



**Silicon Graphics International Corp.
Stock Ownership Guidelines**

(Effective January 3, 2014)

These Stock Ownership Guidelines (the "**Guidelines**") of Silicon Graphics International Corp. ("**SGI**") are established in order to align the interests of the non-employee members of SGI's Board of Directors ("**Board**") and senior management with the interests of SGI's stockholders.

1. **Covered Persons.** The Guidelines apply to the following persons (each a "**Covered Person**"):

- Non-employee members of the Board
- Chief Executive Officer
- Other persons designated as "Section 16 officers" by the Board of Directors

2. **Members of Management**

a. ***Required Ownership Level.*** Covered Persons who are members of management must achieve and maintain the minimum stock ownership levels set forth below:

- *Chief Executive Officer:* the number of shares with a value equal to three times (3x) the amount of the Chief Executive Officer's base salary
- *Other Section 16 Officers:* the number of shares with a value equal to the amount (1x) of such person's base salary

b. ***Compliance Period.*** A Covered Person who is a member of management must meet the required ownership level within five years after the date of his or her qualification as a Covered Person.

3. **Non-Employee Board members**

a. ***Required Ownership Level.*** Each Covered Person who is a non-employee Board members must achieve and maintain a minimum stock ownership level of shares with a value equal to three times (3x) such person's annual base cash retainer (excluding any Board committee service fees) for as long as the person serves as a member of the Board.

b. ***Compliance Period.*** Each non-employee Board member must meet the required ownership level within one year after the date of his or her appointment or election to the Board. The value of shares held by non-employee Board members shall be measured on the date that annual equity grants are granted to non-employee Board members.

4. ***Meeting Ownership Levels:*** Stock ownership levels are determined based on the fair market value of SGI's common stock (by reference to the price per share of SGI's common stock as reported on the Nasdaq Stock Market). A Covered Person may accumulate shares of SGI's Common Stock through stock option exercises, through open market purchases made in compliance with applicable securities laws, or through equity grants received by the Covered Person under equity plans that SGI may adopt from time to time. Unvested restricted stock and unvested restricted stock units (RSUs) count towards the required ownership level, but unexercised stock options do not. In no event, however, will any Covered Person be required to exercise stock options or to purchase SGI shares on the open market solely to meet these Guidelines. The Board will evaluate whether an exception should be made for any Covered Person on whom these Guidelines would impose a financial hardship.