,

Neal D. Goldman
Secretary

Marlborough, Massachusetts
[], 2009

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The following questions and answers are intended to address briefly some commonly asked questions regarding the Merger, the Merger Agreement and the special meeting. These questions and answers may not address all questions that may be important to you as a 3Com stockholder. Please refer to the Summary and the more detailed information contained elsewhere in this proxy statement, the annexes to this proxy statement and the documents referred to or incorporated by reference in this proxy statement, which you should read carefully. See Where You Can Find More Information beginning on page 80.

Q. What is the proposed transaction?

A. The proposed transaction is the acquisition of 3Com by HP pursuant to the Merger Agreement. After the Merger Agreement has been adopted by the stockholders and other closing conditions under the Merger Agreement have been satisfied or waived, at the effective time of the Merger, Merger Sub, a wholly owned subsidiary of HP, will merge with and into 3Com. 3Com will be the surviving corporation and a wholly owned subsidiary of HP.

Q. What will I receive in the Merger?

A. Upon completion of the Merger, you will be entitled to receive \$7.90 in cash, without interest and less any applicable withholding taxes, for each share of Common Stock that you own immediately prior to completion of the Merger, unless you have properly and validly perfected your statutory rights of appraisal with respect to the Merger. For example, if you own 100 shares of Common Stock, you will receive \$790.00 in cash in exchange for your shares of Common Stock, less any applicable withholding taxes. You will not own any shares in the surviving corporation or HP.

Q. When and where is the special meeting?

A. The special meeting of stockholders of 3Com will be held on [], 2010 at [] a.m. local time, at 3Com's headquarters, 350 Campus Drive, Marlborough, Massachusetts 01752-3064.

Q. What vote of our stockholders is required to approve the proposal to adopt the Merger Agreement?

A. An affirmative vote of the holders of a majority of the shares of Common Stock outstanding and entitled to vote at the special meeting is required to approve the proposal to adopt the Merger Agreement. Accordingly, failure to vote in person or by proxy or an abstention will have the same effect as a vote against the Merger Agreement.

Q. What vote of our stockholders is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies?

A. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of a majority of the votes cast by the holders of all Common Stock present in person or represented by proxy at the special meeting and entitled to vote on the matter.

Q. How does 3Com's board of directors recommend that I vote?

A. The board of directors unanimously recommends that you vote **FOR** the proposal to adopt the Merger Agreement and **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if

there are insufficient votes at the time of the special meeting to adopt the Merger Agreement. You should read *The Merger – Reasons for the Merger; Recommendation of the Board of Directors* beginning on page 26 for a discussion of the factors that the board of directors considered in deciding to recommend the adoption of the Merger Agreement.

Q. What effects will the proposed Merger have on 3Com?

- A. As a result of the proposed Merger, 3Com will cease to be a publicly-traded company and will be wholly owned by HP. You will no longer have any interest in our future earnings or growth. Following consummation of the Merger, the registration of the Common Stock and our reporting obligations with respect to the

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Common Stock under the Securities Exchange Act of 1934, as amended (the Exchange Act) will be terminated upon application to the Securities and Exchange Commission (the SEC). In addition, upon completion of the proposed Merger, shares of Common Stock will no longer be listed on any stock exchange or quotation system, including the NASDAQ Global Select Market.

Q. What happens if the Merger is not consummated?

- A. If the Merger Agreement is not adopted by stockholders or if the Merger is not completed for any other reason, stockholders will not receive any payment for their shares in connection with the Merger. Instead, 3Com will remain an independent public company and the Common Stock will continue to be listed and traded on the NASDAQ Global Select Market. Under specified circumstances, 3Com may be required to pay a termination fee or reimburse HP for its out-of-pocket expenses, as described under the caption The Merger Agreement Termination Fees and Expenses beginning on page 70.

Q. What do I need to do now?

- A. We urge you to read the proxy statement carefully, including the annexes and to consider how the Merger affects you. If you are a stockholder of record, you can ensure your shares are voted at the special meeting by completing, signing, dating and mailing the enclosed proxy card or voting by telephone or internet. Even if you plan to attend the special meeting, we encourage you to return the enclosed proxy card. If you hold your shares in street name, you can ensure that your shares are voted at the special meeting by instructing your broker or nominee how to vote, as discussed below. **Do NOT return your stock certificate(s) with your proxy.**

Q. How do I vote?

- A. You may vote by:

signing and dating each proxy card you receive and returning it in the enclosed prepaid envelope;

using the telephone number printed on your proxy card;

using the Internet voting instructions printed on your proxy card;

if you hold your shares in street name, following the procedures provided by your broker, bank or other nominee; or

attending the special meeting and voting in person.

If you return your signed proxy card, but do not mark the boxes showing how you wish to vote, your shares will be voted **FOR** the proposal to adopt the Merger Agreement and **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. If my shares are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

- A. Yes, but only if you instruct your broker, bank or other nominee how to vote. You should follow the procedures provided by your broker, bank or other nominee regarding the voting of your shares. If you do not instruct your broker, bank or other nominee to vote your shares, your shares will not be voted and the effect will be the same as a vote against the proposal to adopt the Merger Agreement, but will not have an effect on the proposal to adjourn

the special meeting.

Q. How can I change or revoke my vote?

A. You have the right to change or revoke your proxy at any time before the vote taken at the special meeting:

by notifying our Secretary, Neal D. Goldman, at 3Com Corporation, 350 Campus Drive, Marlborough, Massachusetts 01752-3064;

by attending the special meeting and voting in person (your attendance at the special meeting will not, by itself, revoke your proxy; you must vote in person at the special meeting);

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by submitting a later-dated proxy card; or

if you voted by telephone or the Internet, by voting a second time by telephone or Internet.

If you have instructed a broker, bank or other nominee to vote your shares, the above instructions do not apply and instead you must follow the directions received from your broker, bank or other nominee to change those instructions.

Q. What do I do if I receive more than one proxy or set of voting instructions?

A. If your shares are registered differently or are in more than one account, you may receive more than one proxy and/or set of voting instructions relating to the special meeting. These should each be completed, signed and/or returned separately as described elsewhere in this proxy statement in order to ensure that all of your shares are voted.

Q. What happens if I sell my shares before the special meeting or before the completion of the Merger?

A. The record date of the special meeting is earlier than the special meeting and the date that the Merger is expected to be completed. If you transfer your shares of Common Stock after the record date but before the special meeting, you will retain your right to vote at the special meeting, but will have transferred the right to receive \$7.90 per share in cash to be received by our stockholders in the Merger. In order to receive the \$7.90 per share, you must hold your shares through completion of the Merger.

Q. Am I entitled to exercise appraisal rights instead of receiving the merger consideration for my shares?

A. Yes. As a holder of Common Stock, you are entitled to appraisal rights under Delaware law in connection with the Merger if you meet certain conditions. See [Dissenters Rights of Appraisal](#) beginning on page 77.

Q. When is the Merger expected to be completed?

A. We are working toward completing the Merger as quickly as possible, and we anticipate that it will be completed in the first half of calendar year 2010. However, the exact timing of the completion of the Merger cannot be predicted. In order to complete the Merger, we must obtain stockholder approval and the other closing conditions under the Merger Agreement must be satisfied or waived (as permitted by law). See [The Merger Agreement Effective Time](#) and [The Merger Agreement Conditions to the Merger](#) beginning on pages 53 and 64, respectively.

Q. Will a proxy solicitor be used?

A. Yes. 3Com has engaged Georgeson Inc. ([Georgeson](#)) to assist in the solicitation of proxies for the special meeting, and 3Com estimates it will pay Georgeson a fee of approximately \$20,000. 3Com has also agreed to reimburse Georgeson for reasonable administrative and out-of-pocket expenses incurred in connection with the proxy solicitation and indemnify Georgeson against certain losses, costs and expenses.

Q. Should I send in my stock certificates now?

A. No. After the Merger is completed, a payment agent will send you a letter of transmittal with detailed written instructions for exchanging your shares of Common Stock certificates for the merger consideration. If your shares

are held in street name by your broker, bank or other nominee you will receive instructions from your broker, bank or other nominee as to how to effect the surrender of your street name shares in exchange for the merger consideration. **Please do not send your certificates in now.**

Q. What are the U.S. federal income tax consequences of the Merger?

- A. The receipt of cash by you in exchange for your shares of Common Stock pursuant to the Merger will be a taxable transaction for U.S. federal income tax purposes, and generally also will be a taxable transaction under applicable state, local and non-U.S. tax laws. In general, if you are a U.S. person (as defined herein), you will recognize, for U.S. federal income tax purposes, gain or loss equal to the difference, if any, between the amount of cash received and your adjusted tax basis in the shares of Common Stock

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exchanged for cash pursuant to the Merger. If you are a U.S. person and if the shares of Common Stock sold or exchanged constitute capital assets in your hands, such gain or loss will be capital gain or loss. In general, capital gains recognized by an individual stockholder are eligible for preferential rates of U.S. federal income tax if the shares of Common Stock were held for more than one year. If the shares are held for one year or less, such capital gains recognized by an individual stockholder will be subject to tax at ordinary income tax rates. We recommend that you consult your own tax advisors as to the particular tax consequences to you of the Merger, including the effect of U.S. federal, state and local tax laws or non-U.S. laws. See *The Merger – Material U.S. Federal Income Tax Consequences of the Merger to Our Stockholders* beginning on page 48 for a more detailed description of the U.S. federal income tax consequences of the Merger.

Q. Who can help answer my other questions?

- A. If you have additional questions about the Merger, need assistance in submitting your proxy or voting your shares of Common Stock or need additional copies of the proxy statement or the enclosed proxy card, please (1) mail your request to 3Com Corporation, 350 Campus Drive, Marlborough, Massachusetts 01752-3064, Attn: Investor Relations, (2) call our Investor Relations department at (508) 323-1198, or (3) call our proxy solicitor, Georgeson, toll free at (866) 432-2786 (banks and brokers call (212) 440-9800). If your broker holds your shares, you should call your broker for additional information.

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Important Notice Regarding Internet Availability of Proxy Materials for the Special Meeting of Stockholders to be held on [], 2010. The Proxy Statement is available at www.proxyvote.com

PROXY STATEMENT

References to 3Com, the Company, we, our or us in this proxy statement refer to 3Com Corporation and its subsidiaries unless otherwise indicated by context.

SUMMARY

*The following summary highlights selected information in this proxy statement and may not contain all the information that may be important to you. Accordingly, we encourage you to read carefully this entire proxy statement, its annexes and the documents referred to or incorporated by reference in this proxy statement. Each item in this summary includes a page reference directing you to a more complete description of that topic. See *Where You Can Find More Information* beginning on page 80.*

Proposals

You are being asked to vote on a proposal to adopt the Agreement and Plan of Merger, dated November 11, 2009 (the Merger Agreement), by and among Hewlett-Packard Company (HP), Colorado Acquisition Corporation, a wholly owned subsidiary of HP (Merger Sub), and 3Com. Pursuant to the Merger Agreement, Merger Sub will merge with and into 3Com and 3Com will be the surviving corporation and a wholly owned subsidiary of HP (the Merger). In the event that there are not sufficient votes at the time of the special meeting to adopt the Merger Agreement, the stockholders may be asked to vote on a proposal to adjourn the special meeting to solicit additional proxies. See *The Special Meeting* beginning on page 15.

The Parties to the Merger (Page 14)

3Com Corporation

3Com Corporation is a global enterprise networking solutions provider. 3Com has three global product and solutions brands H3C, 3Com, and TippingPoint that offer high-performance networking and security solutions to enterprises large and small. The H3C® enterprise networking portfolio includes products that span from the data center to the edge of the network and is targeted at large enterprises. The 3Com® family of products offers a strong price/performance value proposition for the small and medium-size businesses. Our security brand, TippingPoint®, features network-based intrusion prevention systems (IPS) and network access control (NAC) solutions that deliver in-depth, no-compromise application, infrastructure and performance protection.

3Com was incorporated in California on June 4, 1979, and reincorporated in Delaware on June 12, 1997. Our corporate headquarters are currently located in Marlborough, Massachusetts. 3Com's principal executive offices are located at 350 Campus Drive, Marlborough, Massachusetts 01752-3064, and our telephone number is (508) 323-1000.

Hewlett-Packard Company

Hewlett-Packard Company, a Delaware corporation, focuses on simplifying technology experiences for all of its customers from individual consumers to the largest businesses. With a portfolio that spans printing, personal computing, software, services and information technology (IT) infrastructure, HP is among the world's largest technology companies, with revenue totaling \$114.6 billion for the four fiscal quarters ended October 31, 2009. HP's principal executive offices are located at 3000 Hanover Street, Palo Alto, California 94304, and its telephone number

is (650) 857-1501.

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Colorado Acquisition Corporation

Colorado Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of HP, was formed solely for the purpose of consummating the Merger. Colorado Acquisition Corporation has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the Merger Agreement. Colorado Acquisition Corporation's principal executive offices are located at 3000 Hanover Street, Palo Alto, California 94304, and its telephone number is (650) 857-1501.

The Merger (Page 18)

The Merger Agreement provides that Merger Sub will merge with and into 3Com. In the Merger, each outstanding share of 3Com common stock, par value \$0.01 per share (the Common Stock) that is outstanding immediately prior to the effective time of the Merger, (other than shares owned by HP, Merger Sub or 3Com, or by any direct or indirect wholly owned subsidiary of HP, Merger Sub or 3Com, and shares held by stockholders, if any, who have properly and validly perfected their statutory rights of appraisal with respect to the Merger) will be converted into the right to receive \$7.90 in cash, without interest and less any applicable withholding tax, which we refer to in this proxy statement as the merger consideration.

Effects of the Merger (Page 53)

If the Merger is completed, you will be entitled to receive \$7.90 in cash, without interest and less any applicable withholding taxes, for each share of Common Stock that you own immediately prior to the completion of the Merger, unless you have properly and validly perfected your statutory rights of appraisal with respect to the Merger. As a result of the Merger, 3Com will cease to be an independent, publicly traded company. You will not own any shares of the surviving corporation or HP and will not have any rights as a stockholder.

The Special Meeting (Page 15)

Time, Place and Date (Page 15)

The special meeting will be held on [], 2010 at [] a.m. local time, at 3Com's headquarters, 350 Campus Drive, Marlborough, Massachusetts 01752-3064.

Purpose (Page 15)

You will be asked to consider and vote upon a proposal to adopt the Merger Agreement, pursuant to which Merger Sub will merge with and into 3Com, and to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Record Date and Quorum (Page 15)

You are entitled to vote at the special meeting if you owned shares of Common Stock at the close of business on [], 2009, the record date for the special meeting. You will have one vote for each share of Common Stock that you owned as of the close of business on the record date. As of the close of business on the record date, there were [] shares of Common Stock outstanding and entitled to vote. A majority of the shares of Common Stock issued and outstanding on the record date represented at the special meeting in person or by a duly authorized and properly completed proxy constitutes a quorum for the purpose of considering the proposals.

Vote Required (Page 15)

Completion of the Merger requires the adoption of the Merger Agreement by the affirmative vote of the holders of a majority of shares of Common Stock outstanding on the record date for the special meeting. **Failure to vote your shares of Common Stock by proxy or in person or an abstention will have the same effect as voting against adoption of the Merger Agreement.** Approval of the proposal to adjourn the special

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meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of a majority of the votes cast by the holders of all Common Stock present in person or represented by proxy at the special meeting and entitled to vote on the matter. Failure to vote your shares of Common Stock or an abstention will have no effect on the approval of the proposal to adjourn the special meeting.

Common Stock Ownership of Directors and Executive Officers (Page 75)

As of the close of business on the record date, the directors and executive officers of 3Com held in the aggregate approximately []% of the shares of Common Stock entitled to be voted at the special meeting. In the aggregate, these shares represent approximately []% of the votes necessary to approve the proposal to adopt the Merger Agreement at the special meeting.

Voting and Proxies (Page 16)

Any stockholder of record entitled to vote at the special meeting may submit a proxy by telephone, the Internet, by returning the enclosed proxy card by mail or by voting in person by appearing at the special meeting. If your shares of Common Stock are held in street name by your broker, you should instruct your broker on how to vote your shares of Common Stock using the instructions provided by your broker. If you do not provide your broker with instructions, your shares of Common Stock will not be voted and that will have the same effect as a vote against the proposal to adopt the Merger Agreement. The persons named in the attached proxy will also have discretionary authority to vote on any proposals to adjourn the special meeting.

Revocability of Proxy (Page 16)

Any stockholder of record who executes and returns a proxy card (or submits a proxy via telephone or the Internet) may revoke the proxy at any time before it is voted at the special meeting in any one of the following ways:

by notifying our Secretary, Neal D. Goldman, at 3Com Corporation, 350 Campus Drive, Marlborough, Massachusetts 01752-3064;

by attending the special meeting and voting in person (your attendance at the special meeting will not, by itself, revoke your proxy; you must vote in person at the special meeting);

by submitting a later-dated proxy card; or

if you voted by telephone or the Internet, by voting a second time by telephone or Internet.

If you hold your shares through a broker, bank or other nominee and you have instructed a broker, bank or other nominee to vote your shares of Common Stock, follow the directions received from your broker, bank or other nominee to change your vote.

Treatment of Options and Other Awards (Page 53)

Stock Options. At the effective time of the Merger, each option to purchase shares of Common Stock that is not yet vested or exercisable and/or has a per share exercise price that is equal to or greater than \$7.90 per share and is outstanding immediately prior to the effective time of the Merger will be assumed by HP and automatically converted into an option to acquire, on the same terms and conditions applicable to such option immediately prior to the Merger, a number of shares of HP common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of Common Stock subject to the option immediately prior to the effective time of the Merger and

(y) a fraction, the numerator of which is \$7.90 and the denominator of which is the average closing price of HP common stock on the New York Stock Exchange over the five (5) trading days ending on the date that is two (2) trading days prior to the closing date of the Merger (this fraction is referred to herein as the exchange ratio). The exercise price for each such assumed option will equal the per share exercise price for the shares of Common Stock purchasable pursuant to such option immediately prior to the effective time of the Merger divided by the exchange ratio (rounded up to the nearest whole cent).

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At the effective time of the Merger, each option to purchase shares of Common Stock that is vested and has a per share exercise price that is less than \$7.90 per share and is outstanding immediately prior to the effective time of the Merger will not be assumed, and will instead be cancelled and automatically converted into the right to receive an amount in cash equal to the number of shares of Common Stock subject to the option immediately prior to the effective time of the Merger multiplied by the amount by which \$7.90 exceeds the per share exercise price of such option, without interest, and less any applicable withholding taxes.

Restricted Stock. At the effective time of the Merger, all outstanding unvested shares of Common Stock will be assumed by HP and automatically converted into a number of unvested shares of HP common stock determined by multiplying the number of unvested shares of Common Stock outstanding immediately prior to the effective time of the Merger by the exchange ratio (rounded down to the nearest whole share). The unvested shares of HP common stock will continue to be subject to the same terms and conditions, including vesting, applicable to the unvested shares of Common Stock immediately prior to the effective time of the Merger.

