



**SILICON GRAPHICS INTERNATIONAL CORP.
CODE OF BUSINESS CONDUCT AND ETHICS**

Updated as of March 3, 2015

Message from our President and Chief Executive Officer



At SGI, we share an unwavering commitment to conducting business with the highest standards of ethics. Our business success depends on our ability to build and maintain relationships based on integrity and mutual respect with each other, our investors, customers and business partners. Each of us makes a myriad of business and ethical decisions each day. SGI is committed to ensuring that these decisions comply with the letter and spirit of the law and are ethically above reproach. Although no document can address every decision we may face, this Code of Business Conduct and Ethics sets forth SGI's expectations applicable to every SGI employee, officer and director of what it means to act ethically and with integrity. Read it, follow it, and ask if you have any questions.

Jorge L. Titingher
President and CEO
Silicon Graphics International Corp.

TABLE OF CONTENTS
(updated August 13, 2014)

1.	INTRODUCTION AND SCOPE	1
2.	ADMINISTRATION AND ENFORCEMENT	2
3.	POLICY	3
3.1.	COMPLIANCE WITH ALL APPLICABLE LAWS	3
3.2.	HONEST DEALING	3
3.3.	AVOIDING CONFLICTS OF INTEREST	4
3.4.	CORPORATE OPPORTUNITIES	5
3.5.	PROHIBITION AGAINST INSIDER TRADING	6
3.6.	FINANCIAL RECORDS AND PUBLIC REPORTING	6
3.7.	GIFTS AND ENTERTAINMENT (NON-GOVERNMENTAL).....	7
3.8.	POLICY ON INTERACTIONS WITH GOVERNMENT OFFICIALS	8
3.9.	ANTITRUST	8
3.10.	MONEY LAUNDERING	8
3.11.	IMPORT AND EXPORT COMPLIANCE	9
3.12.	CONTRACTING, PROCUREMENTS & RELATED ACTIVITIES	10
3.13.	WORKPLACE POLICIES	10
3.14.	HANDLING SGI AND THIRD PARTY ASSETS	11
3.15.	ENVIRONMENTAL COMPLIANCE	14
3.16.	MEDIA CONTACT AND PUBLIC COMMUNICATIONS	14
3.17.	SPECIAL OBLIGATIONS FOR OUR CEO AND SENIOR FINANCIAL OFFICERS	14
	ACKNOWLEDGEMENT OF COMPLIANCE	16

1. INTRODUCTION AND SCOPE

Silicon Graphics International Corp. is committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct & Ethics (this “Code”) applies to all employees and officers of Silicon Graphics International Corp. and its subsidiaries (referred to collectively as “SGI”). This Code also applies to the non-employee members of our Board of Directors with respect to their SGI-related activities. We expect every employee and Board member to read and understand this Code and its application to the performance of his or her business responsibilities. We all depend on one another to do the right thing in making business decisions and carrying out our work responsibilities. Accordingly, compliance with this Code is a prerequisite to continued employment with SGI. This Code is more than just a description of our corporate business standards - it is the centerpiece of a company-wide compliance program.

This Code is designed to deter wrongdoing and to promote:

- Honest and ethical conduct
- Fair, accurate and timely disclosure in reports and documents that SGI files with, or submits to, government agencies and in other public communications
- Protection of SGI’s confidential and proprietary information and that of our customers and vendors
- The prompt internal reporting of violations of this Code
- Accountability for non-compliance with this Code

SGI takes its commitment to this Code seriously. Any employee who violates this Code may be subject to disciplinary action, up to and including termination of employment or service. In appropriate cases, violations could lead to civil legal action or referral for regulatory or criminal prosecution.

In addition to complying with this Code, employees and directors are expected to comply with all applicable SGI policies and procedures, which may address more specific issues or conduct or provide more detailed guidance than this Code. These additional policies and procedures include our internal financial controls, our disclosure controls and procedures and all other SGI policies. SGI’s policies are located on SGI’s corporate intranet. SGI may modify or update these policies and procedures from time to time and adopt new policies and procedures in the future in accordance with applicable laws or best practices. You should frequently review SGI’s corporate intranet to ensure that you are following the most current SGI policy.

Nothing in this Code is intended to alter existing legal rights and obligations of SGI or any of its employees or non-employee Board members. In addition, nothing in this Code shall be interpreted or implemented such that it would prohibit, limit or punish any activities protected by applicable laws.

Role of General Counsel’s Office in Compliance Matters. The General Counsel’s Office oversees the implementation and administration of this Code and can be contacted at compliance@sgi.com.

The General Counsel’s Office is responsible for:

- providing guidance with respect to interpretation or potential violations of this Code;
- investigating possible violations of this Code; and
- updating this Code as needed, with approval of the Board of Directors, to reflect changes in the law, company operations and best practices.

Seeking Guidance. Every employee is responsible for knowing and understanding the policies and guidelines contained in this Code. If you have questions, ask them. If you have ethical concerns, raise them. This Code cannot provide definitive answers to all questions. If you are in doubt about the best course of action, you should seek guidance from your immediate supervisor or SGI’s General Counsel.

Additional resources you can call on for guidance include, depending on the nature of the issue, Human Resources, Legal, Finance or the Trade Compliance group. You may also submit a report in accordance with Section 2 of this Code.

2. ADMINISTRATION AND ENFORCEMENT

Violations of this Code. Any employee who violates this Code may be subject to disciplinary action, which may range from a warning or reprimand to more severe disciplinary action, including termination of employment. In appropriate cases, violations could lead to civil legal action or referral for regulatory or criminal prosecution.

