

# **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

**(As amended through October 28, 2020)**

## **STATEMENT OF POLICY**

This charter (this “Charter”) of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) specifies the authority and scope of the responsibilities of the Committee of Super Micro Computer, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements. The Committee has the responsibility and authority to assist the Board in meeting its responsibilities to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers, key employees and directors of the Company, carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation, and any such other actions within the scope of this Charter as the Committee or Board deems necessary or appropriate. In carrying out these responsibilities, the Committee shall review all components of executive officer, key employee and director compensation for consistency with the Company’s compensation philosophy, as in effect from time to time, and with the interests of the Company’s stockholders.

## **ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The size of the Committee shall be determined by the Board, but it shall be comprised of no fewer than two (2) Board members, each of whom shall satisfy the independence requirements of the exchange upon which the Company’s shares of common stock are listed (the “Exchange”), except as otherwise permitted by applicable Exchange rules, and meet all other eligibility requirements of applicable laws, regulations or rules. No director may serve on the Committee unless he or she is (i) a “non-employee director” under Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. Any member of the Committee may be removed or replaced by the Board. Each Committee member will serve for such term as the Board may decide or until such Committee member resigns, is removed by the Board or his or her death or incapacity. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by the majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees of the Committee comprised of one or more members of the Committee.

## MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present or by unanimous written consent (which may be provided in writing or by electronic transmission). A quorum shall consist of at least a majority of the members of the Committee. The Committee shall maintain written minutes of its meetings, and deliver copies of the minutes to the corporate secretary to be filed with the minutes of the meetings of the Board.

The Committee shall provide reports, in the form it deems appropriate, regarding the activities and recommendations of the Committee to the Board. In addition, the Committee will review with the Board any issues that arise with respect to the Company's compliance with legal or regulatory requirements.

The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Company's bylaws and the Exchange rules.

The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. Any Committee member may submit items to be included in the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The chair or a majority of the Committee members may call meetings of the Committee. Unless the Committee or the Board adopts other procedures, the provisions of the Company's bylaws applicable to meetings of Board committees will govern meetings and actions of the Committee.

The Committee may, in its sole discretion, retain or obtain advice or assistance from compensation consultants, legal counsel, accounting or other advisors (independent or otherwise) as appropriate to perform its duties hereunder. The Committee is directly responsible for the appointment, compensation and oversight of the work of any advisor it retains. Prior to selecting, or receiving advice from, any advisor, the Committee must consider the independence of such advisor based on any applicable criteria specified by the SEC and the Exchange, including the independence factors listed in the Exchange rules. The Company must provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant or advisor engaged by the Committee to assist it in performing its duties hereunder. However, the Committee will not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsel, accounting or other advisors to the Committee, and the

authority granted in this Charter will not affect the ability or the obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee may also perform such other activities consistent with this Charter, the purposes of the Committee, the Company's Bylaws, applicable Exchange rules and governing law.

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the General Corporation Law of the State of Delaware for good faith reliance by members of the Committee on reports or other information provided by others.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

1. Periodically review and approve a group of companies for executive compensation competitive comparisons, approve target pay and performance objectives against this group (and broader industry references), and monitor the Company's executive compensation levels and its performance relative to this group.

2. Review and approve, in conjunction with any independent directors of the Board that the Committee deems appropriate to involve in such discussions, individual and corporate performance goals and other objectives relevant to the Company's Chief Executive Officer's ("CEO") compensation and evaluate and discuss, at least annually, with the independent members of the Board the individual performance of the CEO, as well as the performance of the Company, in light of the goals and objectives set by the Committee, and recommend the CEO's compensation, including the individual elements of the compensation, to the independent members of the Board. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at the Company's principal competitors and other comparable companies, the awards given to the CEO in past years, the Company's risk management policies and practices, and any other factors the Committee deems appropriate. The CEO may not be present during voting or deliberations on his or her compensation.

3. Oversee the evaluation of the Company's executive officers (other than the CEO) and other key employees deemed to be under the Committee's purview. Review and approve or make recommendations to the Board regarding compensation of the Company's executive officers (other than the CEO) and key employees, including but not limited to salary, bonus, incentive compensation, equity awards, benefits and, perquisites) and the hiring and termination terms for such executive officers and key employees.

4. Review and approve or make recommendations to the Board regarding the establishment and terms of the Company's incentive compensation plans and equity compensation plans and administer such plans, including grants of options and other equity awards to executive officers, directors and other eligible individuals under the Company's equity compensation plans. The Committee may delegate the approval of grants of options and equity awards to participants other than executive officers as provided in the applicable plan.

5. Review and make recommendations to the Board regarding non-employee director compensation; however, except as otherwise permitted by the applicable rules of the exchange upon which the Company's common stock is listed, members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

6. Make recommendations to the Board regarding compensation-related matters outside the ordinary course, including, but not limited, to employment contracts, severance or change-in-control plans or arrangements, and all material amendments thereto, which authority includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

7. Monitor and assess risks associated with the Company's compensation policies, including whether such policies could lead to unnecessary risk-taking behavior, and consult with management regarding such risks.

8. Prepare an annual report on executive compensation, including a Compensation Discussion and Analysis, for inclusion in the Company's annual report on Form 10-K or proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations of the SEC.

9. Report to the Board on the Committee's activities on a regular basis.

10. Perform such other activities consistent with this Charter, the Company's Bylaws and governing law.

## **REVIEW**

The Committee shall review this Charter on at least an annual basis and periodically perform an evaluation of the Committee's performance of its duties. The Committee's evaluation may be conducted in such manner as the Committee, in its business judgment, deems appropriate. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.