BYLAWS

OF

OPEN COMPUTE PROJECT FOUNDATION

Amended and Restated April 10, 2025

ARTICLE I
DEFINITIONS

Section 1. Definitions.

(a) "Affiliate" or "Affiliates" is defined in the IPR Policy.

(b) "Contribution" is defined in the IPR Policy.

(c) "IPR Policy" means the policy entitled "Open Compute Project Foundation Intellectual Property Rights Policy" that is attached to the Membership Agreement and adopted by the Board of Directors, as amended from time to time.

(d) "Member" means the general reference to all Executive Members and Non-Executive Members, which can be individual persons or organizations, who have qualified as members of such classifications pursuant to these Bylaws.

(e) "Membership Agreement" means the applicable agreement and any exhibits or attachments approved by the Board of Directors of the Corporation and applicable to the Member in the context of each use of that term herein.

(f) "Organizational Documents" means the Bylaws, the Open Compute Project Foundation Intellectual Property Rights Management Policy, Membership Agreement, Tiered Membership Policy (as defined below), Open Compute Project Operating Structure and Policy, and any guidelines or process documents adopted by the Board of Directors, as they may be amended from time to time. In the event of a conflict between the Bylaws and any of the other Organizational Documents, the Bylaws will govern. In the event of any conflict or inconsistency among the following documents, the order of precedence shall be as follows: 1) Bylaws, 2) Open Compute Project Foundation Intellectual Property Rights Management Policy, 3) Membership Agreement, 4) Tiered Membership Policy, 5) Open Compute Project Governance, and 6) any guidelines or process documents adopted by the Board of Directors. The document listed first shall have the highest precedence and the document listed last shall have the lowest precedence. This order of precedence will govern the interpretation of any conflicting terms or provisions.

(g) "Solution Provider Agreement" means the agreement governing a Member's participation in the Corporation's solution provider program, as adopted by the Board of Directors and as amended from time to time.

(h) "Supermajority" means an affirmative vote of two thirds (2/3) or more of all of the Board of Directors.

(i) "Three-Fifths Majority Vote" means the affirmative vote of three fifths (3/5) or more of the Board of Directors either in a meeting where quorum is present or by the three fifths (3/5) vote of all the Board of Directors.

(j) "Tiered Membership Policy" means the policy entitled "Tiered Membership Requirements and Benefits Policy" as adopted by the Board of Directors, as amended from time to time by a Three-Fifths Majority Vote of the Board of Directors.

ARTICLE II
OFFICES

Section 1. Registered Office. The registered office of Open Compute Project Foundation, a Delaware nonprofit nonstock corporation (the "Corporation"), shall be located as provided in the Corporation's Certificate of Incorporation.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without of the State of Delaware, as the board of directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

Section 3. Purposes. This Corporation is a nonprofit nonstock corporation, organized exclusively for one or more of the purposes as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is the development, distribution and promotion of data center storage, data center server, and data center facility specifications (the "Specifications") and related software that may be implemented by anyone and utilized by anyone provided such implementation and utilization is in compliance with applicable license agreements. As part of the Specification development process, the Corporation shall seek to solicit the participation and comments of all interested parties on a fair, equitable and open basis. The Corporation may also interface with other groups or bodies developing complementary specifications.

Section 4. Fundraising, Use and Disbursement of Funds. The Corporation shall account for all funds received and disbursed in accordance with generally accepted accounting principles and the requirements of the Code. The Corporation shall maintain records of any salaries it pays and expenses it incurs. The Corporation shall promptly deposit all received money into the bank account maintained by the Corporation including cash donations. The Corporation shall make disbursements by check or wire transfer. The Board of Directors shall review how the funds of the Corporation shall be used and shall approve or deny any requests for the use of its funds from other organizations or individuals or shall authorize by resolution the Executive Committee to do so. In such case, the Executive Committee shall report all approvals of such requests for funds to the Board of Directors. Any request for funds from government agencies or programs and other nonprofit organizations shall specify the use to which the funds will be put. If the Board of Directors approves a grant request after appropriate due diligence, it shall authorize payment of such funds to the approved grantee. The Board of Directors is empowered to seek funds in furtherance of its official purpose from legitimate sources within and outside of the United States in compliance with U.S. federal and state laws. The Board of Directors shall require that grantees furnish a periodic accounting as required under U.S. anti-terrorist financing procedures to show that the funds were expended for the purposes which were approved by the Board of Directors. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial, technical or other assistance to or for any or all the purposes for which funds may be requested. The Corporation may solicit funds for a grant to the specifically approved project or purpose of such other organization. However, the Board of Directors shall at all times have the right to withdraw approval of any grant and use the funds for other charitable, scientific or educational purposes.

ARTICLE III
MEMBERS

In addition to the qualifications listed in Article III, Section 2, all Members are required to abide by these Bylaws and the Tiered Membership Policy, and execute a Membership Agreement as a condition of becoming and remaining members of the Corporation.