Reporting Violations. If you become aware of or reasonably suspect that some unethical or illegal conduct may have occurred or is about to occur, you must immediately report such suspected misconduct. You may report suspected misconduct by email, telephone or online using any of the following methods:

- by reporting directly to your supervisor; or
- by sending an email message to SGI's General Counsel at compliance@sgi.com;
- by calling SGI's Integrity Hotline at 1-866-480-6137 (dial the AT&T access code for your country first outside the U.S. and Canada for toll free access); or
- by submitting a report online through SGI's Alertline at <https://sgi.alertline.com>.

Any concerns you have regarding accounting, internal accounting controls or auditing matters relating to SGI or any other issue you believe should be brought to the attention of SGI's Audit Committee may be reported as follows:

- by calling SGI's Integrity Hotline at 1-866-480-6137 (dial the AT&T access code for your country first outside the U.S. and Canada for toll free access);
- by submitting a report online through SGI's Alertline at <https://sgi.alertline.com>;
- by contacting the Audit Committee of the Board of Directors at: auditcommittee@sgi.com, or if you are concerned about maintaining anonymity, you may send correspondence to the Audit Committee at the following address: Silicon Graphics International Corp., Attention: Audit Committee, 900 N. McCarthy Blvd., Milpitas, CA 95035

SGI's Integrity Line and Alertline website each operate 24 hours a day, seven days a week. You may make a report through the Integrity Line or the Alertline website anonymously or by identifying yourself. If you decide to make an anonymous report, include as much specific information as possible to allow for proper assessment and investigation of the report. Please keep in mind, however, that in some circumstances it may be more difficult, or even impossible, for SGI to thoroughly investigate reports that are made anonymously. SGI therefore encourages employees to share their identity with them. SGI will, however, ensure your anonymity should you choose to make a report anonymously.

The report should convey as many facts as possible so that it can be properly assessed. For example, you are encouraged to provide the following information wherever possible:

- the matter or issue that is the subject of the concern or complaint;
- the name of each person involved;
- who else knows about the subject matter;
- if the concern or complaint involves a specific event or events, the approximate date(s) and location(s) of each event; and
- any additional information, documentation or other evidence to support the concern or complaint.

Supervisors who receive complaints or observe Code violations should contact SGI's General Counsel. If you believe your supervisor has not taken appropriate action, you may also raise a concern or question yourself to SGI's General Counsel or submit a report as set forth in this Section 2 of the Code.

No Retaliation. SGI does not tolerate retaliation against any employee for asking questions or making good faith reports of suspected violations of law or SGI policies. If you believe that you have been subject to retaliation, you should immediately report this matter to your local supervisor, SGI's General Counsel, the Integrity Hotline, the Alertline or SGI's Audit Committee in accordance with the reporting procedures set forth in this Section 2 of the Code.

Investigations of Suspected Violations. Reports of unethical or illegal conduct will be promptly and thoroughly investigated as appropriate under the circumstances and in accordance with local law.

Employee cooperation during any investigation is expected, including that of the employee whose conduct is the subject of investigation. To the extent permitted by applicable law, failure to fully cooperate in any investigation upon request may be viewed as grounds for disciplinary action up to, and including, termination. In certain cases, information may also be shared with local law enforcement or other authorities as necessary to comply with legal requirements or to protect the company's interests. The subject of an investigation will be notified of the report as soon as reasonably practical as required by applicable law. SGI reserves discretion to not provide the subject of an investigation with the name of the reporting individual unless required by law.

It is imperative that you do not conduct any preliminary investigation. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the company. If any investigation indicates that a violation of this Code has likely occurred, SGI will take action as we believe is appropriate under the circumstances and in accordance with applicable laws.

All complaints will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct, conclude, and, if appropriate, prosecute the investigation.

The Company will maintain a log of all complaints, tracking their receipt, investigation and resolution. Copies of all complaints and investigation records will be maintained in accordance with SGI's document retention policy.

Amendments and Waivers. This Code, and any amendments to this Code, will be publicly available on SGI's website and as otherwise may be required by applicable law or regulations.

Any waiver of this Code for any member of the Board of Directors or executive officer of SGI must be approved in writing by the Board of Directors and promptly disclosed as required by applicable laws, rules and regulations. Waiver of any provision of this Code with respect to any non-executive employee must be approved in writing by the senior manager of the employee's function and by SGI's General Counsel.

3. POLICY

3.1 COMPLIANCE WITH ALL APPLICABLE LAWS

As a global company based in the U.S., SGI must comply with applicable laws and regulations in the U.S. and in the many countries in which it does business. We must also act in a manner that upholds the spirit and intent of the law. Where this Code or other SGI policy or procedures differs from local laws or regulations, we must always follow the higher standard. If you believe the requirements of this Code or any other SGI policy conflict with local law, contact SGI's General Counsel for guidance. We do not expect employees to know every applicable law or regulation but we expect employees to recognize situations that require consultation with others to determine the appropriate course of action.

Violations of governing laws and regulations have serious consequences, both for the company and for the individuals involved. Therefore, where questions arise on these or other legal matters, employees should always seek guidance from SGI's General Counsel.

3.2 HONEST DEALING

One of SGI's core values is to conduct business with uncompromising integrity. This means treating people fairly, acting as a responsible corporate citizen and keeping accurate books and records. All employees are expected to be honest and forthright in their interactions with one another and in dealings with customers, suppliers, business partners and stockholders. SGI will not condone dishonesty or deceitful actions in any form. This includes making misrepresentations to customers, making misrepresentations about our competitors, changing customer documents, making false or misleading entries on the company's books or ledgers, falsifying expense reports or falsely recording hours worked on time cards. The importance of accuracy in record-keeping and reporting is discussed in more detail in Section 3.6 below.

SGI strives to outperform our competition honestly and fairly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. No employee may through improper means acquire trade secrets or other proprietary information from others, or induce disclosure of confidential information by past or present employees of other companies.

