



**SMART GLOBAL HOLDINGS, INC.**  
**POLICY FOR REPORTING CONCERNS RELATED TO**  
**ACCOUNTING, AUDITING AND ETHICAL VIOLATIONS**  
**WHISTLEBLOWER POLICY**  
Adopted May 30, 2017

**I. PURPOSE and SCOPE**

The Audit Committee of the Board of Directors of SMART Global Holdings, Inc. (together with its subsidiaries, the “**Company**”) has adopted this policy to establish procedures for the reporting and handling of complaints and concerns as related to accounting or auditing matters, and violations of the Code of Business Conduct and Ethics.

**II. APPLICATION**

All directors, employees and contractors (each an “**SGH Worker**”) of the Company are expected to comply with this policy.

**III. POLICY STATEMENT**

SGH Workers with concerns related to the issues set forth below must raise them in accordance with this policy. The list below is not intended to be exhaustive and any person with related concerns should raise those issues in accordance with this policy.

The Company’s accounting, auditing or internal controls, such as:

1. Fraud or intentional error in the preparation or review of our financial statements;
2. Fraud or intentional error in the audit of our financial statements;
3. Fraud or intentional error in the recording and maintenance of our financial books and records;
4. Deficiencies or noncompliance with our internal controls;
5. Any attempts to mislead or improperly influence our independent auditor in the course of the performance of their audit.

Public disclosures of our financial position, such as material misrepresentations or omissions regarding the reporting of our business and financial condition, results of operations or cash flows, including prospective reports



Violations of the Code of Business Conduct and Ethics, such as improper usage of our property or funds, including unauthorized disclosure of proprietary information.

**A. No Retaliation**

Neither the Company nor its employees or directors will retaliate or discriminate against any SGH Worker with respect to the good faith reporting of concerns. The Company will treat concerns raised under this policy on an anonymous and confidential basis, in particular the identity of the SGH Worker raising the concern, unless otherwise required by law, consented to by the SGH Worker, or as may be necessary to conduct a thorough investigation.

**B. Raising a Concern**

SGH Workers should raise concerns related to these matters as set forth below:

1. The Chief Financial Officer or his designee
2. The Chairman of the Audit Committee to the extent the matter relates to accounting, auditing or internal controls.
3. The Whistleblower Hotline by submitting a report by calling:
 

USA.....	1-877-874-8416
<i>International Employees (Dial the appropriate access code as below. You will then be prompted to enter 888-690-3865).</i>	
Brazil.....	0800-890-0288
.....(or)	0800-888-8288
Korea (Dacom).....	0030911
Korea (ONSE).....	0036911
Korea (Telecom).....	0072911
Malaysia.....	1-800-8000-11
Singapore.....	800-011-1111
.....(or)	800-001-0001
Taiwan.....	00-801-102-880
United Kingdom.....	0800890011
.....(or)	0500890011
4. Managers to whom employees raise concerns should report those concerns to the Chief Financial Officer.



Those raising concerns under this policy should include sufficient information and detail to enable the Company to conduct a thorough investigation.

### C. Handling of Concerns

1. Any concerns received by the Chairman of the Audit Committee shall be communicated to the Chief Financial Officer.
2. The Chief Financial Officer or his designee will acknowledge receipt of the matter to the individual who raised the concern, whenever possible.
3. All concerns relating to accounting, auditing or internal control matters will be reviewed under the direction and oversight by the Chief Financial Officer or such other persons as the Chief Financial Officer determines to be appropriate. All concerns relating to the violations of the Code of Business Conduct and Ethics, or any other matters raised under this policy, will be reviewed initially by the Chief Financial Officer or his designee.
4. After initial review, the Chief Financial Officer will determine whether the matter warrants an investigation and oversee any such investigation. If the matter appears to be significant, the Chief Financial Officer will discuss at any time the concerns raised with the Audit Committee or the Chairman of the Audit Committee. The person(s) authorized to conduct the investigation will report to the Chief Financial Officer in a timely manner all findings of fact, conclusions and proposed recommendations for remedial actions, if any. The Chief Financial Officer will then report to the audit committee or the chairman of the audit committee in a timely manner all such findings of fact, conclusions and proposed recommendations for remedial action, if any.
5. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Chief Financial Officer in consultation with the audit committee.
6. The Chief Financial Officer will maintain a log of all complaints, tracking their receipt, any investigation and resolution and shall prepare a periodic summary report on at least a semi-annual basis for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy and applicable law.



#### IV. FAILURE TO COMPLY

Any SGH Worker who violates this policy is subject to disciplinary action, up to and including termination. The Company is entitled to report to the appropriate authorities any violations of this policy that involve illegal behavior.

#### V. REVIEW AND AMENDMENT

The Audit Committee may revise or amend this policy as necessary or appropriate.

#### VI. GUIDELINES – What types of concerns are NOT covered by this policy?

Except to the extent relating to a violation of the Code of Business Conduct and Ethics, or other applicable policies, the following matters should not be reported under this policy:

- A. Business and financial decisions taken by the Company
- B. Any matter already addressed or in the process of being addressed pursuant to disciplinary or other procedures of the Company in accordance with the Code of Business Conduct and Ethics or other applicable policies
- C. Career related or other personal grievances

**No written policy or guidelines can be all-inclusive, and responsibility for proper conduct rests with SGH Workers. There is no substitute for personal integrity and good judgment.**