



**Silicon Graphics International Corp.
Amended and Restated
Charter of the Nominating and Corporate Governance Committee
of the Board of Directors**

(As adopted May 14, 2013)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Silicon Graphics International Corp. (the "**Company**") is to (1) oversee all aspects of the Company's corporate governance functions on behalf of the Board; (2) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent Board members; (3) serve as a focal point for communication between such candidates, non-committee directors and the Company's management; (4) recommend to the Board candidates for membership on the Board and Board committees; (5) review and recommend criteria and policies relating to service and tenure of Board members; and (6) fulfill other responsibilities set forth in this Charter and as the Board may request from time to time.

COMPOSITION

The Committee shall consist of at least two members of the Board. All members of the Committee shall meet the applicable independence requirements of The Nasdaq Stock Market ("**Nasdaq**"). 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. 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.

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, consultants and other professional advisors, including executive search firms to help identify director candidates, as it deems appropriate, including sole authority to approve the fees and other retention terms for such persons, at the Company's expense. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Company will 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 operation of the Committee will 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. **Director Nominations.** The Committee shall identify, review and evaluate potential candidates (including incumbent Board members) to serve on the Board, including consideration of any potential conflicts of interest and applicable independence and experience requirements. The Committee shall recommend to the Board the size and composition of the Board. The Committee shall establish and maintain criteria for reviewing and screening potential candidates to the Board. The Committee may engage third parties to identify director candidates and for other purposes, as the Committee deems appropriate.
2. **Board Assessment.** The Committee shall review and establish the method and criteria for evaluating the performance of Board members individually and the Board and the Board committees as a whole. The Committee is responsible for conducting such Board assessment annually, and the assessment shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning of applicable Nasdaq rules and the rules and regulations of the Securities and Exchange Commission ("**SEC**"). The results of these reviews shall be provided to the Board for further discussion as appropriate. The Committee shall also recommend to the Board the removal of a Board member when appropriate.
3. **Board Committee Nominations.** The Committee, after due consideration of the interests, independence and qualifications of the individual directors and the independence and experience requirements of Nasdaq and SEC rules, shall recommend to the entire Board annually the candidates for membership on Board committees, for chairperson of the Board and for chairperson of each committee.
4. **Board Policies.** The Committee shall monitor and make recommendations to the Board on matters of Board policies and practices, including policies on director orientation, continuing education, independence, service and tenure.
5. **Corporate Governance.** The Committee shall consider matters of corporate governance, including trends in corporate governance practice. The Committee shall periodically review the governance policies and principles applicable to the Company, including the Company's Corporate Governance Guidelines, and shall recommend any changes deemed appropriate to the Board for its consideration.
6. **Stockholder Proposals.** The Committee shall review and make recommendations to the Board regarding proposals of stockholder that relate to corporate governance and nominations of candidates to the Board.
7. **Procedures for Information Dissemination.** The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
8. **Management Succession.** The Committee shall periodically review with the Chief Executive Officer the plans 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.

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.