Employees involved in the contracting or procurement process have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of personal or special favors.

Employees involved in sales and services have a special responsibility to abide by all SGI policies and procedures related to selling activities, revenue recognition and side agreements.

3.3 AVOIDING CONFLICTS OF INTEREST

We respect the rights of our employees to manage their personal affairs and investments. At the same time, employees are required to avoid conflicts of interest involving SGI. A conflict of interest can occur when a person's personal interests are adverse to – or may appear to be adverse to – the interests of SGI. Conflicts can result from an expectation of personal gain, either now or in the future, or from a need to satisfy a prior or concurrent personal obligation. Conflicts of interest can arise when a person takes action or has interests that may make it difficult to perform his or her work for SGI objectively and effectively. Conflicts of interest also arise when a person, or a member of his or her family, receives an improper personal benefit as a result of the person's position with SGI. We expect our employees to be free from influences that could conflict with the best interest of SGI or might deprive SGI of their undivided loyalty in business dealings. Whether there is divided loyalty depends upon many factors, including: (a) the size and nature of the investment, both absolutely and relative to the person's finances; (b) the nature of the relationship between SGI and the other entity, if any, involved; (c) the employee's access to confidential information; and (d) the employee's ability to influence SGI decisions that affect his or her personal interests. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided.

Conflicts of interest are prohibited unless authorized in writing by SGI's General Counsel. If you have questions about a potential conflict of interest, you should discuss this matter with your supervisor or SGI's General Counsel. Employees are expected to disclose to SGI any situations that may involve conflicts of interest affecting them personally or affecting other employees or those with whom we do business.

Factors that may be considered when evaluating potential conflicts of interest activities include, among other things:

- whether it may interfere with the employee's (or other's) job performance, responsibilities, or morale;
- whether the employee has access to confidential information or influence over significant company resources or decisions;
- any potential adverse or beneficial impacts on SGI's business;
- any potential adverse or beneficial impact on relationships with customers or suppliers;
- whether it would enhance or support a competitor's business;
- the extent to which it would result in financial or other benefit to the employee, customers or suppliers, directly or indirectly; and
- the extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations which, depending on the facts and in accordance with applicable laws, should be avoided:

- Employment by (including consulting or contracting for) an SGI competitor, customer or supplier or other service provider.
- Service on the board of directors of any SGI competitor, customer, supplier, service provider, or other potentially conflicting business. Any employee that desires to join such a board of directors must (i) provide a reasonably detailed description of such services to be performed and the

potential benefits to SGI of such service and (ii) obtain prior approval of such service by a majority of the disinterested members on SGI's Board of Directors.

- Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with SGI.
- Receiving payment for providing industry advice or information about SGI to any third party, such as employment or consultation with an "expert network" or technology consultant.
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us (see Sections 3.7 and 3.8 for further discussion of such conflicts).
- Soliciting charitable or political contributions from any of SGI's customers, vendors or business partners.
- Conducting SGI business transactions (in any capacity) with your family member or a business in which you (or your family member) have a significant financial interest.
- Exercising supervisory or other authority on behalf of SGI over a co-worker who is also a family member.
- Teaching, writing books/articles, or otherwise using knowledge acquired while working for SGI, or related to one's duties at SGI, for compensation.
- Taking personal advantage of any corporate opportunities (see Section 3.4 for further discussion).

Please note that supervisors may not authorize conflict of interest matters or make determinations as to whether a conflict of interest exists without the approval of SGI's General Counsel. Executives and members of the Board of Directors should disclose potential conflicts of interest to SGI's General Counsel. If the General Counsel is involved in the potential or actual conflict, the matter should be referred to the Chair of the Audit Committee.

Special Note for SGI Board Members. Like employees, non-employee members of SGI's Board of Directors should seek to avoid conflicts of interest in the performance of their duties. To that end, any Board member who finds himself or herself confronting a potential conflict of interest should take steps reasonably necessary to avoid the conflict of interest, including if appropriate, recusal from Board discussions about the potential conflict situation. If a director believes a situation may exist in which he or she has a conflict of interest that would interfere with the ability to perform his or her responsibilities as an SGI Board member, he or she should promptly notify SGI's General Counsel.

Special Note Regarding Employee Loans. Loans by SGI to employees or their family members, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of those loans or guarantees. SGI loans and guarantees for executive officers and Board members are expressly prohibited by law and this Code.

Special Note Regarding Related Person Transactions. A "related person transaction" is any transaction that is required to be disclosed pursuant to Item 404 of Regulation S-K of the U.S. securities laws. A "related person transaction" includes any transaction, or series of similar transactions, since the beginning of SGI's most recently completed fiscal year, or any currently proposed transaction, in which SGI or its subsidiaries was or is to be a participant, in which the amount involved exceeds \$120,000, and in which any of the following persons had or will have a direct or indirect material interest: any Board member or Board member nominee; any executive officer; any holder or 5% or more of SGI's common stock; or any immediate family member of such persons. "Immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such Board member, Board member nominee, executive officer or 5% stockholder, and any person (other than a tenant or employee) sharing the household of such Board member, Board member nominee, executive officer or 5% stockholder. All related person transactions must be reviewed and approved by the Board of Directors or a committee of the Board of Directors. Further information regarding related person transactions is contained in SGI's [Related-Person Transactions Policy](#). If you have questions, please contact SGI's General Counsel.

3.4 CORPORATE OPPORTUNITIES

Employees may not take personal advantage of any opportunities for SGI that are presented to them or discovered by them as a result of their position with SGI or through your use of corporate property or

information, unless authorized as described in the section titled “Amendments and Waivers” above. Even opportunities that you acquire independently from SGI may be questionable if they are related to our existing or proposed lines of business. As a result, significant participation in an investment or outside business opportunity that is directly related to our lines of business should be disclosed and approved in advance by SGI.

