



Silicon Graphics International Corp. Corporate Governance Guidelines

(As last amended on May 8, 2012)

The Board of Directors (the "**Board**") of **SILICON GRAPHICS INTERNATIONAL CORP.** (the "**Company**") has established the following guidelines ("**Governance Guidelines**") for the conduct and operation of the Board.

1. BOARD COMPOSITION AND SELECTION

1.1 Size of the Board

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. Directors are elected annually at each annual meeting of stockholders.

1.2 Independence of Directors

Director independence is a cornerstone of good corporate governance, enabling the Board to objectively exercise oversight, evaluate performance and provide strategic direction. Except during periods of temporary vacancies, a majority of the Company's Board members must qualify as independent directors in accordance with applicable federal securities laws and the rules of The Nasdaq Stock Market, Inc. ("**Nasdaq**").

1.3 Management Directors

The Board anticipates that the Company's Chief Executive Officer ("**CEO**") will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

1.4 Selection of CEO and Chair of the Board; Lead Independent Director

The Board will select the Company's CEO and Chair of the Board ("**Chair**") in the manner that it determines to be in the best interests of the Company's stockholders. It is the policy of the Company that the positions of CEO and Chair be held by different individuals, except in unusual circumstances as determined by the Board. If the Chair is not an independent director, the Board will designate an independent director to serve as Lead Independent Director ("**Lead Independent Director**"). The Lead Independent Director will have the following responsibilities:

- With the Chair, establish the agenda for regular Board meetings and serve as chair of Board meetings in the absence of the Chair;
- Establish the agenda for meetings of the independent directors;
- Coordinate with the committee chairs regarding meeting agendas and informational requirements;
- Call meetings of the independent directors;
- Preside over meetings of the independent directors and any Board meeting at which the Chair is not present, including executive sessions of the independent directors;
- Provide feedback from executive sessions of the independent directors to the CEO and senior management;
- Serve as the principal liaison between the independent directors and the CEO;

- Preside over any portions of meetings of the Board at which the evaluation or compensation of the CEO is presented or discussed;
- Oversee, in conjunction with the Nominating and Corporate Governance Committee, the Board evaluation process and preside over any portions of meetings of the Board at which Board performance is presented or discussed;
- Coordinate the activities of the other independent directors and perform such other duties as may be established or delegated by the Chair;and
- Perform such other duties as the Board may from time to time delegate.

1.5 Selection of Directors

The Nominating and Corporate Governance Committee is responsible for identifying, reviewing and evaluating candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 below. The Nominating and Corporate Governance Committee will also be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board, after receiving the recommendations of the Nominating and Corporate Governance Committee, is responsible for filling vacancies on the Board that may occur between annual meetings of stockholders.

1.6 Board Membership Criteria

The Nominating and Corporate Governance Committee will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including:

- Ability to read and understand basic financial statements;
- Be over 21 years of age;
- Have the highest personal integrity and ethics.

The Nominating and Corporate Governance Committee also intends to consider the following additional criteria for candidates for director of the Company:

- Possession of relevant expertise upon which to be able to offer advice and guidance to management;
- Sufficient time to devote to the affairs of the Company;
- Demonstrated excellence in his or her field;
- Have the ability to exercise sound business judgment; and
- Have the commitment to rigorously represent the long-term interests of the Company's stockholders.

Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee considers diversity (including diversity of professional experience, education, skills and opinions, as well as diversity of personal background), skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee must be independent for Nasdaq purposes.

1.7 Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Nominating and Corporate Governance Committee may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

1.8 Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

1.9 Limits on Board Memberships

Non-management directors may not serve on the Boards of more than four other public companies. The Company's CEO may not serve on the Boards of more than two public companies. In addition, no member of the Audit Committee may serve on more than two other public company audit committees without first obtaining the prior approval of the Chair. Directors must notify the Chair and the Company's General Counsel before accepting an invitation to serve on the board of directors of another company. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Company director and are consistent with the Company's conflict-of-interest policies.

1.10 Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

1.11 Director Election Policy

1.11.1 Advance Resignation in Board Elections

Pursuant to the Company's Bylaws, in "any uncontested election of directors, directors shall be elected if they shall receive more "for" votes than "withheld" votes of the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote generally on the election of directors. The Board of Directors (or any committee thereof) shall nominate for re-election as director only those candidates who have tendered an irrevocable resignation as a director, which resignation shall be conditioned upon both (A) such director failing to have received more "for" votes than "withheld" votes in an election and (B) acceptance by the Board of Directors of such resignation."