Restricted Stock Units. At the effective time of the Merger, all outstanding restricted stock units payable in shares of Common Stock will be assumed by HP and automatically converted into restricted stock units payable in shares of HP common stock. The number of shares of HP common stock payable pursuant to such assumed restricted stock units will be determined by multiplying the number of shares of Common Stock subject to the restricted stock units immediately prior to the effective time of the Merger by the exchange ratio (rounded down to the nearest whole share). The assumed restricted stock units will otherwise continue to be subject to the same terms and conditions, including vesting, applicable to such restricted stock units immediately prior to the effective time of the Merger.

Employee Stock Purchase Plan. 3Com will establish a new purchase date for the Amended and Restated 3Com Corporation 1984 Employee Stock Purchase Plan (the ESPP) for the offering period underway at the effective time of the Merger, so that the offering period will end as of the last business day prior to the effective time of the Merger or, if more administratively advisable, the last payroll date immediately prior to the effective time of the Merger. All contributions made to the ESPP as of the new purchase date will be used to purchase shares of Common Stock, and 3Com will terminate the ESPP immediately after such purchase, subject to and conditioned upon the occurrence of the effective time of the Merger. At the effective time of the Merger, the newly purchased shares of Common Stock will be converted into the right to receive \$7.90 per share in cash, without interest, and less any applicable withholding taxes.

Recommendation of the Board of Directors (Page 26)

The board of directors has unanimously (i) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable and in the best interests of and fair to 3Com and our stockholders, (ii) authorized and approved in all respects the Merger Agreement and any other ancillary agreements contemplated thereby to which 3Com is a party and authorized and directed the execution, of the Merger Agreement and any other ancillary agreements contemplated thereby to which 3Com is a party and (iii) resolved to recommend that the stockholders of 3Com adopt the Merger Agreement at a special meeting of the stockholders. **The board of directors unanimously recommends that our stockholders vote FOR the proposal to adopt the Merger Agreement and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.**

In reaching its decision, the board of directors evaluated a variety of business, financial and market factors and consulted with our management team and legal and financial advisors. See The Merger Reasons for the Merger; Recommendation of the Board of Directors beginning on page 26.

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Interests of 3Com's Directors and Executive Officers in the Merger (Page 39)

In considering the recommendation of the board of directors, you should be aware that our directors and executive officers may have interests in the Merger that are different from, or in addition to, your interests as a stockholder and that may present actual or potential conflicts of interest, including the following:

each of our current executive officers is covered by the terms of one of our forms of management retention agreement (or with respect to Robert Y.L. Mao, Chief Executive Officer of 3Com, and Ronald A. Sege, President and Chief Operating Officer of 3Com, their employment agreements) that provides certain severance payments and benefits in the case of the executive officer's termination of employment under certain circumstances on or following a change of control;

the Merger Agreement provides for indemnification arrangements for each of our current and former directors and executive officers that will continue for six (6) years following the effective time of the Merger as well as insurance coverage covering such director or executive officer's service to 3Com as a director or executive officer;

Dr. Shusheng Zheng, Executive Vice President of 3Com and Chief Executive Officer of H3C, has executed a retention term sheet with HP pursuant to which Dr. Zheng will be eligible to receive certain payments and benefits in connection with and following the closing of the Merger, subject to certain conditions including execution of an employment agreement with HP under which he will agree to remain employed with HP for at least three (3) years from the closing of the Merger; and

although, except with respect to Dr. Zheng, no other agreements have been entered into as of the date of this proxy statement, HP may request some of our executive officers to remain after the Merger is completed, and such executive officers may, prior to the closing of the Merger, enter into new arrangements with HP or its affiliates regarding employment with HP or the surviving corporation or the right to participate in the equity plans of HP.

The board of directors was aware of these potential conflicts of interest and considered them, among other matters, in reaching its decision to approve the Merger Agreement and the Merger and the recommendation that our stockholders vote in favor of the proposal to adopt the Merger Agreement.

Opinion of Financial Advisor (Page 28)

Goldman, Sachs & Co. (Goldman Sachs) delivered its opinion to the board of directors that, as of November 11, 2009 and based upon and subject to the factors and assumptions set forth therein, the \$7.90 per share in cash to be paid to the holders (other than HP or any of its affiliates) of shares (other than shares of restricted stock) of Common Stock pursuant to the Merger Agreement was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated November 11, 2009, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with such opinion, is attached as Annex B. Goldman Sachs provided its opinion for the information and assistance of the board of directors in connection with its consideration of the Merger. Goldman Sachs's opinion is not a recommendation as to how any holder of Common Stock should vote with respect to the Merger or any other matter. Pursuant to an engagement letter between Goldman Sachs and us, we agreed to pay Goldman Sachs a transaction fee of approximately \$41 million, approximately \$38 million of which is payable upon consummation of the Merger.

Regulatory Approvals (Page 49)

The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act), and the rules promulgated thereunder by the Federal Trade Commission (FTC), provide that transactions such as the Merger may not be completed until notification and report forms have been filed with the FTC and the Antitrust Division of the Department of Justice (DOJ) and the applicable waiting period has expired or been

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terminated. 3Com and HP filed notification and report forms under the HSR Act with the FTC and the Antitrust Division of the DOJ on December 2, 2009.

The Merger is also subject to review by the governmental authorities of various other jurisdictions under the antitrust laws of those jurisdictions. HP has filed, or plans to file, in these jurisdictions, including the European Union, China, Brazil, Israel, Russia, South Africa, South Korea, Taiwan, Turkey and Ukraine.

Except for these filings and the filing of a certificate of merger in Delaware at or before the effective date of the Merger, we are unaware of any material federal, state or foreign regulatory requirements or approvals required for the execution of the Merger Agreement or completion of the Merger.

Procedure for Receiving Merger Consideration (Page 54)

Promptly following the effective time of the Merger, a payment agent will mail a letter of transmittal and instructions to you and the other 3Com stockholders. The letter of transmittal will tell you how to surrender your stock certificates in exchange for the merger consideration. **You should not return your stock certificates with the proxy card, and you should return your stock certificates with the letter of transmittal.**

Material U.S. Federal Income Tax Consequences of the Merger to Our Stockholders (Page 48)

The exchange of shares of Common Stock for cash pursuant to the Merger Agreement generally will be a taxable transaction for U.S. federal income tax purposes. Stockholders that are U.S. persons exchanging their shares of Common Stock in the Merger generally will recognize gain or loss in an amount equal to the difference, if any, between the cash received in the Merger and their adjusted tax basis in their shares of Common Stock surrendered. Because individual circumstances may differ, we urge you to consult your tax advisor for a complete analysis of the effect of the Merger on your U.S. federal, state and local and/or non-U.S. taxes.

Conditions to the Merger (Page 64)

Conditions to Each Party's Obligations. Each party's obligation to complete the Merger is subject to the satisfaction or waiver of the following conditions:

the Merger Agreement must have been adopted by the affirmative vote of the holders of a majority of the shares of Common Stock outstanding on the record date for the special meeting;

(i) any waiting period (and extensions thereof) applicable to the transactions contemplated by the Merger Agreement under the HSR Act must have expired or been terminated; (ii) any clearances, consents, approvals, orders and authorizations of governmental authorities required by the antitrust laws of the European Union, Israel, Russia, South Africa, South Korea, Taiwan, Turkey and Ukraine must have been obtained and/or any waiting periods (and extensions thereof) applicable to the transactions contemplated by the Merger Agreement under the antitrust laws of such jurisdictions must have expired or been terminated; and (iii) any required approval or deemed approval of the transactions contemplated by the Merger Agreement of the Ministry of Commerce must have been obtained pursuant to the Anti-Monopoly Law of the People's Republic of China; in each case, without any condition that would require any action that HP and its subsidiaries would not be required to take, or 3Com and our subsidiaries would not be permitted to take, pursuant to the provisions of the Merger Agreement described in the last paragraph under "The Merger Agreement - Antitrust Regulatory Filings" beginning on page 60; and

no court of competent jurisdiction or other governmental authority shall have (i) enacted, issued or promulgated any law that is in effect and has the effect of making the Merger illegal or which has the effect of prohibiting or otherwise preventing the consummation of the Merger or (ii) issued or granted any order that is in effect and has the effect of making the Merger illegal or which has the effect of prohibiting or otherwise preventing the consummation of the Merger.

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Conditions to HP's and Merger Sub's Obligations. The obligations of HP and Merger Sub to complete the Merger are subject to the satisfaction or waiver of the following additional conditions, any of which may be waived exclusively by HP:

our representation and warranties contained in the Merger Agreement with respect to the absence of any change or event that has had or would reasonably be expected to have a Company Material Adverse Effect since August 28, 2009 through the date of the Merger Agreement must be true and correct in all respects;

our representations and warranties contained in the Merger Agreement with respect to our authority to complete the Merger, approval by our stockholders, our organization and good standing, our capitalization, our brokers, our stockholder rights plan, and state anti-takeover laws must each be true and correct in all material respects as of the closing date with the same force and effect as if made on and as of such date (except for those representations and warranties made by us that address matters only as of a particular date which need only be true and correct in all material respects as of such particular date);

all of our other representations and warranties contained in the Merger Agreement, must be true and correct as of the closing date with the same force and effect as if made on and as of such date (except for any representations made by us as of a specific date which need only be so true and correct as of the date made), except where any failure to be so true and correct has not had and would not reasonably be expected to have a Company Material Adverse Effect (without giving effect to any qualification or exception as to materiality or Company Material Adverse Effect (but not dollar thresholds nor the reference to Company Material Adverse Effect in the representation and warranty regarding certain material contracts) set forth in such representations and warranties);

we must have performed in all material respects all obligations we are required to perform under the Merger Agreement at or prior to the closing date;

we must deliver to HP and Merger Sub at closing a certificate, validly executed for and on behalf of 3Com and in our name by a duly authorized officer, certifying that the foregoing conditions have been satisfied; and

no effect shall have arisen or occurred following the execution of the Merger Agreement that is continuing and that has had or is reasonably expected to have a Company Material Adverse Effect.

For purposes of the Merger Agreement, Company Material Adverse Effect means any effect, circumstance, change, event or development, individually or in the aggregate, and taken together with all other effects, circumstances, changes, events or developments, that has (or have) a material adverse effect on the business, operations, condition (financial or otherwise) or results of operations of 3Com and our subsidiaries, taken as a whole, other than:

general economic conditions in the United States, China or any other country, general conditions in the financial markets in the United States, China or any other country, or general political conditions in the United States, China or any other country;

general conditions in the industries in which we and our subsidiaries conduct business;

any conditions arising out of acts of terrorism, war or armed hostilities;

the announcement of the Merger Agreement or the pendency of the transactions contemplated thereby, including the impact on our relationships with our suppliers, distributors, partners, customers or employees;

any action that is taken, or any failure to take action, by us or our subsidiaries in either case which HP has requested in writing;

any changes in laws, orders or generally accepted accounting principles or the interpretation of laws, orders or accounting principles;

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changes in our stock price or change in the trading volume of our stock, in and of itself (provided that the underlying cause of such changes may be considered in determining whether there is a Company Material Adverse Effect, unless otherwise excluded by this definition);

any failure to meet any internal or public projections, forecasts or estimates of revenues or earnings, in and of itself (provided that the underlying cause of such failure may be considered in determining whether there is a Company Material Adverse Effect, unless otherwise excluded by this definition);

matters expressly set forth in 3Com's disclosure letter to HP; or

any legal proceedings made or brought by any of the current or former stockholders of 3Com resulting from, relating to or arising out of the Merger Agreement;

except, in the case of the first three bullets above, to the extent such conditions or changes referred to therein affect 3Com and its subsidiaries in a disproportionate manner relative to other participants in the industries in which 3Com and its subsidiaries conduct business.

Conditions to 3Com's Obligations. Our obligation to complete the Merger is subject to the satisfaction or waiver of the following additional conditions, any of which may be waived exclusively by us:

the representations and warranties of HP and Merger Sub set forth in the Merger Agreement must be true and correct on and as of the closing date with the same force and effect as if made on and as of such date, except where the failure of such representations and warranties to be so true and correct would not, individually or in the aggregate, prevent or materially delay the consummation of the transactions contemplated by the Merger Agreement or the ability of HP and Merger Sub to fully perform their respective covenants and obligations under the Merger Agreement, provided that those representations and warranties which address matters only as of a particular date need only be so true and correct as of such particular date;

HP and Merger Sub must have performed in all material respects all obligations that are to be performed by them under the Merger Agreement at or prior to the closing date; and

HP and Merger Sub must deliver to us at closing a certificate, validly executed for and on behalf of HP and Merger Sub and in their respective names by a duly authorized officer, with respect to the satisfaction of the foregoing conditions relating to representations, warranties and obligations.

Restrictions on Solicitations of Other Offers (Page 66)

From and after the date of the Merger Agreement, 3Com and our subsidiaries have agreed not to, nor authorize or knowingly permit our respective representatives to, directly or indirectly:

solicit, initiate, propose or induce the making, submission or announcement of, or knowingly encourage, facilitate or assist, an alternative acquisition proposal;

furnish to any person (other than HP, Merger Sub or any designees of HP or Merger Sub) any non-public information relating to 3Com or any of our subsidiaries, or afford to any person access to the business, properties, assets, books, records or other non-public information, or to any personnel, of 3Com or any of our subsidiaries (other than HP, Merger Sub or any designees of HP or Merger Sub) in any such case with the intent to induce or in a manner that reasonably would be expected to lead to the making, submission or

announcement of, or to encourage, facilitate or assist, an alternative acquisition proposal or any inquiries or the making of any proposal that would reasonably be expected to lead to an alternative acquisition proposal;

participate, engage in or continue discussions or negotiations with any person with respect to any alternative acquisition proposal; or

enter into, or authorize 3Com or any of our subsidiaries to enter into, any letter of intent, memorandum of understanding or other contract or agreement in principle contemplating or otherwise relating to an alternative acquisition transaction, other than an acceptable confidentiality agreement.

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Notwithstanding the aforementioned restrictions, at any time prior to the adoption of the Merger Agreement by our stockholders, we are permitted to participate or engage in discussions or negotiations with, and/or furnish any non-public information relating to 3Com or any of our subsidiaries or afford access to the business, properties, assets, books, records or other non-public information, or to the personnel, of 3Com or any of our subsidiaries to any person that has made a bona fide unsolicited written acquisition proposal, provided that the board of directors determines in good faith (after consultation with its independent financial advisor and outside legal counsel) that such acquisition proposal either constitutes a superior proposal or is reasonably likely to lead to a superior proposal.

We are required, upon receipt of such acquisition proposal, promptly (and in any event within 48 hours) to provide HP a copy of any such acquisition proposal or superior proposal made in writing, or a written summary of the material terms of any such acquisition proposal or superior proposal not made in writing. We are also required to keep HP reasonably informed of any material developments regarding any acquisition proposal and, upon the reasonable request of HP, apprise HP of the status of such acquisition proposal.

We are required contemporaneously to provide to HP any non-public information concerning us or our subsidiaries provided to such other person which was not previously provided to HP. We have agreed that we and our subsidiaries will not enter into any confidentiality agreement with any person which will prohibit us from complying with these obligations.

For purposes of the Merger Agreement, an *acquisition proposal* means any offer or proposal (other than an offer or proposal by HP or Merger Sub) to engage in an acquisition transaction from any person or group (as defined in Section 13(d) of the Exchange Act). For purposes of the Merger Agreement, an *acquisition transaction* means any transaction or series of related transactions (other than the transactions contemplated by the Merger Agreement) involving: (i) the purchase or other acquisition from 3Com by any person or group (as defined in or under Section 13(d) of the Exchange Act), directly or indirectly, of twenty percent (20%) or more of the Common Stock outstanding as of the consummation of such purchase or other acquisition, or any tender offer or exchange offer by any person or group (as defined in or under Section 13(d) of the Exchange Act) that, if consummated in accordance with its terms, would result in such person or group beneficially owning twenty percent (20%) or more of the Common Stock outstanding as of the consummation of such tender or exchange offer; (ii) a merger, consolidation, business combination, stock exchange, recapitalization, liquidation, issuance of or amendment to terms of outstanding stock or other securities, or other similar transaction involving 3Com pursuant to which the stockholders of 3Com immediately preceding such transaction (in their capacities as such) hold eighty percent (80%) or less of the Common Stock or consolidated assets of 3Com or our subsidiaries taken as a whole (either as measured by the fair market value thereof or by the revenues or earnings on a consolidated basis attributable thereto) in the surviving or resulting entity of such transaction; (iii) a sale, transfer, acquisition or disposition of twenty percent (20%) or more of the consolidated assets of 3Com and our subsidiaries taken as a whole (either as measured by the fair market value thereof or by the revenues or earnings on a consolidated basis attributable thereto); or (iv) any combination of the foregoing.

For purposes of the Merger Agreement, a *superior proposal* means any bona fide written acquisition proposal (provided that, for purposes of this definition, all references in the definition of acquisition transaction to twenty percent (20%) will be references to fifty percent (50%) and the reference therein to eighty percent (80%) will be a reference to fifty percent (50%)) with respect to which the board of directors must have determined in good faith (after consultation with its independent financial advisor and outside legal counsel) that the acquisition transaction contemplated by such acquisition proposal would be more favorable to 3Com's stockholders (in their capacity as such) than the Merger, after taking into account all the terms and conditions of such proposal (including the financial aspects of such proposal, the likelihood, ability to finance, conditionality and timing of consummation of such proposal) and the Merger Agreement (including any changes to the terms of the Merger Agreement proposed by HP to 3Com in a written offer capable of acceptance in response to such proposal or otherwise).

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Termination of the Merger Agreement (Page 69)

The Merger Agreement may be terminated at any time prior to the consummation of the Merger, whether before or after stockholder approval has been obtained:

by mutual written agreement of HP and 3Com;

by either 3Com or HP if:

the Merger is not consummated by 11:59 p.m. (Pacific time) on November 11, 2010 (the Termination Date); provided, however, that the terminating party has not taken any action in breach of the Merger Agreement or failed to take action in breach of the Merger Agreement that was the principal cause of or resulted in any of the conditions to the Merger set forth in the Merger Agreement, including those conditions described above in Conditions to the Merger beginning on page 6, having failed to be satisfied by the Termination Date;

any court of competent jurisdiction or other governmental authority has enacted, issued or promulgated any law or issued or granted any order that is in effect and has the effect of making the Merger illegal or which has the effect of prohibiting or otherwise preventing the consummation of the Merger, and such order has become final and non-appealable; provided, however, that the terminating party has used its reasonable best efforts to contest, appeal and remove such order and such terminating party has not taken any action in breach of the Merger Agreement or failed to take action in breach of the Merger Agreement that was the principal cause of, or resulted in, the passage of such law or the issuance of such order; or

3Com has failed to obtain the stockholder approval at the special meeting (or any adjournment or postponement thereof) at which a vote is taken on the Merger Agreement;

by 3Com if:

HP and/or Merger Sub has breached or otherwise violated any of their respective covenants, agreements or other obligations under the Merger Agreement, or any of the representations and warranties of HP and Merger Sub set forth in the Merger Agreement have become inaccurate, as more fully described below in The Merger Agreement Termination of the Merger Agreement beginning on page 69; or

The board of directors has received an acquisition proposal that it determines in good faith (after consultation with its independent financial advisors and outside legal counsel) constitutes a superior proposal and the failure to enter into a definitive agreement relating to such superior proposal would reasonably be expected to be a breach of its fiduciary duties, and 3Com has complied with the requirements for terminating in connection with such superior proposal described in further detail in The Merger Agreement Termination of the Merger Agreement beginning on page 69;

by HP if:

3Com has breached or otherwise violated any of its covenants, agreements or other obligations under the Merger Agreement, or any of the representations and warranties of 3Com set forth in the Merger Agreement have become inaccurate, as more fully described below in The Merger Agreement Termination of the Merger Agreement beginning on page 69; or

(i) the board of directors or any committee of the board of directors has for any reason effected a change of recommendation; (ii) a tender offer or exchange offer for Common Stock that constitutes an acquisition

proposal (whether or not a superior proposal) is commenced and, within ten (10) business days after the public announcement of the commencement of such acquisition proposal, 3Com has not issued a public statement (and filed a Schedule 14D-9 pursuant to Rule 14e-2 and Rule 14d-9 promulgated under the Exchange Act) reaffirming the board of directors' recommendation in favor of the Merger and recommending that 3Com's stockholders reject such acquisition proposal and not tender any shares of Common Stock into such tender or exchange offer; (iii) 3Com fails to timely hold a stockholder vote with respect to the adoption of the Merger Agreement in accordance

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with the terms of the Merger Agreement; or (iv) the board of directors has failed to publicly reconfirm the board of directors' recommendation in favor of the Merger within ten (10) business days of a written request from HP to do so.

