



NEWS RELEASE

SMART Global Holdings Reports Inducement Grants Under Nasdaq Listing Rule 5635(c)(4)

2/18/2021

NEWARK, Calif.--(BUSINESS WIRE)-- **SMART Global Holdings**, Inc. ("SMART" or the "Company") (NASDAQ: SGH), today announced the grant of inducement awards to the Company's new Chief Financial Officer, Ken Rizvi, in connection with his commencement of employment with the Company on February 15, 2021. The independent Compensation Committee of the Board of Directors of SMART approved the grant to Mr. Rizvi, as of February 15, 2021, of time-based restricted share units with respect to 49,857 ordinary shares of SGH (the "RSUs"), performance-based restricted share units with a 150% stock price appreciation condition with respect to 4,985 ordinary shares of SGH (the "1.5x PRSUs"), and performance-based restricted share units with a 200% stock price appreciation condition with respect to 4,985 ordinary shares of SGH (the "2.0x PRSUs").

The awards have been granted to Mr. Rizvi as inducements material to his entering into employment with the Company in accordance with Rule 5635(c)(4) of the Nasdaq Marketplace Rules. The awards are granted under the SMART Global Holdings, Inc. 2021 Inducement Plan, which was adopted by the Company's Board of Directors effective as of February 15, 2021 and which authorizes equity awards outside of the shareholder-approved SMART Global Holdings, Inc. Amended and Restated 2017 Share Incentive Plan to provide inducements for certain individuals to enter into employment with the Company and its subsidiaries.

The RSUs will vest over four years, with 25% vesting on approximately the one-year anniversary of the grant date and the remaining 75% vesting in equal quarterly installments thereafter, subject to Mr. Rizvi's continued employment.

The 1.5x PRSUs and 2.0x PRSUs will each vest annually over four years, subject to Mr. Rizvi's continued employment and the closing price of an ordinary share of SGH equaling or exceeding, as applicable, 150% (for the 1.5x PRSUs) or 200% (for the 2.0x PRSUs) of the closing price of an ordinary share of SGH on Mr. Rizvi's start date of employment

for at least 60 consecutive trading days at any time during the one-year period immediately preceding the applicable annual vesting date (or the year preceding any subsequent annual vesting date if the price appreciation performance condition is not met in a prior year).

Other terms of the awards are set forth in the 2021 Inducement Plan and applicable award agreement covering such awards.

About SMART Global Holdings – SGH

SGH is comprised of business units that are leading designers and manufacturers of electronic products focused on computing and memory technology. These businesses specialize in application-specific product development and support for customers in enterprise, government and OEM sales channels.

Customers rely on SGH businesses as their strategic suppliers providing exceptional customer service, product quality, and technical support with engineering, sales, manufacturing, supply chain and logistics capabilities that span the globe. SGH's businesses support customers in communications, storage, networking, mobile, industrial automation, IoT and industrial IoT, government, military, and computing including edge and high performance computing markets. SGH businesses operate in three primary areas: specialty compute and storage solutions, specialty memory products, and Brazil.

For more information about **SGH** business units, visit: **SMART Modular Technologies**; **SMART Embedded Computing**; **SMART Supply Chain Services**; and **Penguin Computing**.

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