Section 1. Classes of Members. The Corporation will have two (2) classes of Members: Executive Members and Non-Executive Members. The Board of Directors (referred to herein individually as "Directors") may add or eliminate classes of Members at any time by Supermajority vote. Except as expressly provided in or authorized by the applicable Membership Agreement, the Certificate of Incorporation, these Bylaws, or provisions of law, Members shall have the rights, privileges, restrictions, and conditions established by the Board of Directors in accordance with these Bylaws and as set forth in the Tiered Membership Policy.

(a) Executive Members. The Corporation shall have a class of members called Executive Members. All Executive Members must execute a Membership Agreement and pay any fees called for therein for Executive Members. Following the execution of a Membership Agreement and for so long as such agreement shall remain in effect, each Executive Member shall be entitled to all rights and bound by all obligations stated therein and in the Tiered Membership Policy.

(b) Non-Executive Members. The Corporation shall have a class of members called Non-Executive Members. All Non-Executive Members must execute a Non-Executive Member Membership Agreement and pay any fees called for therein for Executive Members. Following execution of a Non-Executive Member Membership Agreement and for so long as such agreement shall remain in effect, each Non-Executive Member shall be entitled to all rights and bound by all obligations stated therein and in the Tiered Membership Policy. Notwithstanding anything contained herein to the contrary, the Non-Executive Members shall not have any voting rights or powers and their approval shall not be required for the taking of any corporate action.

(c) Membership Tiers. The Corporation shall have multiple tiers of Membership available to organization members only. The tiers, the requirements for each tier, and the benefits of membership in each tier are set forth in the Tiered Membership Policy. The Corporation may, in its sole discretion, move a Member from its current tier to a new tier if the Member meets the requirements for the new tier or fails to meet the requirements for its current tier. Adoption, amendment or repeal of The Tiered Membership Policy requires the majority vote of the Board of Directors.

Section 2. Membership Qualifications. The qualifications for membership in the Corporation are as follows: (i) execution of the applicable Membership Agreement agreeing to the Organizational Documents; (ii) the applicant must be supportive of the Corporation's purposes; (iii) the applicant must not otherwise be prohibited by treaty, law, or regulation from abiding by the terms of these Bylaws; and (iv) the applicant must pay the then-current annual dues applicable to the relevant Member classification, if any. Further obligations of membership are stated in the Tiered Membership Policy, incorporated herein by reference.

Section 3. Admission of Executive Members. Facebook, Inc., Intel Corporation, and Rackspace US, Inc. were the founding members of the Corporation and its initial Executive Members. The Directors will strive to populate the Executive Member class with a balance of representatives of consumers and suppliers to serve the overall community, and the Board of Directors may adopt by resolution of the Board of Directors objective criteria for assessing whether a candidate for Executive Director should be approved into the Executive Member class. Applicants qualified under Article III, Section 2 above and applying for membership as an Executive Member shall be admitted to membership as an Executive Member to the extent that:

(a) the current number of Executive Members has not reached the maximum allowable number pursuant to Article III, Section 7;

(b) such applicant's membership as an Executive Member has been approved by the affirmative vote of a majority of all the Directors in office;

(c) such applicant has executed a Membership Agreement; and

(d) payment has been made by such applicant of the applicable annual dues as specified in the Membership Agreement.

Section 4. Term of Executive Members. The membership term of an Executive Member shall be one (1) year from date the Executive Member was first approved by the resolution of the Board of Directors as an Executive Member, and such term shall be automatically renewed for successive one (1) year terms upon the anniversary date thereof, unless the Executive Member has not paid its annual dues or the Executive Member's membership has been terminated in a manner as provided for herein. For the avoidance of doubt an initial founding member shall have the same membership term as the other Executive Members.

Section 5. Dues, Fees, and Assessments. Annual membership dues and other special fees and assessments may be levied by the Board of Directors as determined by resolution of the Board of Directors in its sole discretion. These fees will be used to support the activities of the Corporation, including testing, promotion, and operational expenses. The amount of any annual membership dues shall be published by the Board of Directors prior to the beginning of each fiscal year and shall be due on the anniversary of the date on which the Member became a Member of the Corporation. For avoidance of doubt, the Board of Directors may set different dues or fees for particular classes or groups of Members.

Section 6. Transfer of Membership. No Member shall be permitted to transfer or assign its membership to another person or entity unless the Board of Directors consents to such transfer. Any purported transfer or assignment without written authorization shall be null and void.

Section 7. Number of Members. There is no limit on the number of Non-Executive Members. The aggregate number of Executive Members shall be not fewer than three (3) or more than nine (9), the number thereof to be determined from time to time by resolution of the Board of Directors

Section 8. Nonliability of Members. No Member, as such, shall be individually liable for the debts, liabilities, or obligations of the Corporation. The Corporation may levy dues,

assessments or fees upon its Members, but a Member upon notice of any such dues, assessments, or fees may avoid liability therefor by promptly resigning from Membership, except where the Member is, by contract or otherwise, liable for such dues, assessments or fees. No provision of the Organizational Documents of the Corporation authorizing such dues, assessments or fees shall, of itself, create such liability.

