



Anti-Corruption Policy

At Supermicro, we abide by an unwavering commitment to doing business ethically, fairly and in compliance with all domestic and international laws. We are as committed to integrity as our passion for innovation and excellence in everything we do.

Zero Tolerance Policy Against Bribes and Illegal Payments

As part of its commitment to integrity, Supermicro prohibits bribes and corrupt payments of any kind. Bribery is illegal and can expose the Company and its personnel to fines and other penalties, including imprisonment.

This Anti-Corruption Policy (the “Policy”) is designed to educate Supermicro personnel and to prevent misconduct. All Supermicro directors, officers, and employees must be familiar with and follow each of the requirements described in this Policy. Agents, consultants, distributors, business partners, and any other individuals or entities doing business or acting on behalf of Supermicro must also comply with this Policy.

Mandatory Compliance

Consistent with the provisions in this Policy, Supermicro prohibits any bribes or corrupt payments made on its behalf or for its benefit, regardless of whether the recipient is a Government Official or a private citizen.

No Supermicro officer, director, employee or third party intermediary will authorize, pay, promise, or offer to give anything of value to any individual or entity in order to influence that individual or entity improperly to act favorably towards Supermicro. Nor will individuals covered by this Policy request or authorize any third party to make any such payment, promise or offer. Such behavior constitutes bribery and is unacceptable everywhere Supermicro conducts business.

In addition, Supermicro prohibits “off-the books” payments and any falsification of Supermicro’s books and records to cover up any improper payment, including any bribery or corrupt payments. This prohibition applies regardless of the amount of the payment.

Compliance with this Policy and all applicable anti-corruption laws is mandatory. Failure to do so may result in disciplinary action, including termination or employment. In the case of a Supermicro partner or other third-party, failure to adhere to this Policy may result in termination of projects or business with Supermicro.



Gifts, Hospitality, Promotional Expenses, and Other Business Courtesies

Supermicro prohibits its employees from providing business courtesies of value to any individual, including Government Officials with corrupt intent or in exchange for that individual taking some action in order to benefit Supermicro. Consistent with the law, Supermicro looks at several factors to determine whether a particular business courtesy was offered “corruptly” in exchange for a business opportunity, including: the type and level of benefit offered, the manner and form in which the benefit was provided, the timing of the benefit, and the level of influence the recipient has over awarding business to Supermicro. Generally, the more lavish the hospitality or expensive the gift, travel, or entertainment, the greater the inference that such expenses were designed to influence action corruptly.

As a general matter, gifts, hospitality, promotional expenses, and other business courtesies may be permissible to the extent they are reasonable, modest, and given in good faith. This includes hospitality expenses like non-lavish meals and entertainment, promotional expenses like discounts on products and services not readily available to the general public, and other business courtesies such as token gifts and reasonable gestures of goodwill.

Such gifts are permissible only if they are in accordance with Supermicro’s Gift and Entertainment Policy and the courtesy:

- Does not violate or create the appearance of violating applicable laws or ethical codes;
- Is not a *quid pro quo* (an exchange of one act or thing for another act or thing);
- Is reasonable and modest according to both U.S. and local currency and customs;
- Is permitted by U.S. and local laws governing both parties to the transaction, including any ethical codes;
- Is provided in a transparent manner and not disguised from Supermicro or the recipient’s supervisors or organization; and

Definitions

Bribery and corruption have a range of definitions, but the fundamental principles apply universally. Acts of bribery and corruption are designed to influence an individual to act dishonestly in the performance of his or her duty. The person being bribed is generally someone who obtains, retains, or directs a business advantage for person or entity providing the bribe.

Bribery is the offer, promise, giving, demanding, or acceptance of anything of value as an inducement for an action which is illegal, corrupt, unethical, or a breach of trust.

Corruption is the misuse of public office or power for private gain, or private power in relation to business outside the realm of government.

“**Anything of value**” includes but is not limited to: cash, cash equivalents (including gift cards), loans, gifts, travel or entertainment, business advantages, favors, discounts, rebates, unauthorized payments, political contributions, or internships or job opportunities.

“**Government Official**” is defined broadly and includes officers or employees of any government or agency at any level, including local, provisional or national government positions, employees of a government-owned or government-controlled company, employees of a public international organization, officials or employees of a political party, and candidates for political office.



- Is properly recorded in Supermicro's books and records – Supermicro employees will never knowingly misrepresent the value of the courtesy.

Because some of Supermicro's customers and potential customers may be state-owned or state-controlled, if a Supermicro employee gives a business courtesy to one of these customers it could violate anti-corruption laws (including the Foreign Corrupt Practices Act "FCPA"). The Company takes extra precautions to ensure that such business courtesies do not constitute a corrupt payment. Thus, gifts to Government Officials, including state-owned customers, are generally prohibited. Such gifts may be given under only special circumstances and must receive written pre-approval from the Chief Compliance Officer.

Third-Party Representatives

The definition of a "third-party representative" is broad and includes agents, distributors, consultants, business partners and other business partners. Third parties who act on Supermicro's behalf or in Supermicro's interest must operate at all times in accordance with this Policy.