Termination Fees and Expenses (Page 70)

We have agreed to pay HP (or its designee) a termination fee of \$99 million if:

the Merger Agreement is terminated pursuant to the provision described in the second sub-bullet under the third bullet above under Termination of the Merger Agreement beginning on page 10;

the Merger Agreement is terminated pursuant to the provision described in the second sub-bullet under the fourth bullet above under Termination of the Merger Agreement beginning on page 10;

the Merger Agreement is terminated pursuant to the provision described in the first sub-bullet under the second bullet above under Termination of the Merger Agreement beginning on page 10 and at the time of such termination the closing conditions relating to regulatory approvals and the absence of legal prohibitions are capable of being satisfied or would be capable of being satisfied, but for a breach by 3Com of its obligations under the Merger Agreement, provided that the reason the Merger has not been consummated by the Termination Date is not attributable to a breach by HP or Merger Sub of their respective obligations under the Merger Agreement, which breach has resulted in a failure to satisfy the closing condition relating to regulatory approvals or the closing condition relating to the absence of legal prohibitions or the closing conditions described above in the first two bullets in Conditions to 3Com's Obligations beginning on page 8 and provided that:

prior to such termination a competing acquisition transaction has been publicly announced, disclosed or communicated and not withdrawn, a person or group has publicly disclosed an intention to make, propose or communicate a proposal for a competing acquisition transaction and not withdrawn such intention, or a proposal for a competing acquisition transaction has become publicly known and not withdrawn, and

within twelve (12) months after such termination, we enter into a definitive agreement providing for a competing acquisition transaction and such competing acquisition transaction is subsequently consummated;

the Merger Agreement is terminated pursuant to the provision described in the third sub-bullet under the second bullet above under Termination of the Merger Agreement beginning on page 10 and provided that:

prior to the special meeting (or any postponement or adjournment thereof) a competing acquisition transaction has been publicly announced, disclosed or communicated and not withdrawn, a person or group has disclosed an intention to make, propose or communicate a proposal for a competing acquisition transaction and not withdrawn such proposal or intention or a proposal for a competing acquisition transaction has become publicly known and not withdrawn,

within twelve (12) months after such termination, we enter into a definitive agreement providing for a competing acquisition transaction and such acquisition is subsequently consummated, and

provided that such payment will be less any expenses previously paid to HP (or its designee) as described in the next paragraph.

We have also agreed to reimburse HP s and Merger Sub s out-of-pocket fees and expenses incurred in connection with the transaction contemplated by the Merger Agreement, up to an aggregate of \$10 million, if either the Merger Agreement is terminated pursuant to the provision described in the third sub-bullet under the second bullet above under Termination of the Merger Agreement beginning on page 10 and prior to the special meeting (or any postponement or adjournment thereof) a competing acquisition transaction has been publicly announced, disclosed or communicated and not withdrawn, a person or group has disclosed an intention to make, propose or communicate a proposal for a competing acquisition transaction and not withdrawn such proposal or intention or a proposal for a competing acquisition transaction has become

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publicly known and not withdrawn. For purposes of the Merger Agreement, a *competing acquisition transaction* has the same meaning as an acquisition transaction except that all references therein to twenty percent (20%) are references to fifty percent (50%) and the reference to eighty percent (80%) is a reference to fifty percent (50%).

Appraisal Rights (Page 77)

Under Delaware law, holders of Common Stock who do not vote in favor of the proposal to adopt the Merger Agreement will have the right to seek appraisal of the fair value of their shares of Common Stock as determined by the Delaware Court of Chancery if the Merger is completed, but only if they comply with all requirements of Delaware law, which are summarized in this proxy statement. The judicially determined appraisal amount could be more than, the same as or less than the merger consideration. Any holder of Common Stock intending to exercise appraisal rights, among other things, must submit a written demand for an appraisal to us prior to the vote on the proposal to adopt the Merger Agreement and must not vote or otherwise submit a proxy in favor of adoption of the Merger Agreement and must otherwise strictly comply with all of the procedures required by Delaware law. Your failure to follow exactly the procedures specified under Delaware law will result in the loss of your appraisal rights. A copy of the relevant section of Delaware law is attached hereto as Annex C.

Market Price of Common Stock (Page 74)

Our Common Stock is listed on the NASDAQ Global Select Market under the trading symbol COMS. The closing sale price of Common Stock on the NASDAQ Global Select Market on November 10, 2009, the last trading day prior to the execution of the Merger Agreement, was \$5.41. The \$7.90 per share to be paid for each share of Common Stock in the Merger represents:

a premium of approximately 46% to the closing share price on November 10, 2009;

a premium of approximately 43% to the average closing share price for the one-month period ending November 10, 2009;

a premium of approximately 61% to the average closing share price for the three-month period ending November 10, 2009; and

a premium of approximately 116% to the average closing share price for the one-year period ending November 10, 2009.

The closing sale price of Common Stock on the NASDAQ Global Select Market on December 3, 2009, the last trading day before the filing of this proxy statement, was \$7.37.

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CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This proxy statement and the documents to which we refer you in this proxy statement include forward-looking statements based on estimates and assumptions. There are forward-looking statements throughout this proxy statement, including, without limitation, under the headings Questions and Answers about the Special Meeting and the Merger, Summary, The Merger, Opinion of Financial Advisor, Regulatory Approvals and Litigation Related to the Merger and in statements containing words such as believes, estimates, anticipates, continues, contemplates, may, will, could, should or would or other similar words or phrases. These statements, which are based on information currently available to us, are not guarantees of future performance and may involve risks and uncertainties that could cause our actual growth, results of operations, performance and business prospects, and opportunities to materially differ from those expressed in, or implied by, these statements. These forward-looking statements speak only as of the date on which the statements were made and we expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statement included in this proxy statement or elsewhere. In addition to other factors and matters contained or incorporated in this document, these statements are subject to risks, uncertainties and other factors, including, among others:

the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement that could require us to pay a \$99 million termination fee;

the outcome of any legal proceedings that have been or may be instituted against 3Com and others relating to the Merger Agreement;

the inability to complete the Merger due to the failure to obtain stockholder approval or the failure to satisfy other conditions to consummation of the Merger;

the inability to complete the Merger due to regulatory matters, including obtaining antitrust clearances in the U.S., China, the European Union, Israel, Russia, South Africa, South Korea, Taiwan, Turkey and Ukraine or obtaining such clearances with conditions that one or more parties are not required to agree to under the Merger Agreement;

the failure of the Merger to close for any other reason;

risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the Merger;

the effect of the announcement of the Merger on our business and customer relationships, operating results and business generally, including our ability to retain key employees;

the ability to recognize the benefits of the Merger;

the amount of the costs, fees, expenses and charges related to the Merger; and

other risks detailed in our current filings with the SEC, including our most recent filings on Forms 8-K, 10-Q and 10-K, including but not limited to the risks detailed in the sections entitled Risk Factors. See Where You Can Find More Information beginning on page 80.

Many of the factors that will determine our future results are beyond our ability to control or predict. In light of the significant uncertainties inherent in the forward-looking statements contained herein, readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. We cannot guarantee any future results, levels of activity, performance or achievements. The statements made in this proxy statement represent our views as of the date of this proxy statement, and it should not be assumed that the statements made herein remain accurate as of any future date. Moreover, we assume no obligation to update forward-looking statements or update the reasons that actual results could differ materially from those anticipated in forward-looking statements, except as required by law.

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THE PARTIES TO THE MERGER

3Com Corporation

3Com Corporation is a global enterprise networking solutions provider. 3Com has three global product and solutions brands H3C, 3Com, and TippingPoint that offer high-performance networking and security solutions to enterprises large and small. The H3C® enterprise networking portfolio includes products that span from the data center to the edge of the network and is targeted at large enterprises. The 3Com® family of products offers a strong price/performance value proposition for the small and medium-size businesses. Our security brand, TippingPoint®, features network-based intrusion prevention systems (IPS) and network access control (NAC) solutions that deliver in-depth, no-compromise application, infrastructure and performance protection. 3Com was incorporated in California on June 4, 1979, and reincorporated in Delaware on June 12, 1997. Our corporate headquarters are currently located in Marlborough, Massachusetts.

For more information about 3Com, please visit our website at www.3Com.com. Our website address is provided as an inactive textual reference only. The information provided on our website is not part of this proxy statement and therefore is not incorporated by reference. See also [Where You Can Find More Information](#) beginning on page 80. Our Common Stock is publicly traded on the NASDAQ Global Select Market under the symbol COMS.

3Com's principal executive offices are located at 350 Campus Drive, Marlborough, Massachusetts 01752-3064 and our telephone number is (508) 323-1000.

Hewlett-Packard Company

Hewlett-Packard Company, a Delaware corporation, focuses on simplifying technology experiences for all of its customers from individual consumers to the largest businesses. With a portfolio that spans printing, personal computing, software, services and IT infrastructure, HP is among the world's largest technology companies, with revenue totaling \$114.6 billion for the four fiscal quarters ended October 31, 2009. HP's principal executive offices are located at 3000 Hanover Street, Palo Alto, California 94304, and its telephone number is (650) 857-1501.

Colorado Acquisition Corporation

Colorado Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of HP, was formed solely for the purpose of consummating the Merger. Colorado Acquisition Corporation has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the Merger Agreement. Colorado Acquisition Corporation's principal executive offices are located at 3000 Hanover Street, Palo Alto, California 94304, and its telephone number is (650) 857-1501.

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THE SPECIAL MEETING

Time, Place and Purpose of the Special Meeting

This proxy statement is being furnished to our stockholders as part of the solicitation of proxies by the board of directors for use at the special meeting to be held on [], 2010 at [] a.m., at 3Com's headquarters, 350 Campus Drive, Marlborough, Massachusetts 01752-3064, or at any adjournment or postponement thereof. The purpose of the special meeting is for our stockholders to consider and vote upon a proposal to adopt the Merger Agreement (and to approve the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies). Our stockholders must adopt the Merger Agreement in order for the Merger to occur. If the stockholders fail to adopt the Merger Agreement, the Merger will not occur. A copy of the Merger Agreement is attached to this proxy statement as Annex A. This proxy statement and the enclosed form of proxy are first being mailed to our stockholders on or about [], 2009.

Record Date and Quorum

We have fixed the close of business on [], 2009 as the record date for the special meeting, and only holders of record of Common Stock on the record date are entitled to receive notice of and vote at the special meeting. As of the close of business on the record date, there were [] shares of Common Stock outstanding and entitled to vote. Each share of Common Stock entitles its holder to one vote on all matters properly coming before the special meeting.

A majority of the shares of Common Stock issued and outstanding on the record date represented at the special meeting in person or by a duly authorized and properly completed proxy constitutes a quorum for the purpose of considering the proposals. Shares of Common Stock represented at the special meeting but not voted, including shares of Common Stock for which proxies have been received but for which stockholders have abstained, will be treated as present at the special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. Although the law in Delaware is unclear on the proper treatment of abstentions, we believe that abstentions should be counted for purposes of determining whether a quorum is present. Without controlling precedent to the contrary, we intend to treat abstentions in this manner. Accordingly, abstentions will be counted for the purpose of determining whether a quorum is present. In the event that a quorum is not present at the special meeting, it is expected that the special meeting will be adjourned to solicit additional proxies.

Vote Required for Approval

Approval of the proposal to adopt the Merger Agreement requires the affirmative vote of the holders of a majority of shares of Common Stock outstanding that are entitled to vote at the special meeting. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of a majority of the votes cast by the holders of all Common Stock present in person or represented by proxy at the special meeting and entitled to vote on the matter. If you do not submit a proxy by telephone or the Internet or return a signed proxy card by mail or vote your shares in person, it has the same effect as a vote against the proposal to adopt the Merger Agreement but it will have no effect on the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. If you sign your proxy card without indicating your vote, your shares will be voted **FOR** the proposal to adopt the Merger Agreement and **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

If your shares of Common Stock are held in street name, you will receive instructions from your broker, bank or other nominee that you must follow in order to have your shares voted. **If you do not instruct your broker to vote your**

shares, it has the same effect as a vote against the proposal to adopt the Merger Agreement. As of the close of business on the record date, the directors and executive officers of 3Com held and are entitled to vote, in the aggregate, [] shares of Common Stock, representing approximately []% of the outstanding Common Stock.

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Proxies and Revocation

If you submit a proxy by telephone or the Internet or by returning a signed proxy card by mail, your shares will be voted at the special meeting as you indicate on your proxy card or by such other method. If you sign your proxy card without indicating your vote, your shares will be voted **FOR** the proposal to adopt the Merger Agreement and **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Proxies received at any time before the special meeting and not revoked or superseded before being voted will be voted at the special meeting. You have the right to change or revoke your proxy at any time before the vote taken at the special meeting:

by notifying our Secretary, Neal D. Goldman, at 3Com Corporation, 350 Campus Drive, Marlborough, Massachusetts 01752-3064;

by attending the special meeting and voting in person (your attendance at the special meeting will not, by itself, revoke your proxy; you must vote in person at the special meeting);

by submitting a later-dated proxy card; or

if you voted by telephone or the Internet, by voting a second time by telephone or Internet.

If you hold your shares through a broker, bank or other nominee and you have instructed a broker, bank or other nominee to vote your shares of Common Stock, the above instructions do not apply and, instead, you must follow the directions received from your broker, bank or other nominee to change those instructions.

Please do not send in your stock certificates with your proxy card. When the Merger is completed, a payment agent will mail to you a separate letter of transmittal that will enable you to receive the merger consideration in exchange for your stock certificates.

Adjournments and Postponements

Although it is not currently expected, the special meeting may be adjourned or postponed for the purpose of soliciting additional proxies if 3Com has not received sufficient votes to approve the merger proposal at the special meeting. Any adjournments may be made without notice (if such adjournment is not for more than thirty (30) days), other than an announcement at the special meeting, by approval of the affirmative vote of holders of at least a majority of shares of Common Stock who are present in person or represented by proxy at the special meeting. Any signed proxies received by 3Com in which no voting instructions are provided on such matter will be voted **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. Any adjournment of the special meeting for the purpose of soliciting additional proxies will allow 3Com's stockholders who have already sent in their proxies to revoke them at any time prior to their use at the special meeting as adjourned.

At any time prior to convening the special meeting, 3Com's board of directors may postpone the special meeting for any reason without the approval of 3Com stockholders. If postponed, 3Com will provide notice of the new meeting date as required by law. Although it is not currently expected, 3Com's board of directors may postpone the special meeting for the purpose of soliciting additional proxies if 3Com has not received sufficient proxies to constitute a quorum or sufficient votes for adoption of the Merger Agreement. Similar to adjournments, any postponement of the special meeting for the purpose of soliciting additional proxies will allow stockholders who have already sent in their

proxies to revoke them at any time prior to their use.

Rights of Stockholders Who Object to the Merger

Stockholders are entitled to statutory appraisal rights under Delaware law in connection with the Merger. This means that you are entitled to have the value of your shares determined by the Delaware Court of Chancery and to receive payment based on that valuation. The ultimate amount you receive as a dissenting stockholder in an appraisal proceeding may be more than, the same as or less than the amount you would have received under the Merger Agreement.

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To exercise your appraisal rights, you must submit a written demand for appraisal to 3Com before the vote is taken on the Merger Agreement and you must not vote in favor of the proposal to adopt the Merger Agreement. Your failure to follow exactly the procedures specified under Delaware law will result in the loss of your appraisal rights. See

Dissenters Rights of Appraisal beginning on page 77 and the text of the Delaware appraisal rights statute reproduced in its entirety as Annex C.

Solicitation of Proxies

This proxy solicitation is being made and paid for by 3Com on behalf of its board of directors. In addition, we have retained Georgeson Inc. (Georgeson) to assist in the solicitation. We will pay Georgeson approximately \$20,000 plus reasonable out-of-pocket expenses for their assistance. Our directors, officers and employees may also solicit proxies by personal interview, mail, e-mail, telephone, facsimile or other means of communication. These persons will not be paid additional or special remuneration for their efforts. We will also request brokers and other fiduciaries to forward proxy solicitation material to the beneficial owners of shares of Common Stock that the brokers and fiduciaries hold of record and obtain such holders voting instructions. Upon request, we will reimburse such brokers and fiduciaries for their reasonable out-of-pocket expenses. In addition, we will indemnify Georgeson against any losses arising out of that firm s proxy soliciting services on our behalf.

Questions and Additional Information

If you have more questions about the Merger or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instructions, please (1) mail your request to 3Com Corporation, 350 Campus Drive, Marlborough, Massachusetts 01752-3064, Attn: Investor Relations, (2) call our Investor Relations department at (508) 323-1198, or (3) call our proxy solicitor, Georgeson, toll free at (866) 432-2786 (banks and brokers call (212) 440-9800).

Availability of Documents

The reports, opinions or appraisals referenced in this proxy statement will be made available for inspection and copying at the principal executive offices of 3Com during its regular business hours by any interested holder of Common Stock.

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THE MERGER

This discussion of the Merger is qualified in its entirety by reference to the Merger Agreement, which is attached to this proxy statement as Annex A. You should read the entire Merger Agreement carefully as it is the legal document that governs the Merger.

Background of the Merger

On September 28, 2007, we entered into and announced a merger agreement with Diamond II Holdings, Inc. and Diamond II Acquisition Corp., which were entities controlled by affiliates of Bain Capital Partners, LLC. Under the terms of that merger agreement, these Diamond II entities agreed to acquire all of the outstanding shares of 3Com in a merger transaction in which our common stock would have been exchanged for \$5.30 per share in cash. We terminated that merger agreement in April 2008.