Section 9. Termination of Membership. The membership of a Member shall terminate upon the occurrence of any of the following events:

(a) Failure to Renew Membership. Upon a failure to initiate or renew membership by paying dues on or before their due date (as set forth in the applicable Membership Agreement), such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.

(b) Resignation or Withdrawal. Upon fifteen (15) days written notice from the Member. For clarity, the effective date of withdrawal is the date of notice and the effective date of termination is fifteen (15) days from the date of withdrawal.

(c) Violation of Policies or Duties of Membership. A Member may be expelled from the Corporation upon a Supermajority vote of all Disinterested Directors (defined below) in office when such Disinterested Directors determine, after affording the Member in question the right to be heard on the issue, that the Member has violated any material provision of these Bylaws, the IPR Policy, the Member's Membership Agreement, or other policies and procedures duly approved by the Board of Directors, including the requirements for Membership as stated in Article III and failed to cure where such violation can be cured. For purposes of this Section, a "Disinterested Director" is a Director who is not employed by the Member subject to the vote for termination.

(d) Member's Dissolution, Acquisition or Merger. A Member's membership automatically terminates in the event that a Member merges with a non-member, is acquired by a non-Member, and such Member is dissolved as a result of the merger or acquisition, or for any other reason such Member dissolves. In the event that two (2) or more Member organizations are merged or a Member organization is acquired by another Member organization, the resulting entity shall have only one (1) membership. Members must notify the Corporation as to which party will continue as a Member within five (5) days of the acquisition or merger.

(e) Rights of Membership. All rights of a Member in the Corporation shall cease on termination of membership as herein provided. No Member shall receive any refund of dues already paid for the current dues period upon termination.

Section 10. Advisory Board. The Board of Directors may create or maintain an advisory board consisting of representatives of Members to serve at the pleasure of the Board of Directors. Appointments to such advisory board may, but need not, be Directors. The Board of Directors shall appoint and discharge advisory board members. All actions and recommendations of an advisory board shall require ratification by the Board of Directors before being given effect.

ARTICLE IV
DIRECTORS

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. A Chairperson of the Board shall be elected by the Board of Directors and shall execute the instructions of the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Delaware, California or other State. The Board of Directors shall have the power to (i) select and remove all Officers, agents, employees, and contractors, and to fix reasonable compensation thereof; (ii) to authorize and empower Officers or agents to enter into contracts and other commitments on behalf of this Corporation; (iii) to create Board Committees; (iv) to create OCP Projects (as defined in Article VII, Section 3); (v) appoint and delegate responsibilities and authority to such Board Committees, Committees, Officers, and agents; and (vi) invite and elect Non-Executive Member Directors to the Board of Directors.

Section 2. Compensation. Unless specifically authorized by a resolution of the Board of Directors, the Directors shall serve in such capacity without compensation.

Section 3. Number, Qualification, Election & Term.

(a) Number. The Board of Directors shall consist of not fewer than three (3) Directors or more than eleven (11) Directors. The number thereof to be determined from time to time by resolution of the Board of Directors. Any decrease in the number of Directors shall not shorten the term of an incumbent Director.

(b) Qualifications. Except for Non-Executive Member Directors and Directors elected pursuant to Article IV, Section 3(c), Directors must be employees of an Executive Member. No Executive Member may have more than one (1) representative to the Board of Directors. For purposes of these Bylaws, a Member and its Affiliates shall be deemed to be one (1) Member. Members that join the Corporation as an Executive Member shall have the right to appoint a representative to serve on the Board of Directors, as long as such Executive Member participates in the Corporation pursuant to the rules of applicable law, the Organizational Documents, and as long as the maximum number of Executive Member representatives authorized to serve on the Board of Directors pursuant to these Bylaws has not been exceeded. Representatives of Executive Members who are serving on the Board of Directors for purposes of these Bylaws are considered "Executive Member Directors."

(c) Election of Chief Executive Officer as Director. The Corporation's Chief Executive Officer may be elected by a Supermajority Vote of the Executive Members to serve on the Board of Directors, participating on the Board on the same basis as a Non-Executive Member Director.

(d) Non-Executive Member Director. A new class of Directors, "Non-Executive Member Director," is hereby established upon the adoption of these Bylaws. A Non-Executive Member Director is also referred to as an "Invited Director".

- Definition, Qualifications, and Appointment. A representative of a Non-Executive Member meeting the requisite qualifications established by the Board of Directors

may only be invited to serve on the Board of Directors as a Non-Executive Member Director and appointed as a Non-Executive Member Director by the Supermajority vote of the Executive Members. Any Executive Member may submit Non-Executive Member Director nominations to the Board of Directors, which may or may not be selected from among Members participating on the Advisory Board. Upon appointment, a Non-Executive Member Director will serve as Director of the Corporation with all the rights and duties of a Director of the Corporation except with respect to actions taken by and within the Executive Committee of the Board Directors.