Special Note for SGI Board Members: Members of SGI’s Board of Directors must ethically handle their participation in any material business opportunity in which SGI has already expressed an interest or which is closely related to SGI’s business or its anticipated future plans. If a Board member believes a situation may exist in which he or she (or an affiliated person or entity) may participate in a corporate opportunity, he or she should promptly notify SGI’s General Counsel.

3.5 PROHIBITION AGAINST INSIDER TRADING

Many countries, including the United States, have insider trading laws that restrict securities trading and other activities by anyone in possession of material, non-public information. Material, non-public information is any information not generally known to the public that people might find important in making their decision to buy or sell SGI’s stock or a third party’s stock. Any SGI Board member, employee, or contractor who possesses material, non-public information about SGI or any other company must not:

- trade in that company’s stock;
- disclose that information to others who may buy or sell securities because of the information (often referred to as offering a “tip”); or
- otherwise use that information for personal advantage or the personal advantage of others.

When you have access to material, non-public information concerning SGI or another company, you should take special care in planning securities trades. SGI’s Insider Trading Policy provides guidance on the kind of information that may be considered material, non-public information and guidelines on when and how you may purchase or sell shares of SGI stock or a third party’s stock, including certain limited exceptions to the policy. No director, officer or employee may enter into any short sale (including a “short against the box”) or purchase or sell calls, puts or any other similar securities or derivatives whose value is directly related, or is determined by reference to, the price of SGI stock. Subject to certain exceptions set forth in the Insider Trading Policy, employees must not trade in SGI securities outside of the applicable open trading windows or during any special blackout periods that SGI may designate.

Violations of SGI’s Insider Trading Policy can result in disciplinary action by SGI, including potential termination of employment, in addition to civil and criminal penalties in accordance with applicable law. For more information, please refer to [SGI’s Insider Trading Policy](#).

3.6 FINANCIAL RECORDS AND PUBLIC REPORTING

The integrity of SGI’s financial records and public disclosures is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our stockholders, employees, customers, suppliers, creditors and others with whom we do business. Our corporate and business records, including all supporting entries to our books of account, must be completed honestly, accurately and understandably. All business transactions must be properly recorded, classified and summarized in accordance with SGI’s accounting and financial policies and applicable laws and regulations.

To help ensure the integrity of our records and public disclosures, we require that:

- All business transactions must be supported by appropriate documentation and reflected accurately in our books and records;
- No entry may be made in our books and records that intentionally misrepresents, misleads or obscures the true nature of any financial or non-financial transaction;
- Employees comply with our system of internal controls over financial reporting and be held accountable for their entries;
- Any records required by our jobs at SGI, such as time cards and expense reports, must be accurate and complete;
- Any off-balance sheet arrangements of SGI are clearly and appropriately disclosed;
- No cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund;

- Employees cooperate fully with our finance department and our independent auditors and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that SGI's books and records, as well as reports filed with the U.S. Securities and Exchange Commission (SEC), are accurate and complete;
- Employees must not take or authorize any action that would cause our financial records or disclosures to fail to comply with generally accepted accounting principles in the United States, SEC rules and regulations, or other applicable laws; and
- Records be retained or destroyed according to SGI's document retention policy or procedures then in effect.

If you become aware or suspect that our public disclosures are not full, fair and accurate, or if you become aware of a transaction or development that you believe may require disclosure, you should report the matter immediately to your supervisor, SGI's General Counsel, the Integrity Hotline, the Alertline or SGI's Audit Committee in accordance with the reporting procedures set forth in Section 2 of this Code.

Legal Proceedings and Retention of Records. Records must be retained or destroyed according to [SGI's Records Retention Policy](#) or procedures then in effect. Lawsuits, legal proceedings and investigations concerning SGI must be handled promptly and properly. SGI must cooperate with appropriate government inquiries and investigations. You are required to contact SGI's General Counsel immediately in the event that you become aware of a threatened lawsuit, legal proceeding or investigation brought by private parties or by any governmental agency. Records relevant to a lawsuit, legal proceeding or investigation must not be altered or destroyed, and must be promptly produced and turned over to SGI's Legal department upon request. If you receive a "Legal Hold Notice" or similar directive instructing you to preserve or protect certain information, you must immediately notify SGI's Legal department and forward the notice accordingly. Similarly, SGI's Legal department may direct you to preserve or protect certain information. If you are uncertain what information is covered by such a Notice or directive, contact SGI's Legal department immediately for guidance.

If you are involved on SGI's behalf in a lawsuit or other legal dispute, you must avoid discussing it with anyone inside or outside of SGI without prior approval of SGI's Legal department. You are required to cooperate fully with SGI's Legal department in the course of such lawsuit, legal proceeding or investigation.

3.7 GIFTS AND ENTERTAINMENT (NON-GOVERNMENTAL)

Building strong relationships with customers, vendors and business partners, is essential to SGI's business, and socializing with non-governmental customers and suppliers is an integral part of building these relationships. Nevertheless, common sense and good judgment should always be exercised in providing or accepting business meals and entertainment or nominal gifts.

While individual circumstances differ, the overriding principle concerning all gifts and entertainment is not to give or accept anything of value that could be perceived as creating an obligation on the part of the recipient (whether an SGI employee or a customer) to act other than in the best interests of his or her employer, or that could be perceived as otherwise potentially tainting the objectivity of the individual involved. The exchange, as a normal business courtesy, of meals or entertainment (such as events or theater tickets) is a common and acceptable practice as long as it is not extravagant. Unless express permission is received from your SGI supervisor or General Counsel, non-governmental gifts or entertainment should not be offered, provided or accepted unless they are: (a) consistent with customary business practices; (b) consistent with regional expense guidelines; (c) not susceptible to being construed as a bribe or kickback; (d) not in cash; and (e) not contrary to law.