Following the termination of our merger agreement with the Diamond II entities, the board of directors and our senior management team continued and expanded a detailed review of our business strategy and operations. That review had begun during our strategic planning for the merger transaction with the Diamond II entities. As a result of the review, we implemented a number of strategic changes and initiatives intended to build long-term stockholder value. For example, in April 2008, the board of directors appointed Robert Y.L. Mao as our new Chief Executive Officer and Ronald A. Sege as our new President and Chief Operating Officer. Dr. Shusheng Zheng, the head of our H3C enterprise business in China was given broader global responsibilities and promoted to Executive Vice President of 3Com and Chief Executive Officer of H3C. We made important investments in our direct-touch sales forces focused on selling our solutions to large enterprises. In addition, we launched a "one company, three brands" strategy centered around our H3C enterprise brand, 3Com small-medium business brand and TippingPoint security brand. We introduced products to address the growing demand for data center solutions, including our 12500 data center switch. We introduced our H3C enterprise brand, which is an industry leader in China, to the rest of the world through coordinated sales and marketing efforts. Following these changes and initiatives, we have announced significant enterprise customer wins and have continued to generate more interest in our solutions on a global basis.

In May 2009, Mr. Sege and other members of our senior management team attended an industry trade show in Las Vegas, Nevada. While attending this trade show, Mr. Sege had an informal discussion with Marius Haas, Senior Vice President and General Manager of the ProCurve Networking business of HP, concerning a possible commercial relationship between 3Com and HP. Messrs. Sege and Haas agreed that such a relationship could have significant benefits for both companies and, therefore, agreed to further consider such a relationship with their respective business teams.

On June 12, 2009, Mr. Sege met with David A. Donatelli, Executive Vice President and General Manager, Enterprise Servers and Networking of HP, and Mr. Haas to further discuss a possible commercial relationship between 3Com and HP. During this meeting, Mr. Sege presented an overview of 3Com's business strategy and operations to enable HP to further assess the manner in which 3Com and HP could work together for their mutual benefit.

On June 17, 2009, the board of directors held a regularly scheduled meeting to discuss a variety of matters, including our overall business performance, our fourth fiscal quarter results, our financial plan for fiscal year 2010, a general business update and the continued consideration of strategic initiatives to enhance stockholder value. During this meeting, Mr. Sege informed the board of his discussions with representatives of HP concerning a possible commercial relationship between the two companies, as well as various other strategic initiatives that our senior management team was evaluating with other large technology companies.

On July 1, 2009, Mr. Sege and other 3Com representatives met with Mr. Haas and other HP representatives to continue discussions concerning a possible commercial relationship between 3Com and HP. During this meeting, Mr. Sege and the 3Com team presented an overview of 3Com's data center product line, and the parties discussed the manner in which 3Com's products could fit within and potentially enhance HP's product offerings.

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To facilitate the further exchange of confidential information in contemplation of a possible commercial relationship between the two companies, we entered into a mutual non-disclosure agreement with HP on July 15, 2009.

On July 20, 2009, representatives of 3Com met by telephone with Mr. Haas and other HP representatives to provide a broader overview of 3Com's product offerings and certain technical due diligence background information in furtherance of a possible commercial relationship between the two companies.

On July 29, 2009, Mr. Sege met with Mr. Haas and other HP representatives to further discuss the possible commercial relationship between the two companies. In particular, Mr. Sege provided a broader overview of the structure and operation of the 3Com business, its historical background, the relationship with Huawei, and the lineage and current roles and responsibilities of the current executive C-Level staff. Mr. Sege also discussed the China out strategy (which is designed to bring the H3C product portfolio to the global market place), as well as the one company, three brands strategy, in broad terms, and described 3Com's business in China. In addition, Mr. Sege discussed how the businesses are managed, and how he views the business from a market segment perspective (i.e., Enterprise, MidMarket and SMB). He also provided a broad overview of 3Com's data center offering, 3Com's supply chain and of how 3Com goes to market.

On July 30, 2009, Eric A. Benhamou, Chairman of the board of directors, Mr. Mao and Mr. Sege met with Shane V. Robison, Executive Vice President and Chief Strategy and Technology Officer of HP, Mr. Donatelli and Mr. Haas to discuss further a possible commercial relationship between 3Com and HP and to engage in a dialogue about the networking industry generally. During the course of this meeting, Mr. Robison first expressed HP's potential interest in acquiring 3Com in lieu of establishing a commercial relationship between the two companies. HP conveyed its interest in 3Com in general terms and indicated it would consider sending more details, including a possible valuation, in a non-binding written indication of interest to 3Com in the near-term. The next day, on July 31, 2009, our senior management team participated in discussions with representatives of Goldman, Sachs & Co. (Goldman Sachs), our long-standing financial advisor, to discuss the strategic landscape of, and the potential for consolidation in, the networking industry.

On August 5, 2009, we received from HP a non-binding indication of interest in acquiring 3Com in a merger transaction in which 3Com stockholders would receive \$4.80 - \$5.15 per share in cash. HP's indication of interest was subject to the satisfactory completion of due diligence and our agreement to negotiate exclusively with HP for 60 days.

On August 10, 2009, the board of directors convened a special meeting to consider HP's August 5th indication of interest as well as other strategic initiatives that were under consideration at that time. Representatives of Wilson Sonsini Goodrich & Rosati, Professional Corporation (Wilson Sonsini), our outside legal counsel, also attended this meeting. At the outset, representatives of Wilson Sonsini advised the board regarding its fiduciary duties in connection with its consideration of HP's August 5th indication of interest. The board then discussed the retention of an external financial advisor to assist the board and our senior management team in their evaluation of a potential acquisition by HP (including strategic alternatives to a potential acquisition by HP). After discussion of various alternatives, the board determined to engage Goldman Sachs and authorized our senior management team to negotiate an engagement agreement with Goldman Sachs to act as our financial advisor in connection with a potential acquisition by HP and other strategic alternatives. After considering the retention of a financial advisor, the board discussed HP's indication of interest, 3Com's recent financial performance and business prospects, as well as the likelihood of consolidation in the networking industry and the potential impact of such consolidation on 3Com, its business prospects and stockholder value. During this meeting, Messrs. Mao and Sege also discussed our senior management team's ongoing evaluation and discussions with other companies concerning potential strategic and commercial partnerships.

Representatives of Goldman Sachs then joined the board meeting and presented their preliminary financial analyses of 3Com based on management's preliminary forecasts of the Company's financial performance and a preliminary analysis of the price range proposed by HP in its August 5th indication of interest relative to Goldman Sachs' financial analyses of 3Com. The board discussed Goldman Sachs' presentation, and, during

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this discussion, Messrs. Mao and Sege advised the board on 3Com's financial prospects, taking into account the uncertainty of macro-economic conditions in the U.S., China and 3Com's other significant global markets.

Representatives of Goldman Sachs then discussed the technology industry landscape, including potential consolidation in the networking industry and the role various industry participants were likely to play in that consolidation. After discussion with our senior management team, financial advisor and outside legal counsel, the board of directors determined to reject HP's August 5th indication of interest, but authorized our senior management team and financial advisor to continue discussions with HP regarding a potential acquisition by HP and to provide additional information to HP to support a higher purchase price for 3Com. In addition, the board discussed the advisability of seeking indications of interest from other companies that might be interested in acquiring 3Com. After discussion among the board members, the board determined not to seek alternative indications of interest to acquire 3Com from other companies at this time due to the preliminary nature of HP's indication of interest, the relatively wide divergence in views between the board and HP over 3Com's valuation, and the significant risks of harm to 3Com's business and of employee dislocation if speculation arose that 3Com was considering a transaction with potential acquirors. Finally, in view of current macro-economic conditions, as well as our senior management team's current views with respect to our company's financial performance, the board instructed our senior management team to update 3Com's three-year business plan and financial forecasts, which had been presented to the board in January 2009, to reflect our senior management team's most current view on the company's business and prospects. The board of directors also instructed our senior management team to continue discussions with other potential partners to promote strategic product relationships.

From August 11 to August 12, 2009, Mr. Benhamou contacted Mr. Robison, and Mr. Sege contacted Mr. Haas, to convey the board's rejection of HP's August 5th indication of interest, but also to convey 3Com's willingness to provide additional public and certain non-public information that would support a higher valuation for a potential acquisition by HP or possible commercial relationship between the two companies. On August 14, 2009, representatives of Goldman Sachs met with representatives of Morgan Stanley & Co. Incorporated (Morgan Stanley), HP's financial advisor, and representatives of HP to further discuss 3Com's valuation and business and financial outlook in the near-term and medium-term. These discussions were followed by additional conversations on August 24, 2009 and August 25, 2009 regarding the valuation of 3Com reflected in HP's August 5th indication of interest and HP's desire to conduct further due diligence.

On August 26, 2009, we entered into an amendment to our previously executed mutual non-disclosure agreement with HP in order to enable HP to conduct additional technical due diligence on 3Com, but to limit the scope of HP employees who would be entitled to participate in this technical due diligence. HP commenced its additional technical due diligence shortly thereafter, focusing primarily on 3Com product testing.

On September 4, 2009, Mr. Sege met with Mr. Haas to discuss HP's product testing efforts and related matters. On September 17, 2009, Mr. Sege had further discussions with Mr. Haas regarding HP's product testing efforts and related matters.

On September 23, 2009, the board of directors held a regularly scheduled meeting, which representatives of Goldman Sachs and Wilson Sonsini also attended. During this meeting, our senior management team presented a thorough review of each of our business units and their current performance and future prospects, and an updated three-year business plan, which we refer to as the Management Long Range Plan, and financial forecasts for the company based on this updated business plan. In connection with this review, the board and our senior management team discussed the key assumptions underlying the Management Long Range Plan and the risks to the business that could impact our ability to execute on the Management Long Range Plan and financial forecasts, and compared those with possible upside opportunities and downside risks.

Following this discussion, representatives of Goldman Sachs discussed other strategic opportunities that could be under consideration by HP as potential alternatives to an acquisition of 3Com. Mr. Sege updated the board on HP's current testing of 3Com products, and Messrs. Mao and Sege updated the board on our ongoing strategic discussions with HP. Representatives of Goldman Sachs also discussed the potential for consolidation in the networking industry and the potential or possible implications of such consolidation for 3Com and its

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business prospects, including the potential interest of other technology companies in acquiring 3Com. At this meeting Goldman Sachs also discussed its updated preliminary financial analyses of 3Com. Representatives of Wilson Sonsini then advised the board regarding its fiduciary duties in connection with its evaluation of strategic alternatives, including a possible acquisition by HP or any other acquiror. At this meeting, the board of directors also approved the terms of the engagement of Goldman Sachs as our exclusive financial advisor.

On September 28, 2009, Messrs. Mao and Sege met with Messrs. Donatelli and Haas and other HP representatives to further discuss HP's proposed acquisition of 3Com. During this meeting, the participants discussed the status of HP's product testing efforts and various other operational matters. The parties agreed to schedule a future meeting regarding operational and due diligence matters.

On October 1, 2009, we entered into an engagement agreement with Goldman Sachs, pursuant to which Goldman Sachs would act as our exclusive financial advisor, effective as of September 8, 2009, in connection with a potential acquisition of 3Com.

On October 5, 2009, various media sources reported, based on undisclosed sources, that HP may be interested in acquiring one of our competitors. Representatives of 3Com contacted Mr. Robison to inquire into these reports. Although Mr. Robison declined to comment on the reports, he indicated that HP desired to make an investment in the networking equipment area and remained very interested in further discussions regarding a possible acquisition of 3Com.

The board of directors convened a special meeting on October 9, 2009 to further discuss the potential acquisition by HP. Representatives of Goldman Sachs and Wilson Sonsini also attended this meeting. Members of our senior management team apprised the board of their recent discussions with HP representatives, including the status of HP's technical due diligence on 3Com products. Mr. Benhamou then advised the board of his recent discussion with an HP executive regarding HP's discussions with other strategic partners. Representatives of Goldman Sachs then presented updated preliminary financial analyses of 3Com based on the Management Long Range Plan and financial forecasts that our senior management team had discussed with the board at its special meeting on September 23, 2009 and public or Wall Street forecasts, among various other analyses. After discussion with our senior management team, financial advisor and outside legal counsel, the board of directors instructed our senior management team and financial advisor to continue discussions with HP regarding a possible acquisition by, or a commercial relationship with, HP to determine if any such acquisition or relationship would be in the best interests of 3Com and our stockholders.

Between October 14 and October 16, 2009, our senior management team held a series of due diligence sessions in China with HP representatives and Goldman Sachs representatives, including management presentations in Beijing and tours of our R&D facilities in Beijing and our China headquarters in Hangzhou.

On October 19, 2009, we received another non-binding indication of interest from HP in which HP proposed to acquire 3Com for a purchase price of \$6.75 per share in cash. HP stated that it had determined to increase its proposed price relative to its August 5th indication of interest following the recent meetings in China and positive results from HP's product testing efforts. HP's revised indication of interest was subject to the satisfactory completion of due diligence and our agreement to negotiate exclusively with HP for 28 days, but with an objective of announcing a transaction no later than the week of November 2, 2009.

The board of directors convened a special meeting on October 20, 2009 to evaluate and consider HP's October 19th indication of interest. Representatives of Goldman Sachs and Wilson Sonsini also participated in this meeting. Representatives of Wilson Sonsini advised the board on its fiduciary duties in connection with its consideration of a possible transaction. Members of our senior management team then reported on their recent meetings with HP

representatives in China as well as our expected financial performance for the current fiscal quarter and for the second half of the current fiscal year. Representatives of Goldman Sachs then reviewed the key terms of HP's October 19th indication of interest and presented updated preliminary financial analyses of 3Com, and their financial analysis of the October 19th indication of interest.

Following discussion of the Goldman Sachs presentation, the board discussed 3Com's prospects as a stand-alone company in view of the Management Long Range Plan and current financial performance, and considered our product plans, sales and marketing plans, market opportunities, competition and the macro-

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economic environment. The board also considered the risks, including the execution risks, associated with the Management Long Range Plan, as well as the consolidation taking place in the networking industry and the effect on the networking industry should HP acquire one of our competitors, including our future prospects as a stand-alone company in light of these industry trends. After further deliberation, the board determined to reject HP's October 19th indication of interest, but instructed Mr. Mao to advise HP to consider increasing its proposed purchase price to between \$8.00 and \$8.50 per share, and to inform HP that 3Com would consider a brief period of exclusive negotiations at a price in this range.

Also at this October 20th meeting, the board discussed the advisability of forming an ad hoc transaction oversight committee of the board in view of the discussions with HP and the need for directors to be regularly available to guide and instruct our senior management team and our financial advisor and outside legal counsel on discussions with HP and its financial advisors and outside counsel. The board of directors approved the formation of a board committee referred to herein as the Strategic Transaction Oversight Committee (the STOC), consisting of Mr. Benhamou, Gary T. DiCamillo and James R. Long. The STOC was established as a liaison between the board and our senior management team, financial advisor and outside counsel to guide and oversee discussions with HP or potentially other parties and to report regularly to the board. The board did not empower the STOC to approve or make any definitive determinations in respect of a transaction with HP or any other party.

Following the board meeting on October 20, 2009, Mr. Mao contacted Mr. Robison and conveyed the board's rejection of HP's October 19th indication of interest. In addition, Mr. Mao advised Mr. Robison to consider increasing HP's proposed purchase price to an amount between \$8.00 and \$8.50 per share, and that in this price range, the board of directors would consider entering into exclusive negotiations with HP for a limited period of time. Mr. Robison indicated that HP would consider Mr. Mao's response and revert back to 3Com after he had the opportunity to discuss it further with other HP representatives.

On October 21, 2009, the STOC convened a meeting to discuss the status of our discussions with HP. Representatives of Goldman Sachs were also in attendance. Mr. Mao reported on his discussion with Mr. Robison the previous day, and representatives of Goldman Sachs reported on their continuing discussions with representatives of Morgan Stanley, which were similar to the discussions Mr. Mao had been having with HP representatives. After discussion with our senior management team and financial advisor, the STOC instructed our senior management team to continue negotiations with HP to encourage HP to increase its proposed purchase price for 3Com.

On October 25, 2009, we received another non-binding indication of interest from HP in which HP proposed to acquire 3Com for a purchase price of \$7.80 per share in cash. HP's indication of interest was subject to the satisfactory completion of diligence and our agreement to negotiate exclusively with HP for 28 days. Mr. Robison contacted Mr. Mao shortly thereafter to explain HP's rationale for the higher purchase price reflected in HP's latest indication of interest, and to emphasize that HP had increased its proposed price substantially. During this discussion, Mr. Robison also emphasized the importance of employee retention to HP's overall plans for 3Com's business, and HP's desire to announce a transaction by November 9, 2009.

The STOC convened on October 25, 2009 to consider HP's October 25th indication of interest. Representatives of Goldman Sachs also participated in this discussion. Mr. Mao reported on his conversation with Mr. Robison earlier in the day. Representatives of Goldman Sachs reviewed the terms of HP's indication of interest, including HP's proposed period of exclusive negotiations, the scope of HP's remaining due diligence and HP's proposed timetable to an announcement of any definitive transaction.

On October 26, 2009, the board of directors convened a special meeting to consider and discuss HP's October 25th indication of interest. Representatives of Goldman Sachs and Wilson Sonsini also attended this meeting. Mr. Mao reported on his October 25th conversation with Mr. Robison, and the discussion that occurred at the STOC meeting on

October 25, 2009. Representatives of Goldman Sachs then reviewed the terms of HP's October 25th indication of interest, and presented updates to certain preliminary financial analyses of 3Com and the purchase price reflected in HP's October 25th indication of interest. The board considered 3Com's prospects as a stand-alone company and HP's indication of interest in view of the preliminary financial analyses presented by Goldman Sachs. The board also considered further the assumptions

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underlying the Management Long Range Plan and the risks (including the execution risks) inherent in the Management Long Range Plan, including the competitive environment and industry consolidation trends. After discussion, the board of directors determined that the valuation reflected in HP's October 25th indication of interest was attractive, but instructed our senior management team and financial advisor to seek a further increase in HP's proposed purchase price for 3Com.

The board then considered the advisability of seeking indications of interest from other companies that might be interested in acquiring 3Com. Goldman Sachs discussed other large technology companies that would be reasonably likely to have such an interest and the board discussed each of them as a possible alternative acquiror of 3Com. After this discussion, the board determined that there were very few companies that would likely have a strategic interest and sufficient financial resources to consider an acquisition of 3Com. The board further noted that 3Com had been engaged in ongoing discussions with certain of these companies regarding commercial relationships for some time, but that none of them had expressed any interest in discussing an acquisition of 3Com at this time. Moreover, the board noted that the press had extensively reported on acquisition trends and likely targets of consolidation in the networking industry (including one of our primary competitors and 3Com itself), but that no companies had approached 3Com to discuss a potential acquisition in light of such press reports. The board considered the fact that HP had been requesting a period of exclusive negotiations for some time and was becoming increasingly insistent on reaching agreement on exclusivity before proceeding with further discussions with 3Com. Finally, the board discussed with our outside legal counsel the likely terms of the non-solicitation provisions that would be included in any definitive agreement to acquire 3Com (including the likely ability of 3Com to accept an unsolicited *bona fide* superior transaction proposal), the likely amount of the termination fee that would be payable as a condition to accepting a superior transaction proposal from another company after entering into a merger agreement with HP, and the related effects of these provisions on our ability to consider and respond to an alternative acquisition proposal following the execution of a merger agreement with HP. After a discussion of these matters, the board determined to approve the execution of an exclusivity agreement with HP for a limited duration.