The FCPA and many other laws prohibit the payment of bribes not only by Supermicro directly but also through third parties. Accordingly, Supermicro must exercise special care and due diligence in the process of retaining and monitoring consultants, distributors, agents, and other third-party representatives. Related to these third-parties, it is Supermicro's policy that:

- Third party representatives are selected solely on the basis of merit and must be qualified to perform the relevant services;
- Third party representatives may not be retained to do things that are prohibited by this Policy or that Supermicro itself cannot do;
- Supermicro must carefully select and evaluate each third-party representative before retaining them, including by completing reasonable and proportional third-party anti-corruption due diligence for each third-party representative;
- No oral agreements or arrangements will be made with any third-party representative, and only written agreements will be made with third-party representatives;
- Written arrangements with third-party sales representatives must be reviewed and have the written pre-approval of the Chief Compliance Officer or his or her designee, and will contain language requiring compliance with applicable laws;
- All agreements or contracts with non-U.S. third parties or with third parties operating outside of the U.S. will contain language requiring compliance with applicable laws, including specifically the FCPA;
- Commissions, distributor margins, compensation, reimbursement, and other payments to third-party representatives will be customary and reasonable in relation to the services



provided and will be properly reflected in Supermicro's records, books of account, and financial statements; and

- Arrangements with third party representatives must be monitored and reviewed regularly to ensure that they are in strict compliance with this Policy.

There may be occasions where Supermicro has a legitimate reason to pay for the travel expenses of a non-employee of third party, including a Government Official. The provision of travel expenses to a third party, including a Government Official, must comply with the FCPA, and any other applicable U.S. and local laws. In order to ensure compliance with applicable laws, any use of Supermicro's funds or assets, directly or indirectly, to pay travel expenses, directly or indirectly, to any third party must be approved in advance and in writing by Supermicro's Compliance Officer.

Facilitation Payments

In some countries where Supermicro conducts business, it may be local practice for businesses to make payments of nominal value to low-level Government Officials in order to expedite or "facilitate" routine government actions over which such Government Officials have no discretion. Examples of such routine, non-discretionary actions may include providing police protection, granting visas or utility services or clearing customs. These kinds of payments are called "facilitation payments."

Facilitation payments are prohibited by this Policy, regardless of whether they are legal or not. The only exception to this rule is that these payments are permissible only if necessary to protect the health and safety of Company employees. Pre-approval for such payments is required from the Chief Compliance Officer, unless it is not feasible to do so, in which case approval must be noticed to the Chief Compliance Officer as soon as possible.

Political Contributions

Political contributions, whether made directly or indirectly, on behalf of Supermicro or for any purpose related to Supermicro's business, are prohibited without the written pre-approval of the Chief Compliance Officer.

Charitable Contributions

It is expressly prohibited to provide a charitable donation in exchange or as an inducement for business or some other improper benefit or advantage. This applies regardless of whether the recipient of the donation is a private individual or entity, or whether it is a government charity. This also applies if donating to a legitimate charity is designed to curry favor with a customer or Government Official. All non-personal, charitable donations on behalf of the Company may only be made with written pre-approval of the Chief Compliance Officer.



Accuracy in Record Keeping

Anti-Corruption laws in the United States and other jurisdictions require that Supermicro's books, records and accounts accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets, whatever their amount or the nature of the transaction. To comply with these laws, no employee may make false, misleading, incomplete, inaccurate or artificial entries in the books, records or accounts of Supermicro. Supermicro's books and records are intended to assure that the transactions in which we engage are transparent, fully documented and coded to accounts that accurately reflect their true nature.

Hiring and Retention of Employees and Others

Care should be exercised in retaining employees, interns, contractors, agents, consultants or suppliers of goods or services who are government officials or former government officials, individuals with familial relationships with a government official, and entities in which a government official has a significant investment or other financial interest. Hiring of employees, including unpaid interns and other employee-retention decisions, must be made pursuant to standard Human Resources procedures.

Reporting Obligations and Nonretaliation

Any employee of Supermicro who suspects that a director, officer, employee, third party representative, or business partner of Supermicro has violated or may violate this Policy or is aware of any indication that an individual or entity that will conduct business on behalf of the Company is in the process of being retained in a manner that violates this Policy, must immediately report this information to a manager, member of Management, or the Chief Compliance Officer.

Employees may also report violations of this policy through any the following reporting lines: (1) via the Internet through Supermicro's third party service provider, Ethicspoint, at www.supermicrowb.ethicspoint.com/ (Company Employees) or www.supermicro.ethicspoint.com/ (Non-Employees); or by mail to Audit Committee Chair, 980 Rock Ave. San Jose, CA 95131, or via telephone hotline at the following toll free number: 1-844-439-4681 (United States). Those parties located in other countries may locate hotline numbers for their countries through the Ethicspoint website listed above.

The above resources allow for anonymous reporting to the extent permitted by local law. Failure to report such information is cause for disciplinary action against the employee up to and including termination. Supermicro will not tolerate any retaliation against an employee for reporting a concern in good faith, even when no evidence is ultimately found to substantiate the report. Any questions regarding this Policy or anti-bribery and anti-corruption laws should be directed to the Chief Compliance Officer.