



## **Gifts & Entertainment Policy**

### **1. Purpose**

Super Micro Computer, Inc. and its subsidiaries (collectively, “Supermicro” or the “Company”) are committed to conducting business fairly, ethically, and in compliance with all applicable laws. While Supermicro permits its employees to provide reasonable business courtesies—including gifts, entertainment, hospitality, and other business courtesies—to third parties under certain circumstances consistent with its policies and the law, as outlined below, the Company prohibits its employees from giving business courtesies to individuals in all other circumstances. Supermicro expects its employees to act with the highest ethical standards, including by avoiding any activity that is, or could be seen as, unethical or corrupt.

### **2. Scope**

This Gifts & Entertainment Policy (the “Policy”) applies to all directors, officers, and employees of Supermicro and all third parties acting directly or indirectly on behalf of Supermicro. If you are uncertain about any situation or request that may be covered by this Policy, you should seek further guidance from Supermicro’s Compliance Officer.

### **3. Related Policies & Procedures**

The Company’s Employee Handbooks, Code of Business Conduct and Ethics, and Anti-Corruption Compliance Policy contain provisions that impact the giving of gifts, gratuities, and other business courtesies and should be consulted for additional guidance.

Supermicro’s business units may establish country-specific limits on gifts and entertainment expenses, but those country-specific limits may not be less stringent than the ones established in this Policy. In the event of a discrepancy between a country-specific limit and this Policy, the policy with the lower value or more stringent limits shall govern.

### **4. Limitations on Providing Gifts and Entertainment to Third Parties**

Supermicro recognizes that offering occasional, reasonable gifts or entertainment (e.g., meals, beverages, or tickets to a sporting event) to business associates can strengthen those working relationships and is sometimes expected under local customs. Supermicro also expects its employees to comply with applicable laws and to act ethically and honestly.

Accordingly, under this Policy, Supermicro permits its employees to provide third parties (including, but not limited to, customers, vendors, suppliers, and government officials) with business courtesies such as gifts, meals, and entertainment only if the business courtesies are legitimate, reasonable, modest, given in good faith, and comport with the monetary limits and approval processes outlined in this Policy. This includes hospitality expenses like non-lavish meals and entertainment, and other business courtesies such as token gifts and reasonable gestures of goodwill.

Supermicro prohibits its employees from providing any gift, entertainment or business courtesy to a third party if the business courtesy is given with corrupt intent, with the intention to influence the



recipient to misuse his or her position, or in exchange for that individual taking or failing to take some action in order to benefit Supermicro. In addition to these general prohibitions, this Policy prohibits at all times the giving of a gift, entertainment, or other business courtesies that:

- is in the form of cash or a cash equivalent such as a gift card;
- is a *quid pro quo* (an exchange of one act or thing for another act or thing), a bribe, or otherwise given with corrupt intent;
- violates, or creates the appearance of violating, applicable laws, ethical codes, or any Supermicro policy such as the Anti-Corruption Compliance Policy;
- is lavish or unreasonable;
- is solicited by a third party;
- knowingly violates any policy, law, or ethical code applicable to the recipient; or
- is improperly recorded in Supermicro's books and records or is otherwise disguised from the Company or from the recipient's supervisors or organization.

All gifts, meals and other business courtesies provided by Supermicro to third parties must be supported by accurate, complete and legitimate receipts and invoices that accurately and completely reflect the facts and circumstances of the business courtesies. In no event shall substitute receipts or invoices be submitted.

#### **A. Additional Gift Limitations and Approvals**

If the requirements above are satisfied, Supermicro's employees may provide third parties with certain pre-approved promotional gifts—such as t-shirts, coffee mugs, baseball caps, pens, key chains, or other similar items—imprinted with the Company logo. In order to provide a third party with any gifts other than the aforementioned pre-approved promotional items, Supermicro's employees must receive written approval in advance from Supermicro's Chief Compliance Officer.

Please note that some of Supermicro's customers and potential customers may be state-owned or state-controlled, and their employees will be considered a "Government Official" as defined in the Anti-Corruption Compliance Policy. Any gift being provided to a Government Official, regardless of the value or promotional nature, must be pre-approved in writing by the Chief Compliance Officer.

The total value of gifts given to any individual in a calendar year (except for Supermicro branded marketing merchandise) may not exceed \$150, unless the Chief Compliance Officer has provided written approval in advance of exceeding this annual limit.

#### **B. Additional Entertainment Limitations and Approvals**

Supermicro's employees may provide third parties with certain modest entertainment—such as a meal, refreshments, a ticket to a show or sporting event, and other appropriate entertainment—as long as it satisfies the requirements above. According to this Policy, any entertainment provided to a third party must be given in relation to or in furtherance of a legitimate business purpose, such as during or immediately before or after a business meeting or for the purpose of building goodwill among customers or potential customers. Any Supermicro employee seeking to provide a third party with a



meal or other entertainment valued at more than \$150 per person must receive written pre-approval from the Chief Compliance Officer.