Following the board meeting on October 26, 2009, Mr. Mao contacted Mr. Robison to inform him that, although the board of directors appreciated the increased purchase price that HP had proposed to acquire 3Com, the board desired to continue discussions regarding the valuation of 3Com and would consider a short period of exclusivity to pursue a transaction at a valuation above \$7.80 per share. In addition, Mr. Mao reiterated the board's desire to maximize the certainty that a transaction with HP would be consummated after announcement.

Later on October 26, 2009, the STOC convened a telephone call during which Mr. Mao reported on his conversation with Mr. Robison. Representatives of Goldman Sachs also participated in this telephone call. After a discussion, the STOC advised our senior management team to continue its discussions with HP in an effort to procure a higher purchase price.

After the STOC meeting, Messrs. Mao and Robison had another discussion regarding 3Com's valuation and the price reflected in HP's October 25th indication of interest. Following that discussion, on October 26, 2009, we received another non-binding indication of interest from HP in which HP proposed to acquire 3Com for a purchase price of \$7.90 per share in cash, which stated that it represented HP's best and final proposal. HP's October 26th indication of interest was subject to the satisfactory completion of due diligence, the successful retention of key employees and our agreement to negotiate exclusively with HP for 28 days, but with an objective of announcing a transaction no later than November 9, 2009. By its terms, the indication of interest would expire at 9:00 p.m. (California time) on October 27, 2009 if HP did not receive an executed copy of the exclusivity agreement by such time.

Also on October 26, 2009, Neal D. Goldman, Executive Vice President, Chief Administrative and Legal Officer and Secretary of 3Com, sent Mr. Robison a draft definitive merger agreement, and a revised exclusivity agreement, which contemplated that 3Com would negotiate exclusively with HP regarding a possible acquisition transaction during the

exclusive negotiation period, which would end on November 16, 2009, and

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that HP would not negotiate with any of our competitors during the exclusive negotiation period regarding a potential acquisition.

We discussed the terms of the exclusivity agreement with HP representatives on October 27, 2009. HP representatives indicated that HP was unwilling to accept a mutual exclusive negotiation arrangement that would preclude HP from exploring acquisitions of any of our competitors during the period of exclusive negotiations with 3Com. The STOC convened a telephone call later that day to consider the terms of the exclusivity agreement. Representatives of Goldman Sachs and Wilson Sonsini also participated in this telephone call. Mr. Goldman reported on HP's unwillingness to accept a mutual exclusive negotiation arrangement, the effects of the mutual exclusive negotiation arrangement and the implications of foregoing the mutual exclusivity arrangement. After discussion, and noting the increased purchase price set forth in HP's October 26 indication of interest, the STOC authorized our senior management team to withdraw our request for the mutual exclusivity arrangement, provided that HP agreed that the exclusive negotiation period would end on November 16, 2009 (as we had proposed), and approved entry into the exclusivity agreement on the terms and conditions discussed with the STOC.

The parties entered into an exclusivity agreement on October 27, 2009, which provided that the exclusive negotiation period would end on November 16, 2009.

During the week of October 26, 2009, HP representatives indicated to Mr. Mao the desire of HP to execute retention arrangements with Dr. Shusheng Zheng, Executive Vice President, 3Com, and Chief Executive Officer, H3C and certain other members of the H3C senior management team. Discussions regarding these retention arrangements occurred during this week and the week of November 2, 2009, with Mr. Mao acting as an intermediary between HP and Dr. Zheng, which resulted in the execution of retention term sheets between HP, on the one hand, and Dr. Zheng and certain other members of the H3C senior management team, on the other hand, prior to the November 10, 2009 meeting of the board of directors. Subsequent to the execution of the Merger Agreement, HP and Dr. Zheng amended the terms of his retention term sheet.

On October 28, 2009, we granted access to an electronic data room to representatives of HP and its outside advisors, including Cleary Gottlieb Steen & Hamilton LLP (Cleary Gottlieb), HP's outside legal counsel, and until November 11, 2009, HP conducted its due diligence investigation of 3Com. HP's due diligence consisted of a review of the data and other materials made available in the electronic data room, various conference calls with representatives of 3Com and Wilson Sonsini, and in-person meetings with representatives of 3Com.

On October 30, 2009, HP delivered a draft definitive merger agreement for the transaction. Thereafter, representatives of Wilson Sonsini reviewed the draft merger agreement, discussed the terms proposed in the draft merger agreement with 3Com's internal legal counsel, and prepared a revised draft of the merger agreement.

On November 2, 2009, Messrs. Sege and Haas discussed the status of the proposed transaction and the due diligence efforts. These executives continued almost daily contact thereafter to ensure the smooth conduct of HP's due diligence process.

On November 4, 2009, representatives of Wilson Sonsini delivered a revised draft of the merger agreement to representatives of Cleary Gottlieb. Later that day, representatives of Wilson Sonsini outlined for HP's internal legal counsel and representatives of Cleary Gottlieb the terms proposed in the revised merger agreement. On November 5 and November 6, 2009, representatives of Wilson Sonsini and 3Com's internal legal counsel discussed with representatives of Cleary Gottlieb and HP's internal legal counsel the terms proposed in the revised merger agreement.

On November 7, 2009, representatives of Cleary Gottlieb delivered a further revised draft of the merger agreement to representatives of Wilson Sonsini and 3Com's internal legal counsel. On November 8, 2009, representatives of Wilson

Sonsini reviewed the further revised merger agreement and discussed the terms proposed in the further revised merger agreement with 3Com's internal legal counsel. Between November 9 and November 11, 2009, representatives of Wilson Sonsini and 3Com's internal legal counsel met extensively with representatives of Cleary Gottlieb and HP's internal legal counsel to finalize the definitive merger

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agreement. The negotiations with respect to the merger agreement focused primarily on closing certainty, commitments to obtain regulatory approvals, the amount of the termination fee and other related matters.

Between November 5 and November 10, 2009, our senior management team discussed with HP representatives on numerous occasions certain due diligence items and other matters related to the potential transaction. In this regard, Mr. Mao and other 3Com representatives met with Mr. Robison and other HP representatives on the evening of November 9, 2009 to discuss certain key issues (primarily related to closing certainty) in the proposed transaction that were unresolved at the time. In addition, on November 10 and November 11, 2009, representatives of 3Com and HP met to finalize the communications related to the announcement of the proposed transaction.

On November 10, 2009, the board of directors held a special meeting to consider the proposed acquisition by HP. Representatives of Goldman Sachs and Wilson Sonsini also attended this meeting. At this meeting, Messrs. Mao and Sege reported on their discussions with senior representatives of HP, and that negotiations were continuing on the merger agreement. Representatives of Wilson Sonsini summarized the terms of the merger agreement and led a discussion regarding the major unresolved issues in the negotiation of the merger agreement, including provisions related to closing certainty, commitments to obtain regulatory approvals, employee benefit matters, and the amount of the termination fee. Representatives of Wilson Sonsini next advised the board on its fiduciary duties in connection with its consideration of a transaction with HP. Representatives of Goldman Sachs then presented updated financial analyses of 3Com, based in part on the Management Long Range Plan and a sensitivity case provided by our management, which we refer to as the Management Sensitivity Case, and a financial analysis of the proposed acquisition by HP. After discussion, the board expressed their support for entering into a definitive merger agreement on the terms proposed, subject to satisfactory resolution of the unresolved matters and final approval of the board.

The board of directors then met in executive session. During the executive session, Mr. Mao informed the board that HP entered into retention term sheets with Dr. Zheng and certain other members of the H3C senior management team, and summarized the terms of the retention term sheets for the board. Mr. Mao advised the board that no other executive officer of 3Com had been offered a retention arrangement by HP or had any discussions with HP regarding such matters. Mr. Mao also advised the board that no non-H3C employees had been offered a retention arrangement by HP or had any discussions with HP regarding such matters, other than HP having advised our senior management team that it planned to fund a retention program for additional H3C employees and non-H3C employees.

After the board meeting, we and representatives of Wilson Sonsini continued to discuss with representatives of HP and Cleary Gottlieb the major unresolved issues in the merger agreement. Late in the evening on November 10, 2009, the STOC convened a telephone call to discuss certain unresolved issues in the merger agreement. Mr. Goldman and representatives of Wilson Sonsini reported on the unresolved issues, and after discussion, the STOC provided their assessment of the issues. After the STOC meeting adjourned, Mr. Mao and other 3Com representatives met with Mr. Robison and other HP representatives to resolve the key remaining unresolved issues in the proposed transaction.

The board of directors held another special meeting on November 11, 2009. Representatives of Goldman Sachs and Wilson Sonsini also participated in this meeting. At this meeting, representatives of Wilson Sonsini reviewed the resolution of each of the previously unresolved issues that had been reported to the board. After further discussion, representatives of Goldman Sachs then delivered its oral opinion, which was subsequently confirmed in writing, to the effect that as of the date thereof and based upon and subject to the factors and assumptions set forth in its written opinion, the \$7.90 per share in cash to be paid to the holders (other than HP or any of its affiliates) of shares (other than shares of restricted stock) of Common Stock pursuant to the Merger Agreement was fair from a financial point of view to such holders. The full text of the written opinion of Goldman Sachs, dated November 11, 2009, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B. After considering each of the factors described below in

Reasons for the Merger; Recommendation of the Board of Directors beginning on page 26, the board of directors

determined it was in the best interests of 3Com and our stockholders to enter into the Merger Agreement with HP. Accordingly, the board of directors unanimously (i) determined that

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the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable and in the best interests of and fair to 3Com and our stockholders, (ii) authorized and approved in all respects the Merger Agreement and any other ancillary agreements contemplated thereby to which 3Com is a party and authorized and directed the execution of the Merger Agreement and any other ancillary agreements contemplated thereby to which 3Com is a party and (iii) resolved to recommend that the stockholders of 3Com adopt the Merger Agreement at a special meeting of the stockholders.

After the board meeting adjourned, the parties executed and delivered the Merger Agreement and related documents, and shortly after the close of the U.S. stock markets, HP and the Company jointly announced the transaction by a press release dated November 11, 2009.

Reasons for the Merger; Recommendation of the Board of Directors

The board of directors has unanimously (i) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable and in the best interests of and fair to 3Com and our stockholders, (ii) authorized and approved in all respects the Merger Agreement and any other ancillary agreements contemplated thereby to which 3Com is a party and authorized and directed the execution of the Merger Agreement and any other ancillary agreements contemplated thereby to which 3Com is a party and (iii) resolved to recommend that the stockholders of 3Com adopt the Merger Agreement at a special meeting of the stockholders.

In the course of reaching its determination, the board of directors consulted with our senior management team, as well as our legal and financial advisors, and considered a number of positive factors and potential benefits of the Merger, each of which the members of the board of directors believed supported its decision. The factors the board of directors considered included the following material factors:

its knowledge of our business, operations, financial condition, earnings and prospects, including the board's consideration and evaluation of our updated three-year financial plan and the execution risks and uncertainties related to achieving that plan, compared to the relative certainty of realizing a fair cash value for our stockholders in the Merger;

its knowledge of the current environment in the networking industry, including the information provided by our senior management team and financial advisors with respect to consolidation trends in the industry, the possibility of HP entering a strategic transaction with one of our competitors and the possibility of continued industry consolidation following historical consolidation in recent years, and the likely effects of these factors on our ability to remain competitive in the industry going forward;

the current and historical market prices of Common Stock and the fact that the price of \$7.90 per share represented a premium of approximately:

46% to the closing share price of Common Stock on November 10, 2009, the last trading day prior to the execution of the Merger Agreement;

a premium of approximately 43% to the average closing price for the one-month period ending November 10, 2009;

a premium of approximately 61% to the average closing price for the three-month period ending November 10, 2009; and

a premium of approximately 116% to the average closing price for the one-year period ending November 10, 2009;

the possible alternatives to the sale of 3Com, including continuing to operate 3Com on a stand-alone basis, and the range of potential benefits to our stockholders of these alternatives, as well as the board's assessment that none of these alternatives was reasonably likely to present superior opportunities for 3Com to create greater value for our stockholders, taking into account the timing and the likelihood of accomplishing such alternatives and the risks of execution, as well as business, competitive, industry and market risks;

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the price proposed by HP reflected extensive negotiations between the parties and represented the highest price we had received and, to the best knowledge of the board of directors, could receive, from HP for the acquisition of 3Com, noting that the final purchase price was substantially higher than the original price range proposed by HP in its initial indication of interest;

the fact that the merger consideration is all cash, allowing our stockholders to immediately realize a fair value for their investment, while also providing our stockholders certainty of value for their shares;

the business reputation of HP and its management, the substantial financial resources of HP, and HP's expressed desire to complete a transaction promptly, which the board of directors believed supported the conclusion that a transaction with HP could be completed in an orderly and timely manner;

the availability of appraisal rights to holders of the Common Stock who comply with all of the required procedures under Delaware law, which allows such holders to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery; and

the terms of the Merger Agreement and the related agreements, including:

the limited number and nature of the conditions to HP's obligation to consummate the Merger and the obligations of HP with respect to obtaining all regulatory approvals required for the consummation of the Merger, which were the product of extensive arms-length negotiations among the parties and were designed to provide a high degree of certainty that the Merger would ultimately be consummated on a timely basis;

our ability, under certain limited circumstances, to furnish information to and conduct negotiations with third parties regarding other proposals; and

our ability to terminate the Merger Agreement in order to accept a superior proposal, subject to paying HP a termination fee of \$99 million, which the board determined was reasonable in light of, among other things, the benefits of the Merger to our stockholders and the typical range and size of such fees in similar transactions.

The board of directors also considered the financial analyses and opinion of Goldman Sachs, delivered orally to the board of directors and subsequently confirmed in writing, to the effect that, as of November 11, 2009, and based upon and subject to the factors and assumptions set forth therein, the \$7.90 per share in cash to be paid to the holders (other than HP or any of its affiliates) of shares (other than shares of restricted stock) of Common Stock pursuant to the Merger Agreement was fair from a financial point of view to such holders. The full text of the written opinion of Goldman Sachs, dated November 11, 2009, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B and is incorporated in this proxy statement by reference. Goldman Sachs provided its opinion for the information and assistance of the board of directors in connection with its consideration of the Merger. The Goldman Sachs opinion does not constitute a recommendation as to how any holder of shares of Common Stock should vote with respect to the adoption of the Merger Agreement or any other matter.

The board of directors also considered a variety of risks and other potentially negative factors concerning the Merger Agreement and the Merger, including the following:

the risks and costs to 3Com if the Merger does not close, including the diversion of management and employee attention, potential employee attrition and the potential effect on the Company's business and its relationships

with customers and suppliers;

the fact that the Merger will be subject to antitrust review in certain jurisdictions which could delay or prevent completion of the Merger, despite 3Com's efforts to negotiate terms and conditions in the Merger Agreement that optimize the likelihood that all required approvals will be obtained;

the fact that our stockholders will not participate in any future earnings or growth of 3Com and will not benefit from any appreciation in value of 3Com, including any appreciation in value that could be realized as a result of improvements to our operations;

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the restrictions on our ability to solicit or participate in discussions or negotiations regarding alternative transactions, subject to specified exceptions, and the requirement that we pay HP a termination fee of \$99 million if the board of directors accepts a superior proposal or in certain other circumstances specified in the Merger Agreement, which the board of directors understood, while potentially having the effect of discouraging an alternative transaction proposal, were conditions to HP's willingness to enter into the Merger Agreement and were reasonable when viewed in context with all other aspects of the Merger Agreement, including the benefits of the Merger to our stockholders;

the restrictions on the conduct of our business prior to the completion of the Merger, requiring us to conduct our business only in the ordinary course (with various specified exceptions), subject to specific limitations, which may delay or prevent us from undertaking business opportunities that may arise during the term of the Merger Agreement, whether or not the Merger is completed;

the fact that some of our directors and executive officers may have interests in the Merger that are different from, or in addition to, those of our stockholders generally, including as a result of employment and compensation arrangements with us and the manner in which they would be affected by the Merger, retention arrangements with HP that one executive officer is a party to, and rights to continued insurance and indemnification for six years following the effective time of the Merger; and

the fact that an all cash transaction would be taxable for U.S. income tax purposes to our stockholders that are U.S. persons (and under certain circumstances to our stockholders who are non-U.S. persons).

The foregoing discussion summarizes the material factors considered by the board of directors in its consideration of the Merger. After considering these factors, as well as others, the board of directors concluded that the positive factors relating to the Merger Agreement and the Merger outweighed the potential negative factors. In view of the wide variety of factors considered by the board of directors and the complexity of these matters, the board of directors did not find it practicable to quantify or otherwise assign relative weights to the foregoing factors but conducted an overall analysis of the transaction. In addition, individual members of the board of directors may have assigned different weights to various factors. The board of directors unanimously approved and recommends the Merger Agreement and the Merger based upon the totality of the information presented to and considered by it.

The board of directors recommends that you vote FOR the proposal to adopt the Merger Agreement and FOR the proposal to adjourn or postpone the special meeting, if necessary or appropriate, to solicit additional proxies.

Opinion of Financial Advisor

Goldman Sachs rendered its opinion to the board of directors that, as of November 11, 2009 and based upon and subject to the factors and assumptions set forth therein, the \$7.90 per share in cash to be paid to the holders (other than HP or any of its affiliates) of shares (other than shares of restricted stock) of Common Stock pursuant to the Merger Agreement was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated November 11, 2009, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B. Goldman Sachs provided its opinion for the information and assistance of the board of directors in connection with the board of directors' consideration of the Merger. The Goldman Sachs opinion is not a recommendation as to how any holder of Common Stock should vote with respect to the proposal to adopt the Merger Agreement, or any other matter.

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

the Merger Agreement;

annual reports to stockholders and Annual Reports on Form 10-K of 3Com for the five fiscal years ended May 29, 2009;

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certain interim reports to stockholders and Quarterly Reports on Form 10-Q of 3Com;

certain other communications from 3Com to our stockholders;

certain publicly available research analyst reports for 3Com; and

certain internal financial analyses and forecasts for 3Com prepared by our management, as approved for Goldman Sachs's use by us, including our base-case long range plan, which we refer to as the Management Long Range Plan, and additional long-term estimates provided by our management using lower revenue growth rates than the Management Long Range Plan, which we refer to as the Management Sensitivity Case.

Goldman Sachs also held discussions with members of the senior management of 3Com regarding their assessment of the past and current business operations, financial condition and future prospects of 3Com. In addition, Goldman Sachs reviewed the reported price and trading activity for Common Stock, compared certain financial and stock market information for 3Com with similar information for certain other companies the securities of which are publicly traded, reviewed the financial terms of certain recent business combinations in the enterprise networking industry specifically and in other industries generally and performed such other studies and analyses, and considered such other factors, as it considered appropriate.