This principle applies to transactions everywhere around the world. Even if practices contrary to this principle are widely considered "a way of doing business," in a particular locality, they are not the way SGI does business. With this principle in mind, you cannot accept gifts or entertainment that may reasonably be deemed to affect your judgment or actions in the performance of your duties. Our customers, suppliers and the public at large should know that our judgment is not for sale.

If you have a question about any proposed non-governmental gift or entertainment, you should immediately consult with SGI's General Counsel or review Section 2 above for the proper reporting procedure.

3.8 POLICY ON INTERACTIONS WITH GOVERNMENT OFFICIALS

The anti-bribery laws of many countries, including the Foreign Corrupt Practices Act (referred to as “FCPA”) in the United States, and the Bribery Act in the United Kingdom, impose significant legal restrictions on a company’s dealings with employees of government agencies, government or state- owned entities and public international organizations (e.g., World Bank), and political parties, party officials and candidates for office (collectively “government officials”). These laws prohibit giving, authorizing or offering any money or anything of value, directly or indirectly through a third party, to any government official for the purpose of improperly obtaining or retaining business or securing any improper advantage, such as favorable tax or customs treatment.

For these reasons, you must use caution when interacting with government officials or when overseeing third parties interacting with government officials on SGI’s behalf. Employees must comply with [SGI’s Anti-Corruption Policy](#) in their interactions with government officials.

If you have any question as to whether a particular expense or activity is lawful or appropriate, consult your supervisor or SGI’s General Counsel.

Contributions to Political Activities. SGI employees may make personal political contributions within legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by SGI. SGI will not reimburse you for any political contribution.

3.9 ANTITRUST

Antitrust laws, sometimes called unfair competition laws, govern the way that companies behave in the marketplace. Antitrust laws vary from country to country, but generally such laws encourage competition by prohibiting unreasonable restraints on trade. The laws govern the ways companies treat their competitors, customers and suppliers. Violating antitrust laws is a serious matter and can place both SGI and individual employees at risk of civil liability and substantial criminal penalties.

In all regions and countries where SGI does business, we are committed to competing vigorously, but fairly, for customers and suppliers.

To adhere to antitrust laws, we must not:

- communicate with any competitor relating to price, terms that affect pricing or production levels;
- divide or allocate markets or customers;
- agree with a competitor to boycott another business; or
- place improper conditions on purchases or sales.

SGI also prohibits the following:

- making false or misleading representations about SGI’s products,
- falsely disparaging a competitor or its products or making product claims without sufficient facts to substantiate them, and
- using another company’s trademarks in a way that confuses the customer as to the source of a product.

In addition, because our resellers are an important part of our business model, we need to be aware of the special concerns that apply to dealing with resellers. This includes the prices and other restrictions that we use in establishing reseller relationships or in ending such relationships. Because these laws are complex, you should seek advice from SGI’s General Counsel or another member of the Legal department on any related question.

3.10 MONEY LAUNDERING

Money laundering is the process by which criminals, including terrorists, try to conceal their funds, or otherwise make the source of their funds look legitimate. SGI’s policy on money laundering is that we will not condone, facilitate, or support contraband or money laundering and we will help any government prevent or halt any illegal trade involving our products.

SGI supports anti-money laundering policies by using certain procedures to avoid receipt of cash or cash equivalents that are the proceeds of crime. All suspicious transactions or activities by any customer in dealing with SGI should be immediately reported to SGI's General Counsel, the Integrity Hotline, the Alertline or SGI's Audit Committee in accordance with the reporting procedures set forth in Section 2 of this Code. For guidance, please contact SGI's General Counsel.

3.11 IMPORT AND EXPORT COMPLIANCE

SGI does business in numerous worldwide locations where local laws and regulations govern imports and exports. SGI operations worldwide must comply with all applicable import and export control laws. Violations, even inadvertent ones, could result in significant fines and penalties, loss of business or customers, denial of export licenses, loss of export privileges, or customs scrutiny and delays. Where there are conflicting legal requirements, the Trade Compliance group will determine the appropriate course of action in consultation with SGI's General Counsel.

The U.S. government regulates the export of products incorporating technology that could be used in the design, development or production of chemical, biological or nuclear weapons or missile systems. In addition, export and other regulations impose trade sanctions and prohibit sales to certain individuals and organizations (e.g., persons or entities designated as terrorists or terrorist supporters, narcotics traffickers, or those acting on behalf of sanctioned governments) as well as certain end-use activities. Export controls apply to direct and indirect sales. Our policy of compliance with these laws is an extremely important one, with significant implications for SGI's international business and our role as a key provider of technology to the U.S. national security community.

We must clear all goods through customs. If an export license is required to complete a transaction directly from the U.S., it also will be required if the same transaction is conducted indirectly through a foreign affiliate or subsidiary. All exports of SGI products (including support, spares, and technical data) must be accompanied by proper export documentation and covered by the appropriate regulatory authorization.

In addition, SGI employees shall not apply inappropriate monetary values to goods and services or proceed with a transaction if we know that a violation has occurred or is about to occur.

Compliance with U.S. Economic Sanctions. The U.S. government uses economic sanctions as a means of protecting against threats to U.S. national security, foreign policy or economy. Sanctions may be imposed against governments, organized groups, businesses, individuals or particular activities. In addition, other countries impose economic sanctions on certain persons.

