



## **SMART Global Holdings, Inc.**

### **Compensation Committee Charter**

**Adopted May 30, 2017**

#### **Purpose and Scope**

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of SMART Global Holdings, Inc. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

#### **Membership**

The Committee shall consist of at least two members. Subject to such exceptions as permitted by any phase-in provisions under NASDAQ corporate governance rules available to “controlled companies,” at such time that the Company is no longer a “controlled company” under NASDAQ corporate governance rules or no longer chooses to avail itself of the exemption from such NASDAQ corporate governance rules requiring that the Committee be comprised solely of independent directors, the Committee shall be comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of NASDAQ. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

#### **Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

##### *Director Compensation*

- The Committee shall review and approve compensation (including equity-based compensation) for the Company’s directors. In so reviewing and approving director compensation, the Committee shall:
  - identify corporate goals and objectives relevant to director compensation; and
  - evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the

Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

#### *Executive Compensation*

- The Committee shall determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer and each of the Company's other executive officers. In determining, or recommending for determination, executive officer compensation, the Committee shall, among other things:
  - identify, review and approve corporate goals and objectives relevant to executive officer compensation;
  - evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - determine any long-term incentive component of each executive officer's compensation.

#### *Management Succession*

- The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

#### *Compensation Policies and Plans*

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to shareholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

#### *Disclosure*

- The Committee shall prepare the Compensation Committee Report required by Securities and Exchange Commission ("SEC") rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as

required by SEC rules (“**CD&A**”) with management and provide a recommendation to the Company’s Board regarding the inclusion of the CD&A within the Company’s proxy statement or Form 10-K, as applicable.

#### *Reporting to the Board*

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company’s compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

#### **Authority and Delegations**

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers’ fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such advisers retained by the Committee. The Committee may select such advisers, or receive advice from any other advisers, only after taking into consideration those independence factors enumerated by the rules of NASDAQ.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of share rights or options to any non-Section 16 officer of the Company under such of the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

#### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. 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.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.

**Applicability**

Notwithstanding the foregoing, nothing in this charter limits in any way (a) the rights of the Sponsor Investors (as defined in the Amended and Restated Sponsor Shareholders Agreement, dated as of May 30, 2017, by and among the Company and the other parties thereto, as it may be amended from time to time, the "Sponsor Shareholders Agreement"), or (b) the obligations of the Company under the Sponsor Shareholders Agreement.