For purposes of rendering the opinion described above, Goldman Sachs relied upon and assumed, without assuming any responsibility for independent verification, the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by it and Goldman Sachs does not assume any liability for any such information. In that regard, Goldman Sachs assumed with our consent that the Management Long Range Plan had been reasonably prepared on a basis reflecting the best then-currently available estimates and judgments of the management of 3Com. In addition, Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities) of 3Com or any of our subsidiaries, nor was any evaluation or appraisal of the assets or liabilities of 3Com or any of our subsidiaries furnished to Goldman Sachs. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Merger will be obtained without any adverse effect on the expected benefits of the Merger in any way meaningful to its analysis. Goldman Sachs also assumed that the Merger will be consummated on the terms set forth in the Merger Agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis. In addition, Goldman Sachs did not express any opinion as to the impact of the Merger on the solvency or viability of 3Com or HP or the ability of 3Com or HP to pay its obligations when they come due. Goldman Sachs's opinion does not address any legal, regulatory, tax or accounting matters nor does it address the underlying business decision of 3Com to engage in the Merger or the relative merits of the Merger as compared to any strategic alternatives that may be available to 3Com. Goldman Sachs was not requested to solicit, and did not solicit, interest from other parties with respect to an acquisition of, or other business combination with, 3Com or any other alternative transaction. Goldman Sachs's opinion addresses only the fairness from a financial point of view, as of the date of the opinion, of the \$7.90 per share in cash to be paid to the holders (other than HP or any of its affiliates) of shares (other than shares of restricted stock) of Common Stock pursuant to the Merger Agreement. Goldman Sachs does not express any view on, and its opinion does not address, any other term or aspect of the Merger Agreement or the Merger or any term or aspect of any other agreement or instrument contemplated by the Merger Agreement or entered into or amended in connection with the Merger, including, without limitation, the fairness of the Merger to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of 3Com; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of 3Com, or class of such persons in connection with the Merger, whether relative to the \$7.90 per share in cash to be paid to the holders of shares (other than shares of restricted stock) of Common Stock pursuant to the

Merger Agreement or otherwise. Goldman Sachs' opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to it as of, the date of the opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on

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circumstances, developments or events occurring after the date of its opinion. Goldman Sachs' opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses delivered by Goldman Sachs to the board of directors in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of analyses described represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Goldman Sachs' financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before November 11, 2009 and is not necessarily indicative of current market conditions.

Historical Stock Trading Analysis

Goldman Sachs reviewed the historical trading prices for the Common Stock for the five-year period ended November 10, 2009. In addition, Goldman Sachs analyzed the consideration to be paid to holders of Common Stock pursuant to the Merger Agreement in relation to the market price as of November 10, 2009, the 52-week high market price as of November 10, 2009, the five-year high market price as of November 10, 2009 and the average market prices for the one-month, three-month and one-year periods ended November 10, 2009.

This analysis indicated that the price per share to be paid to 3Com stockholders pursuant to the Merger Agreement represented:

- a premium of 46.0% based on the November 10, 2009 market price of \$5.41 per share;
- a premium of 42.9% based on the latest one month average market price of \$5.53 per share;
- a premium of 61.2% based on the latest three month average market price of \$4.90 per share;
- a premium of 116.4% based on the latest one year average market price of \$3.65 per share;
- a premium of 35.3% based on the latest 52 weeks' high market price of \$5.84 per share; and
- a premium of 35.3% based on the latest five years' high market price of \$5.84 per share.

Implied Multiples Analysis

Goldman Sachs calculated and compared various financial multiples and ratios of 3Com for calendar years 2009 and 2010 based on (a) Wall Street research estimates, (b) the Management Long Range Plan and (c) the Management Sensitivity Case. Goldman Sachs calculated an implied equity value by multiplying the \$7.90 in cash to be paid to holders of Common Stock pursuant to the Merger Agreement by the total number of outstanding shares of Common Stock and using the treasury stock method for option and restricted stock unit, or RSU, dilution based on (a) the capitalization information reported in 3Com's public filings for the implied multiples utilizing Wall Street research estimates and (b) the capitalization information provided by our management for the implied multiples utilizing the Management Long Range Plan and the Management Sensitivity Case. Goldman Sachs then calculated an implied enterprise value for us by adding the book value of debt less cash, as of August 31, 2009, to the implied equity value.

The implied multiples for 3Com earnings per share, or EPS, and earnings before interest and taxes, or EBIT, were calculated using Wall Street research estimates, the Management Long Range Plan and the Management Sensitivity

Case and exclude the effects of any stock-based compensation charge. Goldman Sachs calculated the EPS multiples both including and excluding the impact of an operating subsidy from the Chinese tax authorities in the form of a partial refund of value added taxes expected to be collected by a subsidiary of 3Com in the People's Republic of China through calendar year 2010 (the VAT Rebate),

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because of the non-recurring nature of the VAT Rebate. When calculating implied multiples excluding the impact of the VAT Rebate, the following adjustments were made:

subtraction of \$0.12, representing the per share present value of the VAT Rebate through calendar year 2010, from the share price, in the price to earnings, or P/E, multiple; and

subtraction of \$0.10 representing the per share reduction in EPS from calendar year 2009 and 2010 EPS due to the absence of the VAT Rebate.

The results of this analysis are summarized in the table below:

	Street Estimates	Management Long Range Plan	Management Sensitivity Case
Enterprise Value to Calendarized:			
2009 Revenue	2.2x	2.2x	2.2x
2010 Revenue	2.2x	2.1x	2.1x
2009 EBIT	23.0x	21.9x	21.9x
2010 EBIT	24.2x	21.1x	21.9x
Merger Price to Calendarized:			
2009 EPS (including VAT rebate)	21.6x	21.1x	21.1x
2010 EPS (including VAT rebate)	22.7x	21.8x	22.4x
2009 EPS (excluding VAT rebate)	29.3x	28.4x	28.4x
2010 EPS (excluding VAT rebate)	31.3x	29.6x	30.8x

Selected Companies Analysis

Goldman Sachs reviewed and compared certain financial information for 3Com to corresponding financial information, ratios and public market multiples for the following publicly traded companies in the enterprise networking industry:

Aruba Networks, Inc.

Blue Coat Systems, Inc.

Brocade Communications Systems, Inc.

Cisco Systems, Inc.

D-Link Corporation

Extreme Networks, Inc.

F5 Networks, Inc.

Juniper Networks, Inc.

Netgear, Inc.

Riverbed Technology, Inc.

SonicWALL, Inc.

Although none of the selected companies is directly comparable to 3Com, the companies included were chosen because they are publicly traded companies with operations and financial profiles that for purposes of analysis may be considered similar to certain operations of 3Com.

Goldman Sachs calculated and compared, on a calendarized basis, various financial multiples and ratios based on financial data as of November 10, 2009, information it obtained from SEC filings and Wall Street research estimates. The multiples and ratios for 3Com were calculated using the closing price for Common Stock on November 10, 2009 of \$5.41, the latest publicly available financial statements and Wall Street research estimates for calendar years 2009 and 2010, with adjustments to calendarize each to December.

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Goldman Sachs calculated our implied equity value by multiplying the market price of \$5.41 as of November 10, 2009 by the total number of shares of Common Stock outstanding and using treasury stock method for option and RSU dilution based on the capitalization information reported in 3Com's public filings. Goldman Sachs then calculated an enterprise value for us by adding the book value of our debt less cash, as provided by our management, to the implied equity value.

The multiples and ratios for each of the selected companies were calculated based on the closing price of such selected company's common stock as of November 10, 2009, the latest publicly available financial statements and Wall Street research estimates for 2009 and 2010, with adjustments to calendarize each to December. Equity values for the selected companies were based on shares outstanding of their respective common stocks and using treasury stock method for option and RSU dilution based on the capitalization information as reported by the respective issuer's latest public filings. With respect to the selected companies, Goldman Sachs calculated the following and compared them to the results for 3Com:

enterprise value, which is the market value of common equity plus the book value of debt less cash, as a multiple of calendar year 2009 and 2010 revenues based on Wall Street research estimates; and

enterprise value as a multiple of calendar year 2009 and 2010 EBIT based on Wall Street research estimates.

The results of these analyses are summarized as follows:

Enterprise Value as a Multiple of:	Selected Companies		
	Mean	Median	3Com
2009 Revenues	2.5x	2.7x	1.4x
2010 Revenues	2.2x	2.4x	1.4x
2009 EBIT	26.9x	18.0x	14.2x
2010 EBIT	18.7x	13.9x	14.9x

Goldman Sachs also calculated estimated P/E multiples for calendar year 2009 and 2010 for the selected companies based on the market price of each of the selected companies as of November 10, 2009 and Wall Street research estimates and compared them to the results for 3Com based on the 3Com market price as of November 10, 2009 and Wall Street research estimates. The following table presents the results of this analysis:

Price/Earnings Multiples:	Selected Companies		
	Mean	Median	3Com
2009	27.5x	26.2x	14.8x
2010	22.6x	20.0x	15.5x

Goldman Sachs also considered estimated calendar year 2010 growth rate of revenues and EBIT from prior year, estimated last twelve months (LTM), gross margin, calendar year 2010 EBIT margin and five-year EPS growth rate for the selected companies and 3Com using Wall Street research estimates. The following table presents the results of this analysis:

Selected Companies

	Mean	Median	3Com
5 Year EPS Growth Rate	15.3%	15.0%	N/A
2010 EBIT Margin	15.6%	16.5%	9.3%
2009 to 2010 EBIT Growth	16.0%	22.0%	(5.1)%
2009 to 2010 Revenue Growth	11.7%	15.0%	(0.4)%
LTM Gross Margin	N/A	65.9%	57.6%

Table of Contents***Selected Transactions Analysis***

Goldman Sachs analyzed certain information relating to the following eleven selected transactions in the enterprise networking industry since November 11, 2005:

Cisco Systems, Inc. s acquisition of Tandberg ASA announced on September 30, 2009.

Avaya PLC s acquisition of Nortel Network Corporation s Enterprise Solutions Unit announced on September 14, 2009.

Brocade Communications Systems, Inc. s acquisition of Foundry Networks, Inc. announced on July 21, 2008.

Convergys Corporation s acquisition of Intervoice, Inc. announced on July 16, 2008.

Blue Coat Systems, Inc. s acquisition of Packeteer, Inc. announced on April 20, 2008.

Bain Capital Partners, LLC s acquisition of 3Com Corporation announced on September 28, 2007.

Silver Lake Partners III, LP s and TPG Partners V, LP s acquisition of Avaya PLC announced on June 4, 2007.

Cisco Systems, Inc. s acquisition of WebEx Communications, Inc. announced on March 15, 2007.

3Com Corporation s acquisition of the remaining stake of Huawei-3Com announced on November 28, 2006.

Motorola Inc. s acquisition of Symbol Technologies, Inc. announced on September 19, 2006.

Investment Group led by The Gores Group, LLC and Tennebaum Capital Partners, LLC s acquisition of Enterasys Networks, Inc. announced on November 11, 2005.

For each of the selected transactions, Goldman Sachs calculated enterprise value as a multiple of next twelve months (NTM) revenues and equity value as a multiple of NTM net income based on SEC filings, Wall Street research estimates, Capital IQ, Thomson SDC and Bloomberg and compared it to the proposed transaction using (a) Wall Street research estimates, (b) the Management Long Range Plan and (c) the Management Sensitivity Case. While none of the companies that participated in the selected transactions are directly comparable to 3Com, the companies that participated in the selected transactions are companies with operations that, for the purposes of analysis, may be considered similar to certain of 3Com s results, market size or product profile. The following table presents the results of this analysis:

	Selected Transactions			Proposed Transaction					
				Management		Management		Management	
	Range			Street Estimates		Long Range Plan		Sensitivity Case	
				Including	Excluding	Including	Excluding	Including	Excluding
	Mean	Median	VAT Rebate	VAT Rebate	VAT Rebate	VAT Rebate	VAT Rebate	VAT Rebate	
Enterprise Value as a Multiple of	0.5x - 5.7x	1.9x	1.5x	2.2x	2.2x	2.1x	2.1x	2.1x	2.1x

**NTM
Revenues
Equity Value
as a Multiple
of NTM Net
Income**

19.9x - 35.6x 26.7x 26.1x 24.8x 35.1x 23.0x 31.5x 23.6x 32.7x

Goldman Sachs also calculated the offer price as a premium to the share price of the targets as of one week prior to the announcement date in the 11 selected transactions and compared it to the offer price as a premium to the market price as of November 3, 2009 of Common Stock. The following table represents the results of this analysis:

	Range for Selected Transactions	Mean for Selected Transactions	Median for Selected Transactions	Proposed Transaction
Premium to Target Closing Price (One Week Prior)	15.9% - 65.8%	34.8%	28.4%	49.1%

Table of Contents***Discounted Cash Flow Analysis***

Goldman Sachs performed an illustrative discounted cash flow analysis on 3Com using the Management Long Range Plan and the Management Sensitivity Case. In the illustrative discounted cash flow analyses described in this paragraph and the following paragraph, Goldman Sachs assumed that the VAT Rebate expires at the end of calendar year 2010 and treated stock based compensation as a cash expense. Goldman Sachs calculated indications of net present value per share of Common Stock as of August 31, 2009 based on unlevered free cash flows for the years 2010 through 2013 using discount rates ranging from 11.5% to 15.5%, reflecting estimates of 3Com's weighted average cost of capital. Goldman Sachs calculated illustrative terminal values in the year 2013 based on assumed perpetuity growth rates of cash flow from year 2013 ranging from 2.0% to 4.0%. These illustrative terminal values were then discounted to calculate implied indications of present value using discount rates ranging from 11.5% to 15.5%. The following table presents the results of this analysis:

	Illustrative Per-Share Value Indications
Management Long Range Plan	\$ 5.07 - \$8.05
Management Sensitivity Case	\$ 4.48 - \$6.94

Goldman Sachs also performed an illustrative sensitivity analysis to its discounted cash flow analysis by assuming a range of year-over-year revenue growth rates of 10.0% above and 10.0% below both the Management Long Range Plan and the Management Sensitivity Case, respectively, for fiscal years 2010 through 2013 and a range of EBIT percentage margins of 4.0% above and 4.0% below the EBIT percentage margin for such years based on the Management Long Range Plan and the Management Sensitivity Case, respectively. For the illustrative sensitivity analysis, Goldman Sachs calculated indications of net present value per share of Common Stock as of August 31, 2009 based on unlevered free cash flows for the years 2010 through 2013 using a discount rate of 13.5%. Goldman Sachs calculated illustrative terminal values in the year 2013 based on assumed perpetuity growth rate of 3.0%. These illustrative terminal values were then discounted to calculate implied indications of present value using a discount rate of 13.5%. The following table presents the results of this analysis:

	Illustrative Per-Share Value Indications
Management Long Range Plan	\$ 3.77 - \$9.65
Management Sensitivity Case	\$ 3.26 - \$8.49

Illustrative Present Value of Future Stock Price Analysis

Goldman Sachs performed an illustrative analysis of the implied present value of the future price per share of Common Stock, which is designed to provide an indication of the present value of a theoretical future value of a company's equity as a function of such company's estimated future earnings and its assumed price to future EPS multiple or such company's estimated future revenues and its assumed enterprise value to revenues multiple. For this analysis, Goldman Sachs used the Management Long Range Plan and Management Sensitivity Case for each of the calendar years 2010 to 2012. Goldman Sachs used EPS estimates that excluded the VAT Rebate and assumed a present value of the VAT Rebate of \$0.12 through the end of calendar year 2010.

Goldman Sachs first calculated the implied values per share of Common Stock for years 2010 to 2012, by applying price to one-year forward EPS multiples ranging from 12.0x to 20.0x to the Management Long Range Plan and Management Sensitivity Case estimates of EPS for each of the years 2010 to 2012, and then discounted such values for 2011 and 2012 back one year and two years, respectively, using a range of discount rates from 10.0% to 12.0%, reflecting estimates of our cost of equity. Goldman Sachs also calculated the implied values per share of Common Stock for years 2010 to 2012, by applying enterprise value to revenue multiples ranging from 1.0x to 2.0x to the estimates of revenues in the Management Long Range Plan and Management Sensitivity Case, respectively, for each of the years 2010 to 2012, then added to the implied enterprise value the assumed net cash positions based on the Management Long Range Plan and Management

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Sensitivity Case, as applicable. Goldman Sachs then divided this amount by the estimated number of fully diluted shares outstanding based on 3Com management information as of November 10, 2009, and then discounted such per share values for 2011 and 2012 back one year and two years, respectively, using a range of discount rates from 10.0% to 12.0%, reflecting our cost of equity. This analysis resulted in a range of implied present values of \$3.12 to \$10.07.

Illustrative Present Value per Share of VAT Rebate

As outlined above, certain analyses were carried out by Goldman Sachs assuming, per 3Com management guidance, that the VAT Rebate may not continue after calendar year 2010. Goldman Sachs performed an illustrative present value analysis per share of Common Stock of the value of the VAT Rebate if the VAT Rebate were to continue beyond the end of calendar year 2010 into perpetuity and noted that, to the extent the board of directors determined to consider the value of the VAT Rebate, the resulting range of values would be additive to the range of values per share resulting from Goldman Sachs' discounted cash flow analysis and illustrative present value of future share price analysis. Goldman Sachs calculated a range of implied indications of present value per share of Common Stock as of August 31, 2009 based on an estimated \$40 million annual VAT Rebate for calendar year 2011, using discount rates ranging from 11.5% to 15.5%, reflecting estimates of 3Com's weighted average cost of capital. Goldman Sachs calculated illustrative terminal values in the year 2011 based on assumed perpetuity growth rates of the VAT Rebate from year 2011 ranging from 2.0% to 4.0%. These illustrative terminal values were then discounted to calculate a range of implied indications of present value using discount rates ranging from 11.5% to 15.5%. In addition, Goldman Sachs then applied illustrative probabilities of 50% and 100% to this range of implied indications of present value. The following table presents the results of this analysis:

	Illustrative Per-Share Value Indications
50% probability	\$ 0.28 - \$0.55
100% probability	\$ 0.56 - \$1.10

General

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs' opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the above analyses as a comparison is directly comparable to 3Com or the contemplated transaction.

Goldman Sachs prepared these analyses for purposes of Goldman Sachs' providing its opinion to the board of directors as to the fairness from a financial point of view of the \$7.90 per share in cash to be paid to the holders (other than HP or any of its affiliates) of shares (other than shares of restricted stock) of Common Stock pursuant to the Merger Agreement. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of 3Com, HP, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

The Merger consideration was determined through arms -length negotiations between 3Com and HP and was approved by the board of directors. Goldman Sachs provided advice to 3Com during these negotiations. Goldman Sachs did not, however, recommend any specific amount of consideration to us or the board of directors or that any specific amount of consideration constituted the only appropriate consideration for the Merger.

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As described above, Goldman Sachs's opinion to the board of directors was one of many factors taken into consideration by the board of directors in making its determination to approve the Merger Agreement. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with the fairness opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Annex B.

