

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**(As amended through January 27, 2021)**

**STATEMENT OF POLICY**

This charter (this “**Charter**”) of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Super Micro Computer, Inc. (the “**Company**”) specifies the scope of the responsibilities of the Committee 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 (i) identify individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider Committee member qualifications, appointment and removal; (v) develop, recommend to the Board and review on a periodic basis the Company’s Board of Directors Charter (the “**Board Charter**”), and oversee compliance with the Board Charter; and (vi) provide oversight in the evaluation of the Board and each committee thereof.

**ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of two (2) or more directors, each of whom must be determined by the Board to meet the independence requirements for membership on a company’s nominating and governance committee under the applicable rules of the exchange upon which the Company’s shares of common stock are listed (the “**Exchange**”) and the Securities and Exchange Commission (“**SEC**”) and any other requirements imposed by the Company’s bylaws and applicable laws, rules and regulations, provided that if the Committee is comprised of three (3) or more directors, one director who does not meet the independence criteria of the Exchange rules may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the Exchange rules.

The members of the Committee shall be appointed by the Board upon the recommendation of the 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 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 or appropriate to carry out its duties and fulfill its responsibilities hereunder. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee.

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 shall 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 is authorized to have direct and independent access to the Company's other directors, management and personnel, as well as books, records and facilities to carry out the Committee's purposes, duties and responsibilities. The Company will provide the Committee the appropriate resources and authority to allow it to discharge its responsibilities. The Committee may, in its sole discretion, retain or obtain advice or assistance from consultants, legal counsel or other advisors (independent or otherwise) as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

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

### **A. NOMINATING FUNCTIONS**

1. Review with and recommend to the Board from time to time the appropriate criteria for nominating and appointing Board members in the context of the current make-up of the Board and actively seek individuals qualified to become directors. In particular, the Committee shall review with the Board from time to time the appropriate skills and characteristics required of a Board member in the context of the current make-up of the Board. This assessment should include issues of background, skills (such as understanding of technology, finance and marketing), business experience and expected contributions to the Board, all in the context of an assessment of the perceived needs of the Board at that point in time. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our stockholders. They must also have an inquisitive and objective perspective and mature judgment. The Committee's goal should be to assemble a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make. Directors must have sufficient time available in the judgment of the Committee to perform all Board and Committee responsibilities. The Committee should also consider any other factors the Committee deems relevant to nominating and appointing Board members, including those that promote diversity.

2. Evaluate and select, or recommend to the Board, nominees for each election of directors to be submitted to a stockholder vote at the annual meeting of stockholders.

3. Consider any nominations of director candidates validly made by the Company's stockholders.

4. Review the Board's committee structure and composition and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

5. When a director 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, consider recommending that the Board request that a director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

6. Review and make recommendations to the Board regarding the size of the Board. To the extent that one or more directors' resignations are accepted by the Board, recommend to the Board whether to fill such vacancy or vacancies or take the appropriate action to reduce the size of the Board.

## **B. CORPORATE GOVERNANCE FUNCTIONS**

1. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of, the corporate governance principles applicable to the Company. Such principles should include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education and annual performance evaluation of the Board and committees.

2. Conduct an annual evaluation of each director's independence according to applicable Exchange rules, applicable law and the Company's corporate governance guidelines, and present its evaluations to the Board to enable the Board to make a determination on each director's independence.

3. Periodically review succession planning for executive officers, including appropriate contingencies in case key individuals retire, resign or are incapacitated.

4. Develop and recommend to the Board the Board Charter for the Company. Review, on a periodic basis, the adequacy of the Board Charter of the Company and recommend any proposed changes to the Board. Oversee compliance with the Company's Board Charter and report on such compliance to the Board.

5. Assist the Board in developing criteria for the evaluation of Board and committee performance.

6. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.

7. Make regular reports to the Board regarding the foregoing as appropriate.

8. Periodically review and discuss with management the Company's practices with respect to environmental, social and corporate governance issues.

### **REVIEW**

The Committee shall periodically review this Charter and 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 responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.