- Term. Each Non-Executive Member Director shall serve a term of two (2) years. Following or immediately prior to the end of the term of a Non-Executive Member Director, the Executive Committee shall by Supermajority vote take one of the following actions: (1) renew the Non-Executive Member Director for an additional two-year term; (2) invite the Member company of the Non-Executive Member Director to become an Executive Member; or (3) remove the Non-Executive Member Director from the Board.

(e) Rights and Privileges. Non-Executive Member Directors shall have the right to participate in and vote on all Board matters, except with respect to the Executive Committee meetings and actions taken during Executive Committee meetings of the Board or by the members of the Executive Committee of the Board where action taken without a meeting may be permitted. Non-Executive Member Directors may serve on any standing or ad hoc committee of the Board of Directors, except for the Executive Committee, and may hold any established leadership positions or roles within such committees in which they are entitled to participate. Non-Executive Member Directors shall not serve as an officer of the Corporation, with the exception that if the Board of Directors cannot fill an officer position from within the Executive Committee Board Members, then it may nominate and elect a Non-Executive Member Director to fill such officer position.

(f) Appointment and Term. The initial members of the Board of Directors shall be appointed by the incorporator and shall consist of one representative of each of the Founder Members that executes an Executive Member Membership Agreement on or prior to the date of the first organizational meeting of the Corporation. Each Executive Member shall be entitled to appoint one (1) representative to the Board of Directors. Subject to Article III, Section 3 any Executive Member that signs an Executive Member Membership Agreement will be entitled to appoint one (1) representative to the Board of Directors. An Executive Member, providing written notice to the Board of Directors, may, at any time, remove an individual appointed by that Executive Member to the Board of Directors without cause and replace such individual with another designated representative of the Executive Member. Each Executive Member Director shall hold office until the first annual meeting of Executive Members and until his or her successor is elected and qualified, subject to such Director's earlier death, resignation, disqualification or removal. At the first annual meeting of the Executive Members and at each annual meeting thereafter, each Executive Member shall elect a Director, each of whom shall hold office for a term of one year or until his or her successor is duly elected and qualified, subject to such Director's earlier death, resignation, disqualification or removal. It shall be a qualification for any Executive Member Director to provide an irrevocable written resignation to the Corporation conditioned

upon, and effective immediately upon, the termination of membership of the Executive Member entitled to elect such Director.

The appointment and term of Non-Executive Member Directors shall be as set forth in Article IV, Section (3)(d).

Section 4. Newly-Created Directorships; Vacancies. Any newly created directorship resulting from an increase in the authorized number of Directors and any vacancy occurring in the Board of Directors during the term of a Director elected by an Executive Member shall be solely and exclusively filled by the Executive Member entitled to elect such Director, and each Director so elected shall hold office until the expiration of the term of office of the Director whom he or she has replaced and until his or her successor is elected and qualified, subject to his or her earlier death, resignation, disqualification or removal. Similar to Executive Members, a Non-Executive Member that has a representative serving as a Non-Executive Member Director may, at any time, and without cause, appoint a new representative to serve on the Board of Directors and replace such currently serving representative by providing written notice to the Board of Directors; following receipt of such written notice the Board shall at its next Board meeting confirm and elect the newly appointed replacement as a Non-Executive Member Director of the Corporation..

Section 5. Removal of Directors. Any one or more of the Directors may be removed with cause at any time by action of at least a Supermajority of the Executive Members, provided that written notice of such removal is given to any Director so removed. A Director may also be removed without cause at any time by the Executive Member who appointed such Director.

Section 6. Chairperson of the Board. The Chairperson of the Board presides at all meetings of the Board of Directors, and is a voting member of the Board. The Chairperson may also serve as President of the Corporation (as set forth in Article V, Section 3) and have such other powers and duties as may be designated from time to time by the Board of Directors. The Board of Directors shall elect the Chairperson from among the Board of Directors for a period of one (1) year commencing with the first meeting of the Board of Directors. Except as set forth elsewhere in these Bylaws, any removal of an Executive Member's Director from the Chairperson position does not limit the Director's rights as a member of the Board of Directors.

Section 7. Quorum and Voting. Two thirds (2/3) of all the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business at any meeting of Directors; provided however, that whenever, for any reason, a vacancy occurs in the Board of Directors, a quorum shall consist of two thirds (2/3) of the remaining Board of Directors until the vacancy has been filled, except that in no case shall such quorum be less than one-third (1/3) of the number of Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a three-fifths majority of the Board of Directors (a "Three-Fifths Majority Vote") shall be the act of the Board of Directors unless stated otherwise by these Bylaws.

