



As Adopted March 26, 2019

BOARD OF DIRECTORS CHARTER

Role of Board and Management

The Board of Directors (the “**Board**”) of Super Micro Computer, Inc. (the “**Company**”), which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. The Board selects the senior management team, which is charged with the conduct of the Company’s business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors their performance.

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors may reasonably rely on the honesty and integrity of the Company’s senior management and expert legal, accounting, financial and other advisors.

Director Independence and Conflicts of Interest

Except as otherwise permitted by the applicable rules of the exchange upon which the Company’s common stock is listed (the “**Exchange**”), the Board will consist of a majority of directors who qualify as independent directors (the “**Independent Directors**”). The Board shall affirmatively determine at such times as are required by the Exchange rules or applicable laws that the directors designated as Independent Directors have no material relationships with the Company or its management (either directly or with an organization in which the director is a partner, stockholder or officer or is financially interested) that may interfere with the exercise of their independence from management and the Company.

To help maintain the independence of the Board, all directors are required to deal at arm’s length with the Company and its subsidiaries and to disclose any transaction or circumstance affecting the director that might be perceived as creating an interest that conflicts with, or is different from, the interest of the Company and its stockholders. In particular, each Independent Director shall disclose promptly to the Company’s Chief Compliance Officer and General Counsel any existing or proposed relationships with the Company (other than service as a Board member or on Board committees, and regardless of whether the director considers them to be material) that could affect the independence of the director under the Exchange rules or any additional standards as may be established by the Board from time to time, including direct relationships between the Company and the director, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer or significant stockholder, or is materially financially interested.

Limits on Director Outside Activities

The Board recognizes that its members benefit from service on the boards of other companies, and the Board encourages such service. The Board also believes, however, that directors must be willing and able to devote sufficient time to carry out their duties and responsibilities to the Company effectively and should be committed to serve on the Board for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not conflict with or materially interfere with

the member's service as a director. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company or gives the appearance of a conflict.

Directors shall notify the Board prior to accepting additional public company board of director appointments in the following instances so as to enable the Board to determine whether such simultaneous service would impair the ability of the member to serve on the Board: (i) if such director serves as an executive officer of any public company, to the extent that such acceptance would result in such director serving on more than two public company boards of directors, or (ii) if any director's acceptance would result in such director serving on a total of more than five public company boards. For purposes hereof, a "public company" is a company (i) with a class of securities registered under the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "**Exchange Act**") or (ii) that is required to file reports under the Exchange Act.

Change in Director Responsibilities

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director shall notify the Nominating and Corporate Governance Committee of such circumstances.

Term Limits

The Board does not have term limits.

Size of Board

The Board shall review from time to time the appropriate size of the Board and consider changing its size to accommodate outstanding candidates or to satisfy specific governance needs.

Separate Sessions of Independent Directors

The Independent Directors shall meet in regularly scheduled executive sessions without non-Independent Directors present not less than twice annually.

Board Access to Management

Board members shall have complete access to, and are encouraged to contact, Company management in order to obtain the information necessary to fulfill their duties. The Board may establish a process for such inquiries. Board members are encouraged to invite Company management and employees to Board meetings where such participation will provide the Board with additional insight into the matters being considered.

Retention of Advisors/Consultants

The Board is authorized to conduct investigations, and the Board and each committee of the Board shall have the authority to retain outside financial, legal or other advisors as they deem appropriate, and shall have the authority to obtain advice, reports or opinions from internal and external counsel and advisors, without consulting with or obtaining approval from any officer of the Company.

Board Committees

The Board shall at all times have an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Except as otherwise permitted by the applicable Exchange rules, all members of these committees will be Independent Directors. The Board may from time to time establish

additional committees as necessary or appropriate. Committee members will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

Each committee will have its own charter approved by the Board in compliance with the Exchange rules and all applicable laws and regulations. The charters will set forth the purpose of the committee as well as qualifications for committee membership. The charters shall be posted on the Company's website.

Board Meetings

The Chairman will schedule in advance regular meetings of the Board, ordinarily held four times per year at the Company's principal executive office.

The Chairman and the Company's Chief Executive Officer, in consultation with the Independent Directors, will have primary responsibility for preparing the agenda for each meeting and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each Board committee, and each director, is encouraged to suggest items for inclusion on the agenda. The Chairman, the Independent Directors, and the full Board separately have authority to require the Board to meet in executive sessions to discuss sensitive matters with or without distribution of written materials.

Management is responsible for arranging presentations at Board meetings by the Company's executives and other employees and otherwise providing reports to the Board that will communicate to the Board at appropriate times such information as the Board requests.

The materials, proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.