Goldman Sachs and its affiliates are engaged in investment banking and financial advisory services, commercial banking, securities trading, investment management, principal investment, financial planning, benefits counseling, risk management, hedging, financing, brokerage activities and other financial and non-financial activities and services for various persons and entities. In the ordinary course of these activities and services, Goldman Sachs and its affiliates may at any time make or hold long or short positions and investments, as well as actively trade or effect transactions, in the equity, debt and other securities (or related derivative securities) and financial instruments (including bank loans and other obligations) of third parties, 3Com, HP and any of their respective affiliates or any currency or commodity that may be involved in the Merger for their own account and for the accounts of their customers. Goldman Sachs acted as financial advisor to 3Com in connection with, and participated in certain of the negotiations leading to, the Merger contemplated by the Merger Agreement. In addition, Goldman Sachs has provided certain investment banking and other financial services to 3Com and its affiliates from time to time, including having acted as our financial advisor in connection with our acquisition of a minority interest in Huawei-3Com Co Ltd. in November 2006; as lead arranger with respect to secured term loan facilities provided to H3C Holdings Limited, an affiliate of 3Com, (aggregate principal amount \$430,000,000) in May 2007; and as our financial advisor in connection with the proposed sale of 3Com to Diamond II Holdings (a company controlled by Bain Capital Fund IX, L.P. and Shenzhen Huawei Investment & Holding Co., Ltd.) announced in September 2007. Goldman Sachs also has provided certain investment banking and other financial services to HP and its affiliates from time to time, including having acted as co-manager with respect to a public offering of HP's Floating Rate Global Notes due March 1, 2012, 5.25% Global Notes due March 1, 2012 and 5.40% global Notes due March 1, 2017 (aggregate principal amounts \$600,000,000, \$900,000,000 and \$500,000,000, respectively) in February 2007. Goldman Sachs also may provide investment banking and other financial services to 3Com and HP and their respective affiliates in the future. In connection with the above-described services we have received, and may receive, compensation.

The board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the Merger. Pursuant to a letter agreement dated September 8, 2009, we engaged Goldman Sachs to act as our financial advisor in connection with the contemplated Merger. Pursuant to the terms of this engagement letter, we agreed to pay Goldman Sachs a transaction fee of approximately \$41 million, approximately \$38 million of which is payable upon consummation of the Merger. In addition, we agreed to reimburse Goldman Sachs for its expenses, including attorneys' fees and disbursements, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

Projected Financial Information

We do not as a matter of course publicly disclose long-term forecasts or internal projections as to future performance, revenues, earnings or financial condition. However, certain prospective financial information, which we refer to as the Management Long Range Plan, was prepared by our management, extensively reviewed with and discussed among members of the board of directors in September, October and November 2009, and made available to Goldman Sachs prior to the execution and delivery of the Merger Agreement. In addition, certain other prospective financial information, which we refer to as the Management Sensitivity Case, was prepared by our management based on, but using lower revenue growth rates (and proportionally lower sales and marketing expenses) than, the Management Long Range Plan, reviewed with the board of directors in November 2009, and made available to Goldman Sachs prior to the execution and delivery of the Merger Agreement. We have included the material portions of the

Management Long Range Plan and the Management Sensitivity Case below in order to give our stockholders access to this information as well. The prospective financial information included in the Management Long Range Plan and

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the Management Sensitivity Case and set forth below was prepared for purposes of the board of directors consideration and evaluation of the Merger and to facilitate Goldman Sachs' financial analyses in connection with the Merger. In addition, the prospective financial information included in the Management Long Range Plan and set forth below was made available to HP to facilitate the due diligence review by HP and its advisors. The inclusion of the prospective financial information below should not be regarded as an indication that our management team, the board of directors, Goldman Sachs, or HP considered, or now considers, either the Management Long Range Plan or the Management Sensitivity Case to be predictive of actual future results.

Our senior management team advised the board of directors, Goldman Sachs, and HP that its internal financial forecasts, upon which the following prospective financial information was based, was subjective in many respects. The prospective financial information set forth below reflects numerous assumptions with respect to industry performance, general business, economic, geo-political, market and financial conditions and other matters, all of which are difficult to predict and beyond 3Com's control. The prospective financial information set forth below also reflects numerous estimates and assumptions related to our business that are inherently subject to significant economic, political and competitive uncertainties, all of which are difficult to predict and many of which are beyond 3Com's control. As a result, although the prospective financial information set forth below was prepared in good faith based on assumptions believed to be reasonable at the time the information was prepared, there can be no assurance that the assumptions made in preparing such information will prove accurate or that the projected results reflected therein will be realized.

The prospective financial information set forth below was not prepared with a view toward public disclosure. Accordingly, the prospective financial information set forth below was not prepared with a view toward complying with the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information or U.S. generally accepted accounting principles (GAAP), and some of the projections present financial metrics that were not prepared in accordance with GAAP. Neither 3Com's independent auditors nor any other independent accountants have compiled, examined or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information. The prospective financial information set forth below does not take into account any circumstances or events occurring since the date such information was prepared or which may occur in the future, and, in particular, does not take into account any revised prospects of our business, changes in general business, geo-political or economic conditions or any other transaction or event that has occurred since the date on which such information was prepared or which may occur in the future. Prospective financial information are forward-looking statements and are based on estimates and assumptions that are inherently subject to factors such as industry performance, general business, economic, regulatory, geo-political, market and financial conditions, as well as changes to the business, financial condition or results of operation of 3Com, including the factors described under Cautionary Note Concerning Forward-Looking Statements beginning on page 13, that could cause actual results to differ materially from those shown below. Since the prospective financial information set forth below covers multiple years, such information by its nature is subject to greater uncertainty with each successive year. In addition, the projections do not take into account any of the transactions contemplated by the Merger Agreement, including the Merger, which might also cause actual results to differ materially.

We have made publicly available our actual results for the first quarter of the 2010 fiscal year ended August 28, 2009. You should review our Quarterly Report on Form 10-Q for the quarter ended August 28, 2009 to obtain this information. See Where You Can Find More Information beginning on page 80. You are cautioned not to place undue reliance on the specific portions of the prospective financial information set forth in the Management Long Range Plan and the Management Sensitivity Case. No one has made or makes any representation to any stockholder regarding the information included in the prospective financial information set forth in the Management Long Range

Plan and the Management Sensitivity Case.

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For the foregoing reasons, as well as the bases and assumptions on which the prospective financial information set forth in the Management Long Range Plan and the Management Sensitivity Case was compiled, the inclusion of the prospective financial information in this proxy statement should not be regarded as an indication that such information will be predictive of actual future results or events, and it should not be relied on as such. Except as required by applicable securities laws, *we have not updated nor do we intend to update or otherwise revise the prospective financial information set forth below*, including, without limitation, to reflect circumstances existing after the date such information was prepared or to reflect the occurrence of future events, including, without limitation, changes in general economic, geo-political or industry conditions, even in the event that any or all of the assumptions underlying the prospective financial information is shown to be in error.

The Management Long Range Plan included the following estimates of 3Com's future financial performance for fiscal years 2010 through 2013:

	Fiscal Year Ending May 31,			
	2010	2011	2012	2013
	(\$ in millions, except earnings per share (non-GAAP))			
Revenue	\$ 1,250	\$ 1,409	\$ 1,650	\$ 1,933
Gross Profit Margin (non-GAAP)(1)	57.4%	57.3%	57.1%	56.8%
Operating Profit (non-GAAP)(2)	\$ 113	\$ 148	\$ 228	\$ 317
Earnings per share (non-GAAP)(3)	\$ 0.32	\$ 0.39	\$ 0.59	\$ 0.82

The Management Sensitivity Case included the following estimates of 3Com's future financial performance for fiscal years 2010 through 2013:

	Fiscal Year Ending May 31,			
	2010	2011	2012	2013
	(\$ in millions, except earnings per share (non-GAAP))			
Revenue	\$ 1,250	\$ 1,391	\$ 1,582	\$ 1,799
Gross Profit Margin (non-GAAP)(1)	57.4%	57.3%	57.1%	56.8%
Operating Profit (non-GAAP)(2)	\$ 113	\$ 141	\$ 199	\$ 258
Earnings per share (non-GAAP)(3)	\$ 0.32	\$ 0.38	\$ 0.53	\$ 0.69

(1) Defined to exclude the following charge from GAAP gross profit margin: stock-based compensation expense. We are unable to provide a quantitative reconciliation because the information is not available without unreasonable effort.

(2) Defined to exclude the following charges from GAAP operating profit: restructuring, amortization and stock-based compensation expense. We are unable to provide a quantitative reconciliation because the information is not available without unreasonable effort.

(3) Defined to exclude the following from GAAP earnings per share: restructuring, amortization, stock-based compensation expense and a one-time favorable tax adjustment expected to be recorded in the second quarter of

fiscal year 2010 reflecting the final resolution of the calendar year 2008 China tax rate. We are unable to provide a quantitative reconciliation because the information is not available without unreasonable effort.

In developing the prospective financial information for fiscal years 2010 through 2013 included in the Management Long Range Plan and the Management Sensitivity Case, we made numerous assumptions about our industry, markets, products and services and ability to execute on our business plans. In particular, we have assumed that:

The global economic recovery will continue and accelerate over time, resulting in increased revenues and profits in all regions.

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Our China-out strategy will be successful on a global basis, and larger enterprise customers will increasingly choose 3Com's solutions, including our H3C enterprise networking products.

Our China direct-touch sales will increase.

Channel sales to Huawei will continue to decline as expected.

No material changes to our competitive landscape will occur.

Among the other more significant assumptions are the following:

The prospective financial information assumes that our business would be operated on an organic basis and does not anticipate any acquisitions or divestitures during the periods covered by such information.

With respect to the Management Long Range Plan, the prospective financial information assumes that overall consolidated sales would grow at a compound annual growth rate (CAGR) of 15.6% for the fiscal year 2010-2013 planning period.

With respect to gross profit margins (non-GAAP), the prospective financial information anticipates that such margins will remain relatively flat for the planning period.

With respect to operating profit (non-GAAP), supporting the projected increases are the following key assumption drivers: increased revenue coupled with decreased operating expenses as a percentage of total revenue for all of the major components of operating expenses.

With respect to earnings per share (non-GAAP), the foregoing assumptions are also relevant, as well as the following key assumptions: a constant number of total shares outstanding, constant tax rates and decreased interest expense as our loan principal balance is amortized. We benefit from the VAT Rebate, which is an operating subsidy from the Chinese tax authorities in the form of a partial refund of value-added taxes, or VAT, collected by H3C on the sales of our software. The VAT Rebate program is currently scheduled to end on December 31, 2010, is subject to the discretion of the Chinese authorities and may be discontinued, reduced or deferred at any time. The prospective financial information nonetheless assumes that the program will be renewed or replaced with a similar program and we would enjoy its uninterrupted benefits for the entire planning period.

Finally, the Management Sensitivity Case contains the same assumptions as the foregoing, subject to assuming lower revenue growth rates for most of our largest and key geographic regions (with proportionally lower sales and marketing expenses) than the Management Long Range Plan. We made these lower assumptions primarily to reflect the possible risks of a slower global economic recovery and greater than expected execution risk on our China-out strategy. Accordingly, with respect to the Management Sensitivity Case, the prospective financial information assumes that overall consolidated sales would grow at a CAGR of 12.9% for the fiscal year 2010-2013 planning period.

Interests of 3Com's Directors and Executive Officers in the Merger

In considering the recommendation of the board of directors to vote **FOR** the proposal to adopt the Merger Agreement, 3Com's stockholders should be aware that certain of 3Com's directors and executive officers have interests in the transaction that are different from, or in addition to, the interests of 3Com's stockholders generally. These

interests may present them with actual or potential conflicts of interest, and these interests, to the extent material, are described below. The board of directors was aware of these potential conflicts of interest and considered them, among other matters, in reaching its decision to approve the Merger Agreement and the Merger and the recommendation that our stockholders vote in favor of proposal to adopt the Merger Agreement.

Treatment of Stock Options

As of the close of business on the record date, our current executive officers and directors held approximately [] options to purchase shares of Common Stock. Under the terms of the Merger Agreement,

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at the effective time of the Merger, each option that is unvested or has a per share exercise price that is equal to or greater than \$7.90 per share and is outstanding immediately prior to the effective time of the Merger will be assumed by HP and automatically converted into an option to acquire, on the same terms and conditions applicable to such option immediately prior to the Merger, a number of shares of HP common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of Common Stock subject to the option immediately prior to the effective time of the Merger and (y) a fraction, the numerator of which is \$7.90 and the denominator of which is the average closing price of HP common stock on the New York Stock Exchange over the five (5) trading days ending on the date that is two (2) trading days prior to the closing date of the Merger (this fraction is referred to herein as the exchange ratio). Each option that is vested and has a per share exercise price that is less than \$7.90 per share and is outstanding immediately prior to the effective time of the Merger will be cancelled and converted into the right to receive a cash payment equal to the number of shares of Common Stock subject to the option immediately prior to the effective time of the Merger multiplied by the amount by which \$7.90 exceeds the per share exercise price of such option, without interest, and less any applicable withholding taxes.

Treatment of Restricted Stock

As of the close of business on the record date, our current executive officers held [] unvested shares of Common Stock. Under the terms of the Merger Agreement, at the effective time of the Merger, each outstanding unvested share of Common Stock held by our executive officers will be assumed by HP and automatically converted into a number of unvested shares of HP common stock (rounded down to the nearest whole share) equal to the product of (x) the number of unvested shares of Common Stock outstanding immediately prior to the effective time of the Merger and (y) the exchange ratio. The unvested shares of HP common stock will remain unvested and continue to be subject to the same terms and conditions as applied to the unvested Common Stock prior to the Merger.

Treatment of Restricted Stock Units

As of the close of business on the record date, our current executive officers held restricted stock units covering [] shares of Common Stock. Under the terms of the Merger Agreement, at the effective time of the Merger, the outstanding restricted stock units held by our executive officers will be assumed by HP and automatically converted into restricted stock units covering a number of shares of HP common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of Common Stock subject to the restricted stock units immediately prior to the effective time of the Merger and (y) the exchange ratio. The restricted stock units will otherwise continue to be subject to the same terms and conditions applicable to such restricted stock units immediately prior to the effective time of the Merger.

New Employment Arrangements

As of the date of this proxy statement, with the exception of Dr. Shusheng Zheng, Executive Vice President of 3Com and Chief Executive Officer of H3C, none of our executive officers nor any member of the board of directors has entered into or is in negotiations to enter into any amendments or modifications to existing employment agreements with us or our subsidiaries in anticipation of the Merger, nor has any executive officer who has plans or is expected to remain with the surviving corporation entered into or is in negotiations to enter into any agreement, arrangement or understanding with HP or its affiliates regarding employment with HP or the surviving corporation. Although no such agreement, arrangement or understanding currently exists for any executive officer other than Dr. Zheng (as described below), HP may request some of our executive officers to remain after the Merger is completed, and such executive officers may, prior to the closing of the Merger, enter into new arrangements with HP or its affiliates regarding employment with HP or the surviving corporation or the right to participate in the equity plans of HP.

Dr. Shusheng Zheng. Dr. Zheng has executed a retention term sheet with HP, pursuant to which Dr. Zheng will be eligible to receive certain payments and benefits in connection with and following the closing of the Merger.

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Specifically, pursuant to the retention term sheet and upon the closing of the Merger, Dr. Zheng will receive full accelerated vesting of all of his equity awards outstanding on the date he signed the term sheet, subject to the following conditions:

Dr. Zheng has executed an employment agreement with HP under which he agrees to remain employed by HP for at least three (3) years from the closing date of the Merger;

Dr. Zheng consents to the cancellation, immediately following the first anniversary of the closing of the Merger, of his management retention agreement (described below) and waives any claim to amounts otherwise due under such agreement after such time; and

The proper authorities approve the Merger and the Merger has closed.

Dr. Zheng will remain eligible to receive any severance benefits, other than any such benefits relating to any outstanding equity awards, pursuant to his current management retention agreement for a qualifying termination thereunder until the first anniversary of the closing of the Merger.

The retention term sheet further provides for the following three (3) installment payments to Dr. Zheng:

\$2,000,000 (U.S.) will be payable twelve (12) months after the closing of the Merger if Dr. Zheng is employed in his current position on such date, 90% of his key management team remains employed in their current positions, and his business unit has achieved at least 95% of its year one (1) revenue plan.

\$2,000,000 (U.S.) will be payable twenty-four (24) months after the closing of the Merger if Dr. Zheng is employed in his current position on such date, 80% of his key management team remains employed in their current positions, and his business unit has achieved at least 95% of its year two (2) revenue plan.

\$3,000,000 (U.S.) will be payable thirty-six (36) months after the closing of the Merger if Dr. Zheng is employed in his current position on that date, 70% of his key management team remains employed in their current positions, and his business unit has achieved at least 95% of its year three (3) revenue plan.

Forty percent (40%) of each of the three (3) installment payments described above will be paid based on Dr. Zheng's continued employment. The remaining sixty percent (60%) will be paid only if Dr. Zheng also meets the key management retention goals and the business goals for that year.

If Dr. Zheng's employment is terminated by HP involuntarily and not for cause before the thirty-six (36) month anniversary of the closing of the Merger, Dr. Zheng will be entitled to receive any unpaid retention installment payments, subject to his execution of HP's standard release agreement that includes customary non-compete and non-solicitation provisions.

Change of Control Benefits

Robert Y. L. Mao. On April 29, 2008, we entered into an employment agreement for an at-will employment arrangement with Mr. Mao to become our Chief Executive Officer. As amended to date, the terms of Mr. Mao's employment with us provide the following change of control severance benefits if Mr. Mao is involuntarily terminated (other than for cause, death or disability) or voluntarily terminates his employment for good reason, in each case within three (3) months prior to, or within twelve (12) months following, a change of control (as such terms are defined in his employment agreement):

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Continued payment of Base Salary (as defined in his employment agreement) for two (2) years, with payments commencing six (6) months after Mr. Mao's termination date;

Two (2) payments, each equal to 100% of his Target Annual Incentive (as defined in his employment agreement) for the year in which termination occurs, payable at the time bonuses are normally paid or six (6) months after Mr. Mao's termination date, whichever is later;

Full vesting of outstanding equity awards (other than performance-based awards);

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Extension of the exercise period for vested stock options to the earlier of (i) 165 days from the termination date; and (ii) the original term of the option;

Reimbursement for premiums paid for continued health benefits under 3Com health plans under COBRA until the earlier of: (i) eighteen (18) months from the termination date, or (ii) the date upon which Mr. Mao becomes eligible for similar coverage elsewhere; and

Continued payment of premiums for the term life insurance policy in effect immediately prior to termination until the earlier of one (1) year or eligibility for similar coverage by another employer.

The foregoing is subject to the requirement that Mr. Mao sign a release agreement containing (i) a release of claims against 3Com, (ii) a one (1) year non-solicitation agreement, (iii) a one (1) year non-competition agreement and (iv) a non-disparagement agreement.

If additional taxes would result:

due to Section 409A of the Internal Revenue Code, 3Com will accrue payments otherwise due during the first six (6) months after termination and pay them in a lump sum on the date that is six (6) months and one (1) day after the termination date; and

due to Section 280G of the Internal Revenue Code, 3Com is required to make payments to Mr. Mao sufficient to pay the excise tax and additional payments to cover the income and excise taxes on the original payment itself.