Section 8. Meetings. Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Delaware, designated by the person or persons entitled to give notice of or otherwise call the meeting. Meetings of the Board of Directors may be called by the Chairperson of the Board or by the President. A majority of the Directors present, whether or not a quorum exists, may

adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the Directors who were present. Members of the Board of Directors (and any committee of the Board) may participate in a meeting of the Board (or any committee of the Board) by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting.

Section 9. Notice of Meetings. Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. The Chairperson of the Board of Directors or the President of the Corporation shall give at least fourteen (14) days' prior notice to each Director. Regular Meetings may be held without notice of the date, time, and place if a meeting schedule is fixed by the Board of Directors and provided to and approved by the Board of Directors.

(b) Special Meetings. The Chairperson of the Board of Directors of the Corporation shall give at least ten (10) days' prior notice to each Director.

The primary means for the provision of notice shall be via electronic mail to the Director at the electronic mail address as it appears on the records of the Corporation. All such notices shall state the place, the date, and the hour of such meeting, and the purpose(s) for which the meeting is called and if a vote will be required, and shall state such matters, if any, as may be expressly required by the Delaware General Corporation Law. Such notice shall describe the purpose of the meeting and shall identify a readily available source for further information, if appropriate. A proposed agenda of items to be considered shall be distributed prior to the meeting.

Section 10. Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum is present and if either before or after the meeting each Director not present (i) signs a written waiver of notice, or (ii) signs a consent to the holding of such meeting, or (iii) approves the minutes thereof. Each Director who attends the meeting without protesting, prior thereto or at its commencement shall be deemed conclusively to have consented to the holding of the meeting and to have waived the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 11. Director Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or of the committee of the Board). The action must be evidenced by one or more written consents describing the action to be taken and signed by each Director (or committee member) or may be approved by electronic transmission, which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last Director signs the consent, unless the consent specifies otherwise.

Section 12. Executive Committee: There shall be an Executive Committee composed of all of the Executive Member Directors.

The Executive Committee shall have and may execute all of the authority and powers of the Board in its management of business and affairs of the Corporation, except that it shall not have the final authority of the Board of Directors in reference to any action or matter expressly required by Delaware law or these Bylaws to be submitted to entire Board of Directors or that is reserved for the Members to approve or adopt. The authority of the Executive Committee over matters of the Corporation includes, but is not limited to, the following:

(a) Any hiring or terminating, and employment decisions related to or concerning the management officers of the Corporation;

(b) Adoption of an annual budget of the Corporation; and

(c) Approval of those material agreements and contracts that require Board approval prior to the Corporation entering into such agreement or contract.

In addition to their rights and obligations above, the Executive Committee shall review any proposal as to the following matters, and recommend to the Board of Directors adoption, amendment, or rejection of each such proposal:

(a) Any proposal as to amending, altering or repealing the Certificate of Incorporation or these Bylaws;

(b) Any proposal as to adopting a plan of merger or adopting a plan of consolidation with another corporation or entity;

(c) Any proposal as to authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; and

(d) Any proposal of voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

The Executive Committee may establish procedures for making decisions including voting procedures that are consistent with these Bylaws and applicable laws. In addition, in connection with any action delegated to the Executive Committee, the Executive Committee may poll the Board of Directors in person or electronically regarding the position of the Board of Directors or otherwise solicit input or feedback. The Executive Committee will provide periodic notices to the full Board of Directors regarding its decisions and actions. The Executive Committee may invite Non-Executive Member Directors and staff members to join meetings of the Executive Committee.

Section 13. Finance Committee. There shall be a Finance Committee of the Board of the Directors composed of Directors. The purpose of the Finance Committee is to carry out the

responsibilities delegated by the Board of Directors or the Executive Committee related to the accounting or financial management and decisions of the Corporation. The Finance Committee will review any proposal made by Corporation as to matters specified below, and recommend to the Board of Directors or Executive Committee adoption, amendment or rejection of each such proposal:

(a) Any proposal as to the annual budget of the Corporation;

(b) Any review or proposal as to an audit of the Corporation's financial reports; and

(c) Review of periodic financial reports of the Corporation.

Section 14. Governance Committee. There shall be a Governance Committee of the Board of the Directors composed of Board members. The purpose of the Governance Committee is to carry out the responsibilities delegated by the Board relating to (i) the Corporation's Director nominations process and procedures, (ii) development and maintenance of the Corporation's corporate governance policies, practices and procedures, (iii) oversight of the Board of Director's and Board committee assessment process, if any, (iv) and any related matters required by Delaware or applicable federal laws, and as otherwise delegated to the Governance Committee by the Board from time to time. The Governance Committee will review any proposal made by Corporation as to matters specified below, and recommend to the Board of Directors adoption, amendment or rejection of each such proposal:

(a) Any proposal to amend, alter, or repeal corporate governance policies, practices and procedures, including its Certificate of Incorporation and these Bylaws;

(b) Any proposal as to nomination or appointment of Directors to serve as members of each of the Committees of the Board of Directors; and

(c) Any proposal to change or create the structure or composition of a Committee of the Board of Directors.