Any entertainment being provided to a Government Official, regardless of the value, must be pre-approved in writing by the Chief Compliance Officer.

It may, at times, be appropriate for a Supermicro employee or a third party to invite and pay for a spouse or other guest to take part in an entertainment event. The employee must receive written pre-approval from Supermicro's Chief Compliance Officer in advance in order to invite any spouses or other guests to such an event.

All entertainment provided to third parties must be appropriate and a Supermicro employee must be present at every event. Supermicro employees are prohibited from offering third parties any inappropriate entertainment, such as "adult" entertainment, illegal activity, or any other entertainment prohibited by management.

The total value of entertainment given to any individual in a calendar year may not exceed \$400, unless the Chief Compliance Officer has provided written approval in advance of exceeding this annual limit.

### C. Examples of Business Courtesies Provided to Third Parties

The following are several examples of permissible business courtesies:

**EXAMPLE – PERMITTED:** If Supermicro occasionally offers current and prospective customers free hats, mugs, pencils, t-shirts, and other similar items with Supermicro's logo on them for promotional purposes, these would be legitimate, reasonable, and good faith business courtesies.

**EXAMPLE – PERMITTED:** If Supermicro provides free soda, coffee, and snacks to current and prospective customers at a trade show or conference for promotional purposes, these would also be legitimate, reasonable, and good faith business courtesies.

**EXAMPLE – PERMITTED:** If, after an industry conference or sales show, Supermicro buys a round of moderately priced drinks at a bar for a group of current and prospective customers in good faith, this would also be a permissible business courtesy.

**EXAMPLE – PERMITTED:** If, after receiving written approval from the Chief Compliance Officer, Supermicro provides a small box of chocolates to a government customer during the holidays, this would be permissible. (However, giving a government official even a small gift like a box of chocolates would not be permitted under this Policy unless it is approved in writing in advance.)

The following are several examples of business courtesies that Supermicro employees are not permitted to provide to third parties:

**EXAMPLE – NOT PERMITTED:** If Supermicro spends \$2,000 to take one of its customers and her husband out for a birthday dinner, this would be an unreasonably large expense and an excessive form of relationship building when compared to legitimate business norms, and it would not be permitted under this Policy.

**EXAMPLE – NOT PERMITTED:** If Supermicro gives \$500 bottles of wine as holiday gifts to several of its current customers who are responsible for awarding or extending sales contracts with Supermicro, this would not be permitted under this Policy. It is an unreasonably large



expense that goes beyond a gesture of goodwill, and gives the appearance that it could have been given to influence key decision makers improperly.

**EXAMPLE – NOT PERMITTED:** If Supermicro pays for a customer’s family to go to a theater show with tickets valued at \$200 apiece, without any Supermicro attendees and with no related business purpose, this would not be permitted under this Policy. It involves family members (written approval required), exceeds entertainment limits (written approval required), and it violates the requirement that Supermicro employees must be present.

Supermicro expects its employees to exercise good judgment with respect to giving and receiving business courtesies. When in doubt about the giving or receiving of a business courtesy, employees are encouraged to talk with the Chief Compliance Officer.

### 5. Limitations on Receiving Gifts from Third Parties

Supermicro’s employees are not permitted to accept from third parties any gifts valued at more than \$150, unless they have received written approval in advance from the Chief Compliance Officer. Any gifts received that are valued at more than \$150 must be reported by the employee to the Chief Compliance Officer. The total value of gifts a Supermicro employee can accept from one gift-giver in a calendar year may not exceed \$400, unless the Chief Compliance Officer has provided approval in writing.

Supermicro employees may not ask for or otherwise solicit gifts or other things of value from customers or other third parties.

At no time are Supermicro’s employees permitted to accept from a third party any gift of cash or cash equivalents, nor are they permitted to accept any business courtesy that is not legitimate, reasonable, and given in good faith.

### 6. Violations and Discipline

Any employee who violates this Policy, conceals or destroys evidence of anyone else’s violation of the Policy, or withholds information from or refuses to cooperate with an investigation of a possible violation will be subject to appropriate discipline, up to and including termination of employment.

### 7. Reporting Possible Issues Internally

In addition to the above requirements, 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 must immediately report this information to the Chief Compliance Officer. Employees may also report violations of this Policy via internet through Supermicro’s third party service provider, Ethicspoint, at [www.supermicrowb.ethicspoint.com/](http://www.supermicrowb.ethicspoint.com/) (Company Employees) or [www.supermicro.ethicspoint.com/](http://www.supermicro.ethicspoint.com/) (Non-Employees), 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.



Any questions regarding this Policy or anti-bribery and anti-corruption laws should be directed to the Chief Compliance Officer.