Ronald A. Sege. On April 29, 2008, we entered into an employment agreement for an at-will employment arrangement with Mr. Sege to become our President and Chief Operating Officer. As amended to date, the terms of Mr. Sege's employment with us provide the following change of control severance benefits if Mr. Sege is involuntarily terminated (other than for cause, death or disability) or voluntarily terminates his employment for good reason, in each case within three (3) months prior to, or within twelve (12) months following, a change of control (as such terms are defined in his employment agreement):

Continued payment Base Salary (as defined in his employment agreement) for two (2) years, with payments commencing six (6) months after Mr. Sege's termination date;

Two (2) payments, each equal to 100% of his Target Annual Incentive (as defined in his employment agreement) for the year in which termination occurs, payable at the time bonuses are normally paid or six (6) months after Mr. Sege's termination date, whichever is later;

Full vesting of outstanding equity awards (other than performance-based awards);

Extension of the exercise period for vested stock options to the earlier of (i) 165 days from the termination date; and (ii) the original term of the option;

Reimbursement for premiums paid for continued health benefits under 3Com health plans under COBRA until the earlier of: (i) eighteen (18) months from the termination date, or (ii) the date upon which Mr. Sege becomes eligible for similar coverage elsewhere; and

Continued payment of premiums for the term life insurance policy in effect immediately prior to termination until the earlier of one (1) year or eligibility for similar coverage by another employer.

The foregoing is subject to the requirement that Mr. Sege sign a release agreement containing (i) a release of claims against 3Com, (ii) a one (1) year non-solicitation agreement and (iii) a non-disparagement agreement.

If additional taxes would result:

due to Section 409A of the Internal Revenue Code, 3Com will accrue payments otherwise due during the first six (6) months after termination and pay them in a lump sum on the date that is six (6) months and one (1) day after the termination date; and

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due to Section 280G of the Internal Revenue Code, 3Com is required to make payments to Mr. Sege sufficient to pay the excise tax and additional payments to cover the income and excise taxes on the original payment itself.

Dr. Shusheng Zheng. On July 20, 2009, Hangzhou H3C Technologies Co., Limited, our China-based subsidiary, entered into a new employment agreement with Dr. Shusheng Zheng, effective as of April 27, 2009, whereby Dr. Zheng would serve as our Executive Vice President, 3Com and Chief Executive Officer, H3C. Pursuant to this agreement, Dr. Zheng is entitled to the change of control benefits described above and under the heading "Change of Control Severance Benefits" below, provided that such benefits are offset and reduced by the following, if applicable:

If 3Com terminates Dr. Zheng without statutorily-defined grounds for termination, he is entitled to:

a lump sum severance payment of one (1) month's base salary for each year of service with H3C, pro-rated for any period of service less than one (1) year, provided Dr. Zheng signs a release of claims and a non-disparagement agreement; and

vesting and payout of any remaining H3C Equity Appreciation Rights Plan shares.

In addition, in exchange for certain non-hire and non-compete provisions in his employment agreement, upon termination of employment for any reason, Dr. Zheng will be entitled to receive one (1) year of his base salary in effect at the time of his termination, payable in twelve (12) equal, monthly installments in accordance with 3Com's regular payroll practices.

However, as described above, Dr. Zheng has executed a retention term sheet with HP, pursuant to which Dr. Zheng will be entitled to receive certain payments if certain conditions are satisfied, including that Dr. Zheng has executed an employment agreement with HP. For purposes of this discussion, we have assumed that any employment agreement entered into by and between Dr. Zheng and HP will supersede the terms of his existing employment agreement with H3C and that Dr. Zheng will not be entitled to receive any of the severance or other benefits described above.

Change of Control Severance Benefits. We have approved two (2) forms of change of control benefits, which take the form of individual management retention agreements for our executive officers. The first form applies to Neal D. Goldman, Executive Vice President, Chief Administrative and Legal Officer and Secretary of 3Com. The second form applies to Jay Zager, Executive Vice President and Chief Financial Officer of 3Com, and Dr. Zheng (subject to the retention term sheet with HP (described above)). Messrs. Mao and Sege have change of control benefits in their respective employment agreements and therefore such benefits are described under the above descriptions.

The terms of these forms provide the following change of control severance benefits if the executive officer is involuntarily terminated (other than for cause, death or disability) or voluntarily terminates his employment for good reason, in each case within three (3) months prior to, or within twelve (12) months following, a change of control (as such terms are defined in the form that applies to the executive officer) (referred to herein as a "qualifying termination"):

A payment equal to 100% of such executive officer's annual base salary as in effect immediately prior to the change of control and target annual bonus. Under the first form, the payment is in a lump sum; under the second form, the payments are payable over twelve (12) months in accordance with regular payroll practices;

A pro-rated bonus payment. Under the first form, the payment is equal to 100% of the target annual bonus in effect for the fiscal year in which the change of control occurs, pro-rated based on the number of days in the year prior to the change of control event, and is paid in a lump sum. Under the second form, the payment is

made in accordance with regular payroll practices, is payable only on earned incentive bonus for the bonus period in which the termination date occurs (based on attainment of actual performance metrics) and is pro-rated based on the number of days in the bonus period prior to the termination (unless the termination occurs prior to the change of control, in which case the pro-ration is based on the number of days in the bonus period prior to the change of control);

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Continuation of 3Com-paid portion of the premiums for the elected coverage under medical, dental and vision plans (and, in the case of the first form, long-term disability plans) as well as continued coverage of benefits for basic term life insurance until the earlier of two (2) years from the date of termination or when such executive officer becomes eligible to receive comparable benefits from another employer;

Full accelerated vesting of equity compensation; and

Extension of the post-termination exercise period on stock options to the lesser of the original term of the option and one (1) year (in the case of the first form) and 165 days (in the case of the second form).

If the benefits provided constitute parachute payments under Section 280G of the Internal Revenue Code and would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then, provided the parachute payments are at least 3.59 times the base amount under Section 280G, the executive officer will receive (i) a payment sufficient to pay such excise tax and (ii) an additional payment sufficient to pay the income and excise taxes arising as a result of such payment. If the parachute payments are less than 3.59 times the base amount, the benefits will be reduced to the extent necessary to avoid such tax.

The benefits described above are conditioned on the executive signing a release of claims and a one-year non-solicitation clause. With respect to the second form, the executive must also sign a one-year non-competition agreement and abide by a non-disparagement clause.

The following table reflects (i) the amount of severance benefits, based on the executive officer's current salary and target incentive bonus, assuming that each executive officer is involuntarily terminated for any reason other than cause or each executive officer terminates his employment for good reason following the Merger, based on a theoretical termination date of April 3, 2010, and (ii) the amount of benefits payable to Dr. Zheng in accordance with the terms and conditions of his retention term sheet with HP, both upon the closing of the Merger and assuming that he is terminated by HP involuntarily and not for cause following the Merger (based on a theoretical termination date of April 3, 2010):

Name	Severance (\$)	Pro-Rata Bonus (\$)	Benefits	Equity	Excise Tax	Severance Under HP Retention Term Sheet (\$)(4)	Total Potential
			Continuation (\$)(1)	Acceleration (\$)(2)	Gross-up (\$)(3)	Change of Control Benefits (\$)	
Robert Y. L. Mao(5)	2,600,000	0	73,026	20,969,503	2,857,962		26,500,491
Jay Zager	709,500	94,446	188,268	4,328,250	0		5,320,464
Neal D. Goldman	660,000	217,973	151,276	3,689,200	0		4,718,449
Ronald A. Sege	1,800,000	0	74,230	14,818,761	0		16,692,991
Dr. Shusheng Zheng(6)	951,975	241,672	3,688	7,265,000	0	7,000,000	15,462,335

(1) For Messrs. Mao and Sege, reflects the cost of company-paid benefits continuation for eighteen (18) months and payment for the continuation of Messrs. Mao's and Sege's term life policies for one (1) year. For Messrs. Zager and Goldman, reflects the cost of company-paid benefits continuation and conversion of basic term life insurance

for twenty-four (24) months. For Dr. Zheng, represents estimated two (2) year contribution for Chinese Compulsory Social Insurance.

- (2) To estimate the value of equity acceleration for each executive officer, we multiplied 100% of the aggregate number of unvested stock options, restricted stock units and shares of restricted stock estimated to be held by such individual as of April 3, 2010, by \$7.90 less any applicable exercise price per share. For executives that were granted performance-based restricted stock units in August 2009, we assumed that the Merger will close prior to the date 3Com publishes its financial results for fiscal 2010. In accordance with the terms of the performance-based restricted stock unit agreements and for purposes of estimating the value of equity acceleration attributable to such awards, the number of restricted stock units was deemed earned at the target performance level, which would result in the executive officer earning 100% of the performance-based restricted stock units. Achievement of such performance-based restricted stock unit awards at the threshold performance level would result in the executive officer earning 50% of the

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performance-based restricted stock units; achievement at the maximum performance level would result in the executive officer earning 150% of the performance-based restricted stock units.

- (3) Represents the additional amount estimated to be payable to Mr. Mao to make him whole for the federal excise tax on excess parachute payments (including payment of the income and excise taxes on the additional amount itself). No other executive officer is expected to trigger an excise tax gross-up based on the assumptions used in preparing the excise tax calculation. This excise tax is payable if the value of certain payments that are contingent upon a change of control, referred to as parachute payments, exceeds a safe harbor amount. The computation of the excise tax is complex, is subject to various questions of interpretation and depends upon a number of variables that cannot be known at this time. 3Com engaged a third-party to assist it in preparing the excise tax calculation based upon information that we supplied regarding current and historical compensation and the provisions of our compensation and benefits arrangements. In calculating the excise tax gross-up amount, if any, 3Com made a number of assumptions, including: (a) for the acceleration and conversion of unvested stock options, time-based restricted stock units and shares of restricted stock, applying the method prescribed in Q&A 24(c) of the 280G Treasury Regulations to the conversion value of the options based on a Black-Scholes value analysis; (b) for the acceleration and conversion of unvested performance-based restricted stock units, including the full value of such units based on \$7.90 per unit (the per share amount of merger consideration); (c) deriving the net present values of the change in control payments using the November 2009 AFR of 0.85% (short-term), 3.08% (mid-term) and 4.76% (long-term), as applicable; and (d) for the calculation of the excise tax gross-up, using the following tax rates: Federal (35% for 2010 and 39.6% for 2011 and 2012), State tax (Massachusetts (5.30%), California (10.55% for 2010 and 10.30% for 2011), and Virginia (5.75%)), Medicare (1.45%), and OASDI (6.20%); assuming that all equity awards granted between June 30, 2008 and June 30, 2009 may be valued by the method prescribed in Q&A 24(c) of the 280G Treasury Regulations.
- (4) As described above, Dr. Zheng has executed a retention term sheet with HP, pursuant to which Dr. Zheng will be entitled to receive \$7,000,000 (U.S.) in three (3) installments based on his continued employment and satisfaction of certain key management retention goals and business goals; provided, however, that if Dr. Zheng's employment is terminated by HP involuntarily and not for cause before the thirty-six (36) month anniversary of the closing of the Merger, Dr. Zheng will be entitled to receive any unpaid portion of the \$7,000,000 (U.S.), subject to his execution of HP's standard release agreement.
- (5) Under the terms of Mr. Mao's employment agreement, he is entitled to tax equalization payments in the event he is subject to taxation in both the United States and China. The total potential change of control benefits payable to Mr. Mao were calculated based on the assumption that Mr. Mao will only be subject to taxation in the United States and not in China and will not be entitled to receive any tax equalization payments pursuant to his employment agreement.
- (6) As described above, Dr. Zheng has executed a retention term sheet with HP pursuant to which upon the closing of the Merger, Dr. Zheng will be entitled to receive full accelerated vesting of all of his equity awards that were outstanding as of the date he signed the term sheet. This acceleration, and the other benefits provided in the term sheet, are subject to Dr. Zheng executing an employment agreement with HP prior to the closing of the Merger under which (1) he will agree to remain employed with HP for at least three (3) years following the closing of the Merger and (2) he agrees to the cancellation of his management retention agreement effective on the first anniversary of the closing of the Merger. The value of the equity acceleration component in the table above was determined in the same manner as described in Note 2 above to this table. For purposes of this table, we have assumed that Dr. Zheng will execute the employment agreement which will supersede his prior employment agreements; however, he will remain eligible to receive the severance benefits, other than the acceleration of any outstanding equity awards, under his current management retention agreement following the closing of the Merger in the event his employment is terminated other than for cause or he has good reason to resign prior to the

first anniversary thereof, and the value of such severance benefits has been included in the table above, based on a theoretical qualifying termination thereunder on April 3, 2010. In the event Dr. Zheng terminates his employment, with or without good reason, he would not be eligible for any additional installments of the \$7,000,000 bonus (to the extent then unpaid) described above.

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Deferred Compensation Plan

Within thirty (30) days prior to the closing date of and conditioned upon the occurrence of the Merger, 3Com will terminate its 2005 Deferred Compensation Plan, as amended and restated effective January 1, 2009 (the "Deferred Compensation Plan"). As soon as is administratively practicable following the termination of the Deferred Compensation Plan and subject to the terms of the Deferred Compensation Plan and its related trust and trust agreement, 3Com will begin distributing the assets of the Deferred Compensation Plan. As of the record date, Mr. DiCamillo is the only participant in the Deferred Compensation Plan who is a director or executive officer of 3Com. As of the record date, Mr. DiCamillo had an account balance of [\$], which will be distributed to him as soon as is administratively practicable following the termination of the Deferred Compensation Plan and in no event later than fifteen (15) business days following the Merger.

Bonus Plan

3Com's standard employee bonus plan, the 3Bonus Plan, provides for the payment of bonuses to employees based on the achievement of certain financial performance metrics. 3Com will be permitted to pay a prorated portion of the bonuses under its 3Bonus Plan for the six (6) month performance period in which the closing of the Merger occurs, based upon target levels of performance, prior to the closing of the Merger. All of 3Com's executive officers are currently eligible to receive bonus payments pursuant to the 3Bonus Plan and will be eligible to receive such prorated bonus amount.

Continued Benefits

For the period commencing on the effective time of the Merger and ending on a date that is no earlier than the six-month anniversary thereof, HP will maintain or provide for continuing employees of 3Com (or our affiliates), and, as applicable, their eligible dependents, health and welfare benefits under 3Com's (or our affiliates') benefits plans or the employee benefit plans, programs or policies of HP or its affiliates that are in the aggregate no less favorable than the benefits maintained for and provided to such employees immediately prior to the effective time of the Merger. All of 3Com's executive officers currently participate or are eligible to participate in 3Com's (or our affiliates') health and welfare benefit plans, which include medical, dental, vision, life insurance, accidental death and dismemberment insurance, short term and long term disability, employee assistance program, flexible spending accounts, adoption assistance, long-term care insurance, and other welfare benefit plans.

From and after the effective time of the Merger, HP has also agreed to permit continuing employees of 3Com, including 3Com's executive officers who remain with 3Com or HP following the effective time of the Merger, to participate in its or its subsidiaries' employee benefit plans and programs in accordance with its then applicable plans and policies available to similarly situated employees, subject to certain limited exceptions. Service with 3Com or its subsidiaries, including predecessor employers, will be recognized for purposes of service awards, determining the amount of vacation accrual, and for purposes of vesting under HP's 401(k) plan.

In addition, HP has agreed to honor all existing employment, change of control, severance and retention agreements between 3Com or its subsidiaries and any current or former employee, director or consultant of 3Com or its subsidiaries, including 3Com's executive officers. Finally, HP has agreed to honor the severance plans maintained by 3Com or any of its subsidiaries for the period commencing on the effective time of the Merger and ending on the first anniversary thereof. 3Com's executive officers are eligible to participate in one or more of the severance plans maintained by 3Com.

Indemnification and Insurance

The Merger Agreement provides that HP will cause the surviving corporation and its subsidiaries to honor and fulfill in all respects the obligations of 3Com and our subsidiaries under any and all indemnification contracts between 3Com or any of our subsidiaries and any of our respective current or former directors and

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officers and any person who becomes a director or officer of 3Com or any of its subsidiaries prior to the effective time of the Merger (the Indemnified Persons). In addition, during the period commencing at the effective time of the Merger and ending on the sixth anniversary of the effective time of the Merger, the surviving corporation and its subsidiaries are required to (and HP is required to cause the surviving corporation and its subsidiaries to) cause the certificate of incorporation and bylaws (and other similar organizational documents) of the surviving corporation and its subsidiaries to contain provisions with respect to indemnification, exculpation and the advancement of expenses, covering acts and omissions of directors and officers (and any other employees or agents who otherwise would be entitled to similar benefits thereunder pursuant to the terms thereof in effect on the date of the Merger Agreement), in each case in their respective capacities as such, occurring at or prior to the effective time of the Merger, that are at least as favorable as the indemnification, exculpation and advancement of expenses provisions contained in the certificate of incorporation and bylaws (or other similar organizational documents) of 3Com and our subsidiaries as of the date of the Merger Agreement, and during such six-year period, such provisions may not be repealed, amended or otherwise modified in any manner except as required by applicable law.

The surviving corporation and its subsidiaries are required (and HP is required to cause the surviving corporation and its subsidiaries), to the fullest extent permitted by law, to indemnify and hold harmless each Indemnified Person from and against any costs, fees and expenses (including reasonable attorneys fees and investigation expenses), judgments, fines, losses, claims, damages, liabilities and amounts paid in settlement in connection with any claim, proceeding, investigation or inquiry, whether civil, criminal, administrative or investigative, to the extent such claim, proceeding, investigation or inquiry arises directly or indirectly out of or pertains directly or indirectly to (i) any action or omission or alleged action or omission in such Indemnified Person s capacity as a director, officer, employee or agent of 3Com or any of its subsidiaries or other affiliates occurring at or prior to the effective time of the Merger, or (ii) any of the transactions contemplated by the Merger Agreement, in each case regardless of whether such claim, proceeding, investigation or inquiry is made, occurs or arises prior to, at or after the effective time of the Merger. In addition, to the fullest extent permitted by applicable law, the surviving corporation and its subsidiaries are required (and HP is required to cause the surviving corporation and its subsidiaries) to advance, prior to the final disposition of any claim, proceeding, investigation or inquiry for which indemnification may be sought under this Agreement, promptly following request by an Indemnified Person therefor, all costs, fees and expenses (including reasonable attorneys fees and investigation expenses) incurred by such Indemnified Person in connection with any such claim, proceeding, investigation or inquiry upon receipt of an undertaking by such Indemnified Person to repay such advances if it is ultimately decided in a final, non-appealable judgment by a court of competent jurisdiction that such Indemnified Person is not entitled to indemnification.

Prior to the effective time of the Merger, 3Com may purchase a six-year tail prepaid policy on the directors and officers liability insurance. In the event that 3Com purchases such a tail policy prior to the effective time of the Merger, HP and the surviving corporation are required to maintain such tail policy in full force and effect and continue to honor their respective obligations thereunder, in lieu of all other obligations of HP and the surviving corporation for so long as such tail policy is maintained in full force and effect. In the event that 3Com does not so purchase a tail policy prior to the effective time of the Merger, during the period commencing at the effective time of the Merger and ending on the sixth anniversary of the effective time of the Merger, HP and the surviving corporation are required to maintain in effect 3Com s current directors