Compliance with all such economic sanctions measures is critical to SGI, not just in terms of potential criminal or civil liability, but in terms of our reputation. SGI must comply with U.S. laws or regulations restricting or prohibiting companies from doing business with countries, organizations or individuals referenced on the U.S. Treasury Department, Office of Foreign Assets Control ("OFAC") list located at <http://www.treas.gov/offices/enforcement/ofac/> and the "Denied Persons List" (and associated lists) as published by the U. S. Department of Commerce, Bureau of Industry and Security located at <http://www.bis.doc.gov/complianceandenforcement/liststocheck.htm>. Such lists or websites are updated and/or superseded from time to time. Employees should also be aware that compliance with some local sanctions, such as the Arab League Boycott of Israel, would result in a violation of U.S. law.

Due to the complex and varied nature of economic sanctions programs, all business transactions and negotiations involving any sanctioned country must be reviewed in advance with SGI's Trade Compliance group.

Compliance with U.S. International Boycott Laws. SGI operations worldwide must comply with U.S. anti-boycott laws in conducting business. Under U.S. law, SGI may not cooperate with, and must report to the U.S. government, any request concerning foreign boycotts or related restrictive trade practices.

In addition, all agreements with government entities or customers in nations participating in an international boycott must be reviewed by SGI's Legal department before execution. All requests or orders from

customers in boycotting nations must be reviewed by SGI's Trade Compliance group for anti-boycott law compliance, even if no agreement is ultimately entered into with SGI.

3.12 CONTRACTING, PROCUREMENTS & RELATED ACTIVITIES

As an SGI employee, you are expected to maintain a high level of integrity in procurements or contract activities conducted by SGI or in which SGI is participating or competing.

General Contracting Policies. Our contractual relationships with SGI customers, suppliers, resellers or other outside parties are key elements to our success. If you have dealings with these parties, you are required to understand basic principles of business transactions and to abide by SGI contracting policies and guidelines.

Special rules may apply when contracting with a government body (including national, state, or other government divisions in local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government contracts.

You must obtain all necessary and appropriate approvals prior to executing, modifying or amending a contract. You may not enter into any unauthorized contract or amend or modify a contract through an unapproved "side letter" or oral agreement. Entering into such "side letters" or oral agreements is grounds for disciplinary action, up to and including termination. Only certain SGI employees are authorized to sign contracts or commit SGI to acquiring products or services or providing anything of value to a third party. Before signing any document committing SGI to purchase or sell goods or services or to take on any other obligation, you must ensure that you have the required signing authority pursuant to SGI's Corporate Approval Matrix.

Authorization is never implicit or presumed; it requires express delegation from someone at the company empowered to make such delegation pursuant to SGI's Corporate Approval Matrix.

Procurements Conducted By SGI. When purchasing products and services on SGI's behalf, you should work with a designated SGI purchasing agent to first solicit competitive bids and quotations. Products and services may be purchased on SGI's behalf only when properly authorized by appropriate signatories and otherwise as permitted under SGI's finance policies.

Vendors should be evaluated and selected on the basis of the best value to SGI. Certain factors such as quality, service, reliability, reputation and price are often important in determining what vendor source represents the best value. SGI shall comply with all applicable laws in selecting vendors.

Procurements with the U.S. Government. As a general rule, our business with the U.S. federal government is conducted through, or approved by, our subsidiary Silicon Graphics Federal, LLC (referred to as "SGI Federal"). This includes business with companies, such as integrators or channel providers, which in turn provide SGI products to the U.S. federal government, often through the inclusion of SGI products in their own bids or proposals. SGI Federal employees receive annual training and updates regarding changes to federal procurement law and work closely with SGI Federal contracting and SGI's Legal department. All SGI Federal employees are expected to understand and to abide by the laws governing its business with the U.S. federal government.

3.13 WORKPLACE POLICIES

SGI is committed to fostering a workplace that is safe, professional and that ensures the rights and dignity of everyone. Employees must comply with the policies and procedures set forth in their local employee handbook for further information and policies regarding workplace conduct. International employees should refer to their respective local employee handbook. The Employee Handbook for U.S. employees is available on SGI's corporate intranet under "HR Central."

SGI strives to maintain a workplace where all employees are treated with dignity, fairness and respect. We value the free flow of thoughts, ideas, questions and concerns. SGI encourages employees to raise work-related issues or concerns with their direct supervisors promptly.

Equal Employment Opportunity and Non-Discrimination. SGI is committed to providing equal employment and advancement opportunities and does not unlawfully discriminate.

Anti-Harassment. SGI is committed to maintaining a harassment-free work environment and does not tolerate sexual or any other unlawful harassment.

Employee Health, Safety and Security. SGI is committed to complying with all laws and regulations governing the health, safety and security of its employees in the workplace, as well as its own health and safety policies. Safety is especially important in manufacturing locations, which are subject to significant workplace safety regulations and which involve manufacturing processes that require special training and care. Each work location has safety rules that must be followed.

SGI's commitment to safety means that each of us needs to be alert to safety risks as we perform our jobs. All employees of SGI must know the health and safety requirements associated with their jobs.

A safe and secure work environment also means a workplace free from violence. Threats (whether implicit or explicit) and violence have no place at any SGI facility and will not be tolerated. Similarly, being under the influence of alcohol or illegal drugs while at work is forbidden.

If you observe a potential safety concern or risk or any unsafe practice - including threats or intimidation, you should immediately report it to your supervisor, your local Human Resources or Safety representative, SGI's General Counsel, the Integrity Hotline or the Alertline, or SGI's Audit Committee in accordance with the reporting procedures set forth in Section 2 of this Code. If there is an immediate threat to a person, property or the environment, you should follow the designated emergency procedures for your facility.