Section 15. Other Committees. The Board of Directors, by resolution, may designate from among its members and form one or more other committees each of which must have at least three members and, to the extent provided in the designating resolution, shall operate under the guidance of the Board of Directors or the Executive Committee. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee who may act in the place and stead any absent member or members at any meeting of such committee.

ARTICLE V
OFFICERS

Section 1. Officers. The Corporation shall have a Secretary, whom shall be appointed by the Board of Directors pursuant to Article IV, Section 1. The Corporation shall have either a President or Chief Executive Officer, or both a President and Chief Executive Officer. The Board of Directors shall have either a Treasurer or Chief Financial Officer or both a Treasurer and Chief

Financial Officer. The Secretary, and the President and Treasurer, if appointed, each must be an employee or representative of an Executive Member or an individual that is not a Member approved by the Board of Directors pursuant to Article IV, Section 1. The Chief Executive Officer and Chief Financial Officer, if appointed, each shall be individuals who are not representatives of Members. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors, if any, from time to time. The Chief Executive Officer and Chief Financial Officer may receive compensation for serving as Chief Executive Officer or Chief Financial Officer, however, no other Officer shall receive compensation for serving as an officer of the Corporation. Any two or more offices may be held by the same person except no single individual may authorize an act of the Corporation that requires the approval of two or more Officers.

Section 2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors in accordance with this Section, and each Officer shall hold his or her office for a term of one (1) year, or until he or she shall resign or shall be removed or his or her successor shall be elected and qualified; provided however the Chief Executive Officer and Chief Financial Officer may be appointed by the Board of Directors to serve in their office for a term of greater than one (1) year. The Chairperson is not an Officer and the Chairperson of the Board shall be appointed in the manner set forth in Article IV, Section 6. Except as set forth elsewhere in these Bylaws, any removal of an Executive Member's Director from an Officer position does not limit the Director's rights as a member of the Board of Directors.

Section 3. Duties. The officers of the Corporation shall have the following duties:

(a) The President of the Corporation, if elected, shall have general and active management of the business of the Corporation and such duties as may from time to time be assigned or delegated to the President by the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may preside over the meeting of the Members and may serve as the chair of the meeting of the Board of Directors, if the Chairperson is unable to do so.

(b) The Secretary shall have custody of and shall maintain all of the corporate records (except the financial records), shall record the minutes of all meetings of the members and the Board of Directors, shall authenticate records of the Corporation, shall send all notices of meetings, and shall perform such other duties as are prescribed by the Board of Directors or the President.

(c) The Treasurer, if elected, shall exercise general supervision over the receipt, custody, and disbursement of corporate funds, except where responsibility for such supervision is duly delegated by the Treasurer to an individual supervised by the Treasurer or has been expressly delegated by the Board of Directors to some other Officer or agent. The Treasurer shall cause the funds of the Corporation to be deposited in such banks as may be authorized by the Board of Directors, or in such banks as may be designated as depositaries in the manner provided by resolution of the Board of Directors. The Treasurer shall have such further powers and duties as shall be prescribed from time to time by the Board of Directors.

(d) The Chief Executive Officer of the Corporation, if appointed, shall, subject to the provisions of these Bylaws and the control of the Board of Directors, have general supervision, direction, and control over the business of the Corporation; except where responsibility for such supervision, direction and control is rightfully delegated by the Chief Executive Officer to an individual supervised by the Chief Executive Officer or has been expressly delegated by the Board of Directors to some other Officer or agent. The Chief Executive Officer shall perform all duties incident to the office of the Chief Executive Officer, all duties as may be required by law, the Certificate of Incorporation, or these Bylaws, and any other duties as may be from time to time assigned to the Chief Executive Officer by the Board of Directors, in each case subject to the control of the Board of Directors. The Chief Executive Officer shall perform such undertakings as are necessary to manage the day-to-day needs of the Corporation, including, but not limited to any acts or duties relating to the Corporation's status as exempt from Federal income tax under Section 50l(c)(6) of the Code, and any filings or actions that may be required to protect or may be applicable to the Corporation or its assets.

(e) The Chief Financial Officer, if appointed, shall be the principal financial officer of the Corporation and shall have such powers and perform such duties as may be assigned by the Board of Directors, or the Chief Executive Officer.

(f) The Board of Directors may, at its discretion, establish additional optional officer roles or eliminate existing optional officer roles as necessary. The duties and powers of such optional officers shall be defined by the Board at the time of their appointment.

(g) All Membership Agreements, Solution Provider Agreements, and other similar agreements of the Corporation may be revised, promulgated, and executed on behalf of the Corporation by (a) the President, (b) Chief Executive Officer, (c) the Secretary, or (d) such other designated employees of the Corporation, as may be authorized by the Board of Directors, and, if required, the seal of the Corporation shall be thereto affixed and attested by the Secretary.

Section 4. Resignation of Officer. An Officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor Officer does not take office until the future effective date.