In such event, the Nominating and Corporate Governance shall promptly act to determine whether to accept the director's conditional resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote. The Nominating and Corporate Governance Committee and the Board shall accept such conditional resignation absent compelling circumstances to the contrary. The Company shall publicly disclose the decision reached by the Board and the reasons therefor.

Any director who offers his resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the conditional resignation of such director. If directors constituting a majority of the members of the Nominating and Corporate Governance Committee fail to receive the required vote in favor of his or her election in the same election, then the independent directors, excluding the directors who failed to receive the required vote, shall appoint a committee amongst themselves to consider the conditional resignations and recommend to the Board whether to accept them. If the directors, excluding the directors who failed to receive the required vote, shall be of an insufficient number to comprise a quorum of the Board, then all directors may participate in the action regarding whether to accept the conditional resignations.

1.11.2 Directors Who Change Their Job Responsibility

The Board believes that any director who retires from his or her present employment, or who materially changes his or her

position, must notify the Chair and the Company's General Counsel. The Nominating and Corporate Governance Committee and the Board will then evaluate whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status. The director who is changing his or her job responsibility shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action on this evaluation. Such director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Company director and are consistent with the Company's conflict-of-interest policies.

2. ROLE OF THE BOARD OF DIRECTORS

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the Company, its values and its business and to long-term stockholder value. Directors are encouraged to attend the Company's annual meeting of stockholders, either in person or telephonically.

3. DIRECTOR ORIENTATION AND EDUCATION

The Nominating and Corporate Governance Committee will implement, as appropriate, an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. Incumbent directors shall also be invited to attend the orientation program. Each director is expected to participate in continuing education programs as necessary in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

4. DIRECTOR COMPENSATION

The form and amount of director compensation for Board and committee service for non-management directors shall be determined by the Compensation Committee in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines. The amount of compensation for non-management directors and committee members should be consistent with market practices of similarly situated companies and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock or options to purchase the Company's stock. In determining compensation, the Compensation Committee will consider the impact on the directors' independence and objectivity.

5. BOARD MEETINGS

5.1 Number of Meetings.

The Board expects to have at least 4 regular meetings each year.

5.2 Attendance.

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Chair of circumstances preventing attendance at a meeting.

5.3 Preparation and Commitment.

The Company will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than three days prior to the meeting, except in unusual circumstances. Directors are expected to rigorously prepare for, attend, and participate in all Board and committee meetings.

5.4 Agenda.

The Chair, or Lead Independent Director if the Chair is not independent, will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5.5 Executive Session.

The independent directors of the Board will meet periodically in executive session but no less than two times per year or such greater number as required by the NASDAQ listing standards. Executive session discussions may include such topics as the independent directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board.

5.6 Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chair of the appropriate committee will present such report.

6. BOARD

COMMITTEES 6.1 Number of Committees; Independence of

Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee, and (c) a Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. Each committee shall comply with the independence and other requirements established by applicable federal securities laws and Nasdaq rules.

6.2 Committee Charters

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

6.2 Committee Functions

Each standing committee of the Board shall operate based on the responsibilities and duties set forth in its respective charter.

6.4 Board Committee Membership

The Nominating and Corporate Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, recommends to the Board annually the chairmanship and membership of each committee.

6.5 Committee Meetings and Agenda

The committee Chair, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

7. BOARD ACCESS TO MANAGEMENT AND EMPLOYEES

Board members shall have complete and open access to the Company's management and other employees in order to ensure that directors can ask questions and glean all information necessary to fulfill their duties. Such contact, to the extent reasonably practical or appropriate, will be coordinated with the CEO. Written communications to management should, whenever appropriate, be copied to the CEO.

8. CEO EVALUATION; SUCCESSION PLANNING

The Board should conduct an annual review of the CEO's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the CEO.

The Nominating and Corporate Governance Committee should periodically review with the CEO the Company's plan for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. BOARD ASSESSMENT

The Nominating and Corporate Governance Committee, in conjunction with the Lead Independent Director, will conduct an annual self-evaluation and self-assessment of the Board, its committees and its members.

10. REVIEW OF GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee will review and assess the adequacy of these Governance Guidelines periodically and recommend any proposed changes to the Board for approval.

11. AMENDMENTS AND WAIVERS

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice, as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.