



Silicon Graphics International Corp. Charter of the Compensation Committee of the Board of Directors

(As last amended on February 20, 2013)

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Silicon Graphics International Corp. (the "**Company**") is to act on behalf of the Board in fulfilling its responsibilities with respect to compensation to be paid to the Company's executive officers, oversight of general compensation policies, administration of equity incentive plans, and such other matters set forth in this Charter and as the Board may request from time to time. The term "compensation" shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, change of control benefits, retirement benefits and other related benefits and benefit plans.

COMPOSITION

The Committee shall consist of at least two members of the Board. All members of the Committee shall (1) meet the applicable independence requirements of The Nasdaq Stock Market ("**Nasdaq**"), (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended from time to time (the "**Exchange Act**") and (3) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The members of the Committee and the Committee chairperson shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate, but no less frequently than quarterly. Minutes of each meeting of the Committee shall be prepared and distributed to each member of the Committee promptly after each meeting. The Committee chairperson shall report to the Board regarding the deliberations, actions taken and recommendations of the Committee. The Committee shall meet periodically in executive session without Company management present.

AUTHORITY

The Committee shall have the resources necessary to discharge its duties and responsibilities hereunder. In fulfilling its duties and responsibilities, the Committee has the sole authority to retain and terminate outside counsel, independent compensation consultants or other experts or consultants, as it deems appropriate, including sole authority to approve the fees and other retention terms for such advisers, at the Company's expense; provided, that prior to retaining any such adviser, the Committee shall determine such adviser's independence pursuant to Nasdaq rules. Any communications between the Committee and the Company's inside or outside legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company and the Company shall take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees as appropriate, including, a subcommittee composed of one or more members of the Committee. The Committee may delegate to one or more executive officers of the Company the authority to make grants of equity-based compensation to eligible individuals who are not executive officers. Any executive officer to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time

The operation of the Committee shall be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The approval of this Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth in this Charter.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall be charged with the following responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances.

1. **Overall Compensation Strategy.** The Committee shall oversee matters relating to the overall compensation strategy and policies for the Company as the Committee deems appropriate, including providing guidance to management with respect to general compensation and benefit programs such as the 401(k) plan, bonus plans, deferred compensation plans, employment agreements, and retirement plans for employees and consultants of the Company.
2. **Executive Compensation.**
 - *Corporate Performance Goals.* The Committee shall review and approve corporate performance goals and objectives relevant to the compensation of the Company's executive officers and other members of the Company's Executive Management Team.
 - *Compensation of Chief Executive Officer.* The Committee shall determine and approve the compensation of the Company's Chief Executive Officer. In determining the amount, form and terms of such compensation, the Committee shall consider the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives, competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant. The Chief Executive Officer shall not be present during the voting or deliberations regarding his or her compensation.
 - *Compensation of Other Management Members.* In consultation with the Company's Chief Executive Officer, the Committee shall determine and approve the compensation of the Company's other executive officers and other members of the Company's Executive Management Team. In determining the amount, form and terms of such compensation, the Committee shall consider the person's performance in light of relevant corporate performance goals and objectives, competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant. The Chief Executive Officer may be present during the voting or deliberations regarding such compensation.
3. **Compensation of Board members.** The Committee shall periodically review the compensation paid or awarded to non-employee Board members and make recommendations to the Board for any adjustments.
4. **Administration of Equity Plans.** The Committee shall recommend to the Board the adoption, amendment and termination of the Company's equity plans, including employee stock purchase plan and other equity incentive plans. The Committee shall administer such equity plans, including establishing guidelines, interpreting plan documents, selecting participants, approving grants and awards, and exercising such other power and authority as may be permitted or required under such plans.
5. **Risk Assessment.** The Committee shall oversee the annual performance of a risk assessment of the Company's compensation programs as generally applicable to employees to identify any potential material risks that may be created by such programs.
6. **CD&A and Compensation Committee Report.** The Committee shall review and discuss with management the Compensation Discussion and Analysis ("**CD&A**") section of the Company's proxy statement and make recommendations to the Board that the CD&A be approved for inclusion in the

Company's proxy statement. The Committee shall provide the Compensation Committee Report for inclusion in the Company's proxy statement.

7. **Say on Pay and Golden Parachutes.** The Committee shall review and make recommendations to the Board with respect to stockholder approval of executive compensation ("say-on-pay" votes), the frequency of say-on-pay votes and "golden parachute" arrangements, and review related stockholder feedback.
8. **Stockholder Proposals.** The Committee shall review and make recommendations to the Board with respect to stockholder proposals related to compensation matters.
9. **Committee Self-Assessment and Charter Review.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for its consideration and approval.
10. **General Authority.** The Committee shall perform such other functions and have such powers as may be necessary or appropriate under the Nasdaq Rules or the rules of the SEC or to otherwise fully and efficiently discharge the functions set forth above.