



Silicon Graphics International Corp. Charter of the Strategic Planning Committee

Purpose:

The purpose of the Strategic Planning Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Silicon Graphics International Corp. (the "**Company**") shall be to perform initial review and consideration of potential strategic transactions available to the Company, and to consult with the Chief Executive Officer as it deems advisable to provide direction regarding the terms, scope, and direction of management's activities and discussions regarding any such potential transaction.

Composition:

The Committee shall consist of at least three members of the Board. A majority of the members of the Committee shall satisfy the independence standards of the Nasdaq Stock Market, Inc. ("**Nasdaq**") applicable to the board members, as in effect from time to time, when and as required by Nasdaq, including any exceptions permitted by these requirements. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Board shall fill vacancies occurring on the Committee. The Board shall designate the Committee's chairperson.

Meetings and Minutes:

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. In lieu of a meeting, the Committee may act by unanimous written consent. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall report to the Board from time to time and whenever requested to do so by the Board.

Authority:

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

Responsibilities:

To implement the Committee's purpose, the Committee may, in its discretion exercise and/or conduct the following activities. The Committee may supplement or deviate from these activities as appropriate under the circumstances:

1. **Overall Long-Term Strategy.** Review with the Chief Executive Officer, President and other management of the Company, the long-range strategic planning goals and objectives of the Company. Review the allocations of corporate resources recommended by management, including the consistency of such activities and allocations with the long-term business objectives and strategic plans of the Company.
2. **Strategic Decisions.** Review with the Chief Executive Officer, President and other management of the Company, strategic decisions regarding expansion into or exit from existing lines of business or countries or entry into new lines of business, including acquisitions, joint ventures or dispositions of businesses and capital assets and the financing of such transactions.
3. **Other Matters.** Undertake from time to time such additional activities within the scope of the Committee's primary functions as assigned by the Board of Directors.