No Retaliation. SGI does not tolerate retaliation – in any form – against employees for asking questions or making good faith reports of possible violations of law, this Code or other SGI policies. If you believe that you have been subject to retaliation, you should immediately report this matter to your local supervisor or Human Resources representative, SGI's General Counsel, the Integrity Hotline, the Alertline or SGI's Audit Committee in accordance with the reporting procedures set forth in Section 2 of this Code.

3.14 HANDLING SGI AND THIRD PARTY ASSETS

SGI spends considerable resources developing and maintaining its business assets. We each have a responsibility to comply with all procedures that protect the value of SGI's assets, including physical assets, information, SGI brands and reputation. Similarly, we must protect the assets of our customers, suppliers and business partners that have been entrusted to us.

Protecting SGI and Third Party Assets. One of our most important assets is our confidential information. "Confidential Information" is any information not authorized for public information. Such information may be owned by SGI or entrusted to us by our customers and business partners. It includes internal and external communications, digital information stored on laptops, handhelds, desktops, servers, backups and portable storage devices, as well as hard copy documents and verbal discussions. The disclosure of Confidential Information to third parties, whether internationally or inadvertently, can lead to significant business losses and legal liability, including criminal penalties.

As an employee of SGI, you may learn Confidential Information. Employees who have received or have access to such information should take care to keep this information confidential and to only use it for SGI purposes. SGI Confidential Information might be useful competitors or harmful to SGI or its customers if disclosed.

Depending on the specific situation and the applicable country, examples of SGI Confidential Information include, but are not limited to:

- business, marketing or service plans
- financial information
- cost data
- development plans and schedules
- algorithms, interfaces and product architecture

- source or object code
- engineering ideas, specifications or designs
- product or technical manuals
- notes and workbooks
- internal e-mail messages, slides or presentations
- technical strategies
- organizational charts
- internal telephone or email directories
- customer lists or preferences
- pricing strategies
- employee confidential data such as addresses, compensation, telephone numbers, social security numbers or bank accounts
- employee survey results
- travel schedules of key employees
- acquisition strategies
- information received from another company in confidence

Minimum procedures to safeguard the security of SGI Confidential Information include:

- Properly labelling documents and materials as “SGI Confidential”.
- At home or at leisure, don’t discuss any work-related issues that may involve Confidential Information. Family members or friends may not be aware that they are receiving Confidential Information and repeat it to others.
- Safeguard all Confidential Information in your possession. Materials that contain Confidential Information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. When not in use, documents containing Confidential Information should be kept in a locked office or file cabinet.
- Disclose Confidential Information on a need-to-know basis only, even when sharing the information within SGI.
- Password protect any files containing Confidential Information whenever such data is saved on a local drive or sent via email to external addresses.
- Be cautious discussing Confidential Information in public places, such a restaurants, airports and trade shows.
- Ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to Confidential Information.

All SGI emails, voicemails and other communications are *presumed* confidential and should not be forwarded or otherwise disseminated outside of SGI, except where required for legitimate business purposes. In addition, employees may not discuss Confidential Information (including even its existence) with any unauthorized individuals. This prohibition applies to internet posting or other online discussions as well, whether you use your own name, a pseudonym or post anonymously.

There may be occasions where, in order to perform company business, persons outside SGI should be given access to SGI Confidential Information. Prior to sharing such information, you must (i) obtain approval for its release to the outside party from SGI’s Legal department and (ii) obtain an approved and signed Non-Disclosure Agreement (“NDA”) from the recipient of the information.

Employees are reminded that the confidentiality of proprietary information imposed under SGI’s standard confidentiality agreement remains in effect even after your employment with SGI ends. Likewise, SGI requires new employees to honor any continuing confidentiality obligations that they have with previous employers.

Protecting SGI’s Intellectual Property Rights. SGI’s intellectual property rights, including patents, trademarks, copyrights and trade secrets, are essential to the success of our business. SGI’s agreements with its employees and various laws provide that any work made, conceived or reduced to practice by

employees or contractors during the period of their service to SGI belongs to SGI. All work product is to be promptly disclosed and, if required, assigned to SGI.

All employees and contractors must cooperate with SGI, as necessary, to perfect SGI's intellectual property rights or to protect them from infringement. More information regarding the use and protection of SGI's intellectual property rights is available on SGI's corporate intranet under "Legal."

Restrictions on the Use of Copyrighted Material. Unauthorized copying and distribution of copyrighted material is illegal and can expose both you and SGI to severe civil and criminal liability. This prohibition applies to all types of copyrighted works, including music, movies, software, technical documentation, and other literary and artistic works. You must not make, store, transmit or make available unauthorized copies of copyrighted material using SGI's computer networks or storage media. You must not use copyrighted material in your own work or use peer-to-peer file transfer services, or take other actions likely to promote or lead to copyright infringement.

In some instances, SGI may have a license to use certain copyrighted materials. Please consult with SGI's Legal department or the IT department (in the case of application software) to determine if such a license exists. Further information on the use of copyrighted material is available on SGI's corporate intranet under "Legal."

Public Disclosure. You may also learn of Confidential Information before it is released to the public. You are expected to keep such information confidential unless and until it is released to the public through approved channels (i.e. usually through a press release, an SEC filing or a formal communication from a member of senior management). Only certain employees and officers of the company are authorized to make public disclosures or to discuss the state of SGI's financial and business performance with outsiders such as industry analysts, journalists and current or prospective investors. The authorized individuals are listed in [SGI's Regulation FD Policy](#). Any employees receiving inquiries on such matters should refer the inquiry to such authorized individuals, without comment.

Personal Privacy. Many countries have implemented, or are implementing, privacy laws setting requirements for the appropriate handling of "Personal Data." Personal Data is any information that can be used to identify, contact, or locate an individual, including but not limited to names, address, social security or government ID numbers, names of dependents, bank account information, etc. We must comply with SGI's privacy and information security requirements when Personal Data is collected, stored, processed, transmitted or shared. When questions arise, consult SGI's Human Resources or Legal departments.