Section 5. Removal of Officer. The Board of Directors may remove any Officer at any time with or without cause by the affirmative vote of a majority of the Board of Directors present at the annual meeting of the Board of Directors, or a special meeting called for that purpose.

Section 6. Compensation. An employee of an Executive Member that serves as an officer of the Corporation shall serve without compensation. The compensation of Officers who are not employees of Executive Members shall be fixed from time to time at the discretion of the Board of Directors. The Board of Directors may enter into employment agreements with any officer of the Corporation.

ARTICLE VI
COMMITTEES

Section 1. Board Committees. As stated above in Article IV , the Corporation shall have various standing committees of the Board of Directors and the Board of Directors may establish committees of the Board of Directors as it deems necessary to carry out the functions of the Corporation. Committees may be advisory or may, as hereinafter provided, have and exercise authority of the Board of Directors, as resolved by the Board of Directors. Any Board committee that may exercise any authority of the Board of Directors in the management of the Corporation to the extent such committee is authorized in Article IV to exercise such authority, must consist of two (2) or more of the Directors of the Corporation. To the extent a committee is authorized in Article IV to exercise authority of the Board of Directors in the management of the business and affairs of the Corporation it shall do so only as permitted by applicable law and such committee may authorize the seal of the Corporation to be affixed to all papers that may require it to the extent so authorized in Article IV of these Bylaws.

Section 2. Member Committees. The Board of Directors, by resolution, may designate one or more other Member committees (in addition to the Steering Committee and the advisory board), each of which must have at least three members and shall operate under the guidance of the Board of Directors. Except as otherwise provided herein, or in the authorizing resolution of the Board of Directors, or in the charter of a committee, the Board of Directors may appoint as committee members, Directors and/or such other representatives of Members as are appropriate and helpful to achieving the purpose of the committees.

Section 3. Duties. Each committee shall keep the Board of Directors currently informed of its activities, and meet with the Board of Directors when requested. Except where a committee has and may exercise the authority of the Board of Directors, as resolved by the Board of Directors, each committee is subject to the direction and control of the Board of Directors.

ARTICLE VII
VOLUNTEER LEADERSHIP POSITIONS

Section 1. Leadership Positions. Members may volunteer for leadership positions with the Corporation subject to terms and restrictions of the Governance wiki, Tiered Membership Policy, any applicable governing agreement, and election if applicable. Such positions, defined below, include the elected positions of Project Leads, Steering Committee seats, and Regional Community Leads, and the non-elected leadership position of Director (collectively "Leadership Positions").

Section 2. Governance. The Board of Directors will cause the eligibility and election procedures for elected Leadership Positions, as well as the general OCP community governance structure, to be reflected in the "Governance Wiki" which will be a publicly available wiki located at http://www.opencompute.org/wiki/Governance or other location to be determined by the Board of Directors. The Corporation reserves the right to change the Governance wiki at any time and 1) will provide the Board of Directors with notice of any material changes to the Governance wiki at least 30 days' before they become effective, and 2) will use reasonable efforts to give Members 30 days' notice of such changes before they become effective.

Section 3. OCP Projects. The Board of Directors may create (or disband) projects to carry out the development of the deliverables of the Corporation (such projects "OCP Project" or "OCP Projects"). OCP Projects will operate in accordance with procedures ("Project Procedures") adopted and amended, from time to time, by the Board of Directors.

(a) Formation. Any Executive Member may propose a project for consideration by the Board of Directors. Such proposal will include the proposed charter and Scope, as defined in the IPR Policy, of the deliverables. The Board of Directors upon a majority vote will: (i) approve the formation of the OCP Project, (ii) approve the charter and Scope, as defined in the IPR Policy.

(b) Project Leads. Any Member may run for election to serve as a project lead for OCP Projects ("Project Lead"), subject to the requirements of these Bylaws.

Section 4. Steering Committee. The Steering Committee ("Steering Committee") reviews and approves proposed specifications submitted to the Corporation for release as final specifications. The Board of Directors will cause the eligibility, composition, and election procedures and restrictions for the Steering Committee are to be reflected in the Governance Wiki.

Section 5. Regional Community Leads. A regional community lead ("Regional Community Lead") acts as the liaison between the regional OCP Community and the Corporation. This is a volunteer, elected, un-paid position. The Regional Community Lead is initially chosen from the founding members of a regional community and after one year, or a term duration to be set by the Corporation, the community participants of the applicable region may nominate and vote on the Regional Community Lead. The Regional Community Lead is responsible for helping to organize the local interest and adoption of OCP specifications. The Board of Directors will cause the process for election of the Regional Community Leads to be reflected in the Governance Wiki.

ARTICLE VIII
PRESS RELEASES AND PUBLICATION

No Member may make a press or other public announcement regarding its activities as a Member of the Corporation that names the identities of any other Member unless prior written consent is received from any Member named in the press release or public announcement. The Corporation may make a press or other public announcement regarding any subject germane to its purposes and may identify Member as a member of the Corporation, provided that prior written consent is received from any Member named in the press release or public announcement for any other purposes.

The Corporation covenants that any approved deliverables will be published to all Members within thirty (30) days following adoption. The Corporation agrees that any publication of a final deliverable shall include appropriate disclaimers, as agreed by the Corporation, to prevent any third party from claiming that any rights are granted by implication or estoppel because of such publication.

ARTICLE IX
CORPORATE RECORDS

Section 1. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its members, if any, Board of Directors and committees having any authority of the Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

Section 2. Inspection Rights. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by a Director, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3. Corporate Information Available to the Public. The Corporation shall maintain a registered agent and registered office in accordance with Delaware law, and current information regarding the Corporation shall be readily available to the public as required by Delaware law or the Code. At a minimum, such information must include the text of the Certificate of Incorporation and all amendments thereto, the name of the Corporation, the date of incorporation, the street address of the principal office of the Corporation, the Corporation's federal employer identification number, the name and business street address of each Director, the name of its registered agent, and the street address of its registered office.

ARTICLE X
INTELLECTUAL PROPERTY

Adoption, amendment or repeal of the Open Compute Project Foundation Intellectual Property Rights Management Policy requires the Supermajority vote of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (i) who is or was a Director, officer or trustee of the Corporation, (ii) who is or was an agent or employee of the Corporation and as to whom the Corporation has separately agreed to grant such indemnity hereunder, or (iii) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and as to whom the Corporation has separately agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent, employee, or representative, or arising out of his status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The

Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost, or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2. Advances. Costs, charges, and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action, or proceeding may be paid (and, in the case of Directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each Director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE XII
COMPLIANCE WITH ANTITRUST LAWS

Each of the Members of the Corporation is committed to fostering competition in the development of new products and services, and the Specifications are intended to promote such competition. Each Member further acknowledges that it may compete with other Members in various lines of business and that it is therefore imperative that they and their representatives act in a manner which does not violate any applicable state, federal or international antitrust laws or regulations. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting on such Member’s behalf regarding the importance of limiting the scope of their discussions to the topics that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise. Each Member further acknowledges that it and each other Member is free to develop competing technologies and standards and to license its patent rights to third parties, including without limitation, to enable competing technologies and standards. It shall be the responsibility of every Member of the

Corporation to be guided by this policy of strict compliance with the antitrust laws in all of the Corporation’s activities. It shall be the special responsibility of the Corporation’s officers and committee chairpersons to ensure that this policy is known and adhered to in the course of activities pursued under their leadership.

ARTICLE XIII
INSURANCE

The Corporation will purchase and maintain appropriate insurance policies as the Board of Directors shall, in its discretion approve, on behalf of any person who is or was an agent of the

Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE XIV
MISCELLANEOUS

Section 1. Corporate Seal. The corporate seal of the Corporation, if any, shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "("Delaware")," "Corporate Seal" and "not-for-profit" embossed thereon.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3. Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer, or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

Section 4. Confidentiality.

(a) "Confidential Information" means only the following: (i) meeting minutes of the Board of Directors if designated as Confidential Information; and (ii) all other information that is designated as Confidential Information by the Board of Directors and distributed to members by an officer of the Corporation or a chairperson of a Committee. Contributions are not Confidential Information. Confidential Information will not include any information that (i) was publicly known and made generally available in the public domain prior to the time of disclosure by the disclosing party; (ii) becomes publicly known and made generally available after disclosure by the disclosing party to the receiving parties through no action or inaction of the applicable receiving party; (iii) is already in the possession of the applicable receiving party at the time of disclosure by the disclosing party as shown by such receiving party's files and records immediately prior to the time of disclosure; (iv) is obtained by the receiving party from a third party without a breach of such third party's obligations of confidentiality; (v) is independently developed by the receiving party without use of or reference to the disclosing party's Confidential Information, as shown by documents and other competent evidence in the receiving party's possession; (vi) is required by law to be disclosed by the receiving party, provided that the receiving party gives the disclosing party prompt written notice of such requirement prior to such disclosure and assistance in obtaining an order protecting the information from public disclosure.

(b) Directors and Executive Members shall not disclose any Confidential Information, except to those employees and consultants of the Director or Executive Member who are required to have the information in connection with the activities of the Corporation, provided such employees and consultants have executed appropriate written agreements with the Director or Executive Member sufficient for the Director or Executive Member to enforce all provisions of these Bylaws. Directors and Executive Members shall take reasonable measures to protect the secrecy of and avoid disclosure and unauthorized use of the Confidential Information. Unless the Board of Directors agrees otherwise, this obligation of confidentiality will expire two (2) years after the date of disclosure to each Director or Executive Member.

ARTICLE XV
AMENDMENT

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, by a Supermajority vote of the entire Board of Directors. Any such amendments will only be applied prospectively and become effective thirty (30) days following notification of the vote approving such proposed amendments.