Protecting Physical Assets. SGI's physical assets include facilities, equipment, computers, telephones and information and communications systems. In all circumstances, employees must follow applicable security and use procedures to protect SGI's physical assets from theft, loss, damage or misuse. Report any theft, loss or damage of SGI's physical assets to your supervisor immediately.

Proper Use of SGI Networks. SGI's networks include, among other things, desktop systems and laptops, servers, internal and external networks, electronic mail, telephone and fax systems, and postal systems. SGI networks are to be used in a way that is consistent with our business objectives and policies.

Use good judgment in protecting information contained on the network; do not assume that any network communication is secure. If you suspect that a breach of our networks has occurred, or information on the network has been improperly disclosed, lost or otherwise mishandled, please notify your supervisor and/or SGI's IT department immediately.

Protecting SGI's network resources also means that employees use those networks properly and not for any unauthorized or illegal use.

SGI provides authorized employees access to on-line services such as the Internet. SGI expects that employees will use these services in a responsible way and for business-related purposes only, with occasional incidental personal use, as discussed above. However, employees are prohibited from using SGI's information systems to conduct any illegal or unethical activity, whether or not such activity is explicitly covered in this Code. Under no circumstances are employees permitted to use SGI's systems or

networks to access, download, or contribute to vulgar, indecent, or sexually-oriented material, gambling sites, or illegal drug-oriented sites.

SGI reserves the right to examine, use, copy and/or delete user files, and to review communications on its networks, for purposes that SGI determines are consistent with its business interests.

Employees who have questions or concerns regarding the use of SGI networks should discuss these issues with their supervisor, SGI's Chief Information Officer, or the Legal department.

Employees should refer to their local employee handbook for additional policies and information regarding proper use of SGI's systems and networks.

3.15 ENVIRONMENTAL COMPLIANCE

A number of environmental laws, standards, requirements and policies apply to our worldwide business operations, practices and products. It is our policy to conduct our business in an environmentally responsible way that minimizes environmental impacts. SGI strives to:

- minimize or eliminate the use of substances that may cause environmental damage;
- reduce waste generation and improve safe and responsible waste disposal;
- minimize environmental risks by employing safe technologies; and
- be prepared to respond appropriately to accidents or emergencies.

3.16 MEDIA CONTACT AND PUBLIC COMMUNICATIONS

It is our policy to disclose material information concerning SGI to the public in accordance with applicable law and other regulations, and in alignment with SGI's accepted communications practices. By providing clear processes and practices, we help to ensure that appropriate information is communicated in a way designed to provide accurate, broad, non-exclusionary distribution of material information to the public. Our communication practices are also designed to ensure that confidential and/or sensitive information is not disclosed to the public. As a result, all inquiries or calls from the press must be referred to SGI's Marketing department. Similarly, all inquiries or calls from investors and financial analysts must be referred to SGI's Investor Relations department. Any other external inquiries which you are not qualified, or authorized, to address, should be immediately forwarded to SGI's Chief Marketing Officer.

As discussed above, only certain employees and officers of the company are authorized to make public disclosures or to discuss the state of SGI's financial and business performance with outsiders such as industry analysts, journalists and current or prospective investors. The authorized individuals are set forth in the Regulation FD Policy. Any employees receiving inquiries on such matters should refer the inquiry to such authorized individuals, without comment.

3.17 SPECIAL OBLIGATIONS FOR OUR CEO AND SENIOR FINANCIAL OFFICERS

While we expect honest and ethical conduct from all of our employees, officers and Board members, we have the highest expectations for our Chief Executive Officer and senior financial officers. This special category includes SGI's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, controller(s) and other personnel performing similar functions. These individuals have important roles in SGI's governance, financial reporting and legal compliance that we expect them to fulfill with the highest degree of integrity at all times. They also serve as important examples for other employees, so we expect them to foster a culture of integrity and honesty. While all of the provisions of this Code apply to SGI's Chief Executive Officer and senior financial officers, this section is designed to underscore certain additional responsibilities. The job responsibilities of SGI's Chief Executive Officer and senior financial officers include obligations to:

- set an example by acting with honesty and integrity in accordance with this Code, including avoiding conflicts of interest, and taking other steps to promote a culture throughout the company in which all employees, officers and directors are encouraged to act honestly and with integrity and avoid conflicts of interest;
- take all steps necessary to promote full, fair, accurate, timely and understandable disclosure in reports and documents that SGI files with or submits to the SEC and in other public communications that SGI makes from time to time;

- take all steps necessary to promote compliance with applicable governmental laws, rules and regulations, and with those of the NASDAQ Stock Market; and
- take all steps necessary to ensure that the reporting guidelines set forth in this Code are followed, protect all persons who in good faith report violations of this Code from retaliation, and to promote accountability for non-compliance with this Code.

ACKNOWLEDGMENT OF COMPLIANCE

I acknowledge that I have received a copy of SGI's Code of Business Conduct and Ethics (the "Code"). By signing this document I signify that I understand that all SGI personnel are expected to adhere to the principles and standards of the Code.

I affirm that I personally will strive to conduct all business affairs in which I am involved on SGI's behalf ethically and in accordance with the Code. I further affirm that I am aware of the procedures for reporting unethical conduct relating to SGI's business.

By signing this document I further acknowledge that I understand that violating the Code may be grounds for disciplinary action, up to and including termination of employment at SGI and, in appropriate cases, civil action or referral to criminal prosecution consistent with applicable laws in accordance with applicable laws.

Signature: _____

Print Name: _____

Title: _____

Date: _____