UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2025
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission File Number 001-33383

SUPERMICRO®

Super Micro Computer, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**77-0353939**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

980 Rock Avenue
San Jose, CA 95131
(Address of principal executive offices, including zip code)
(408) 503-8000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.001 par value per share	**SMCI**	**Nasdaq Global Select Market**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of January 31, 2026, there were 598,989,428 shares of the registrant’s common stock, $0.001 par value, outstanding, which is the only class of common stock of the registrant issued.

SUPER MICRO COMPUTER, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE THREE MONTHS ENDED DECEMBER 31, 2025

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Unless the context requires otherwise, the words “Super Micro,” “Supermicro,” “we,” “Company,” “us” and “our” in this document refer to Super Micro Computer, Inc. and where appropriate, our wholly owned subsidiaries. Supermicro, the Company logo and our other registered or common law trademarks, service marks, or trade names appearing in this Quarterly Report on Form 10-Q (this “Quarterly Report”), are the property of Super Micro Computer, Inc. or its affiliates. Other trademarks, service marks, or trade names appearing in this Quarterly Report are the property of their respective owners.

The information contained on our website, or available by hyperlink from our website, is not incorporated into this Quarterly Report or other documents we file with, or furnish to, the Securities and Exchange Commission (the “SEC”). We intend to use our website and social media posts, including posts from the Company’s LinkedIn account (@Supermicro) and Charles Liang’s X channel (@charlesliang) (collectively, “Social Media Posts”), as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Such disclosures will be included in the "Investor Relations" section of our website. Accordingly, investors should monitor that section of our website, in addition to following our Social Media Posts, press releases, investor presentations, SEC filings and public conference calls and webcasts.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that involve risks and uncertainties. These statements relate to future events or our future financial performance based on management's beliefs and assumptions and on information currently available to management. In some cases, you can identify forward-looking statements by terminology including "would," "could," "may," "will," "goal," "should," "expect," "intend," "plan," "anticipate," "believe," "project," "estimate," "predict," "potential," "probable of achievement," or "continue," the negative of these terms or other comparable terminology. These statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance, time frames or achievements to be materially different from any future results, performance, time frames or achievements expressed or implied by the forward-looking statements. In evaluating these statements, you should specifically consider various factors, including the risks described under Part I, Item 1A, "Risk Factors" of the Annual Report on Form 10-K for the fiscal year ended June 30, 2025, and in Part II, Item 1A, "Risk Factors" of this Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2025, and in other parts of this Quarterly Report as well as in our other filings with the SEC. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Quarterly Report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

These forward-looking statements represent our estimates and assumptions only as of the date of this filing. We undertake no obligation to update or revise any forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. We cannot guarantee future results, levels of activity, performance or achievements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except par value per share amounts)
(unaudited)

	December 31, 2025	June 30, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 4,091,083	$ 5,169,911
Accounts receivable, net of allowance for credit losses of $572 and $0 at December 31, 2025 and June 30, 2025, respectively (including accounts receivable from related parties of $1,964 and $393 at December 31, 2025 and June 30, 2025, respectively)	11,004,122	2,203,942
Inventories	10,595,448	4,680,375
Prepaid expenses and other current assets (including receivables from related parties of $632 and $13,745 at December 31, 2025 and June 30, 2025, respectively)	433,944	247,426
Total current assets	26,124,597	12,301,654
Property, plant and equipment, net	538,584	504,488
Deferred income taxes, net	655,367	607,416
Other assets	683,062	604,871
Total assets	$ 28,001,610	$ 14,018,429
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable (including amounts due to related parties of $149,848 and $129,752 at December 31, 2025 and June 30, 2025, respectively)	$ 13,753,207	$ 1,281,977
Accrued liabilities (including amounts due to related parties of $1,619 and $1,044 at December 31, 2025 and June 30, 2025, respectively)	548,179	565,637
Income taxes payable	118,700	53,381
Lines of credit and current portion of term loans	201,776	75,060
Deferred revenue	774,846	368,737
Total current liabilities	15,396,708	2,344,792
Deferred revenue, non-current	527,909	362,645
Term loans, non-current	21,437	37,415
Convertible notes	4,654,623	4,645,178
Other long-term liabilities (including amounts due to related parties of $658 and $608 at December 31, 2025 and June 30, 2025, respectively)	408,756	326,528
Total liabilities	21,009,433	7,716,558
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Common stock and additional paid-in capital, $0.001 par value		
Authorized shares: 1,000,000; Issued and outstanding shares: 598,926 and 594,137 at December 31, 2025 and June 30, 2025, respectively	2,987,932	2,866,449
Accumulated other comprehensive income	695	705
Retained earnings	4,003,388	3,434,539
Total Super Micro Computer, Inc. stockholders' equity	6,992,015	6,301,693
Non-controlling interest	162	178
Total stockholders' equity	6,992,177	6,301,871
Total liabilities and stockholders' equity	$ 28,001,610	$ 14,018,429

See accompanying notes to condensed consolidated financial statements.

SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Net sales (including related party sales of $10,110 and $11,277 in the three months ended December 31, 2025 and 2024, respectively, and $19,061 and $26,152 in the six months ended December 31, 2025 and 2024, respectively)	$ 12,682,491	$ 5,677,962	$ 17,700,281	$ 11,615,218
Cost of sales (including related party purchases of $191,794 and $136,109 in the three months ended December 31, 2025 and 2024, respectively, and $347,122 and $376,161 in the six months ended December 31, 2025 and 2024, respectively)	11,883,924	5,007,940	16,434,341	10,169,616
Gross profit	798,567	670,022	1,265,940	1,445,602
Operating expenses:				
Research and development	180,761	158,229	354,075	290,472
Sales and marketing	73,078	79,568	121,006	148,422
General and administrative	70,430	63,601	134,305	128,885
Total operating expenses	324,269	301,398	609,386	567,779
Income from operations	474,298	368,624	656,554	877,823
Other income, net	225	4,183	96	3,409
Interest income	51,042	8,776	102,398	16,783
Interest expense	(25,358)	(6,535)	(50,289)	(23,889)
Income before income tax provision	500,207	375,048	708,759	874,126
Income tax provision	(99,151)	(56,969)	(139,312)	(131,701)
Share of (loss) income from equity investee, net of taxes	(492)	2,517	(598)	2,498
Net income	$ 400,564	$ 320,596	$ 568,849	$ 744,923
Net income per common share:				
Basic	$ 0.67	$ 0.54	$ 0.95	$ 1.26
Diluted	$ 0.60	$ 0.51	$ 0.86	$ 1.17
Weighted-average shares used in the calculation of net income per common share:				
Basic	598,004	592,507	596,814	591,033
Diluted	693,989	636,047	674,068	637,597

See accompanying notes to condensed consolidated financial statements.

SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	**2024**	**2025**	**2024**
Net income	$ 400,564	$ 320,596	$ 568,849	$ 744,923
Other comprehensive loss, net of tax:				
Foreign currency translation loss, net of tax	(3)	(148)	(10)	(54)
Total other comprehensive loss, net of tax	(3)	(148)	(10)	(54)
Total comprehensive income	$ 400,561	$ 320,448	$ 568,839	$ 744,869

See accompanying notes to condensed consolidated financial statements.

SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share amounts)
(unaudited)

	Common Stock and Additional Paid-In Capital		Accumulated Other Comprehensive Income	Retained Earnings	Non-controlling Interest	Total Stockholders' Equity
	Shares	Amount				
Balance at June 30, 2025	594,136,852	$ 2,866,449	$ 705	$ 3,434,539	$ 178	$ 6,301,871
Exercise of stock options	631,240	7,922	—	—	—	7,922
Release of shares of common stock upon vesting of restricted stock units	2,994,432	—	—	—	—	—
Shares withheld for withholding taxes related to settlement of equity awards	(925,181)	(43,642)	—	—	—	(43,642)
Stock-based compensation	—	89,139	—	—	—	89,139
Other comprehensive loss	—	—	(7)	—	—	(7)
Net income (loss)	—	—	—	168,285	(8)	168,277
Balance at September 30, 2025	596,837,343	$ 2,919,868	$ 698	$ 3,602,824	$ 170	$ 6,523,560
Exercise of stock options	501,518	5,003	—	—	—	5,003
Release of shares of common stock upon vesting of restricted stock units	2,211,116	—	—	—	—	—
Shares withheld for withholding taxes related to settlement of equity awards	(624,086)	(27,424)	—	—	—	(27,424)
Stock-based compensation	—	90,485	—	—	—	90,485
Other comprehensive loss	—	—	(3)	—	—	(3)
Net income (loss)	—	—	—	400,564	(8)	400,556
Balance at December 31, 2025	598,925,891	$ 2,987,932	$ 695	$ 4,003,388	$ 162	$ 6,992,177

	Common Stock and Additional Paid-In Capital		Accumulated Other Comprehensive Income	Retained Earnings	Non-controlling Interest	Total Stockholders' Equity
	Shares	Amount				
Balance at June 30, 2024	588,087,410	$ 2,830,820	$ 706	$ 2,585,680	$ 164	$ 5,417,370
Exercise of stock options	1,330,560	6,527	—	—	—	6,527
Release of shares of common stock upon vesting of restricted stock units	2,264,940	—	—	—	—	—
Shares withheld for withholding taxes related to settlement of equity awards	(685,850)	(35,537)	—	—	—	(35,537)
Stock-based compensation	—	64,137	—	—	—	64,137
Other comprehensive income	—	—	94	—	—	94
Net income (loss)	—	—	—	424,327	(1)	424,326
Balance at September 30, 2024	590,997,060	$ 2,865,947	$ 800	$ 3,010,007	$ 163	$ 5,876,917
Exercise of stock options	1,597,044	342	—	—	—	342
Release of shares of common stock upon vesting of restricted stock units	2,320,260	—	—	—	—	—
Shares withheld for withholding taxes related to settlement of equity awards	(1,433,012)	(41,499)	—	—	—	(41,499)
Stock-based compensation	—	82,262	—	—	—	82,262
Other comprehensive loss	—	—	(148)	—	—	(148)
Net income (loss)	—	—	—	320,596	(4)	320,592
Balance at December 31, 2024	593,481,352	$ 2,907,052	$ 652	$ 3,330,603	$ 159	$ 6,238,466

See accompanying notes to condensed consolidated financial statements.

SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended December 31,	
	2025	**2024**
OPERATING ACTIVITIES:		
Net income	$ 568,849	$ 744,923
Reconciliation of net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	25,354	18,557
Amortization of right-of-use (“ROU”) assets	17,670	5,991
Amortization of debt discount and issuance costs	9,506	4,415
Inventory valuation adjustment write-down	169,100	34,032
Stock-based compensation expense	179,624	146,136
Impairment loss	13,747	—
Share of loss (income) from equity investee	598	(2,498)
Unrealized foreign currency exchange loss (gain)	159	(300)
Deferred income taxes, net	(51,875)	(76,078)
Other non-cash income, net	(8,705)	(4,125)
Changes in operating assets and liabilities:		
Accounts receivable, net (including changes in related party balances of $(1,571) and $6,026 during the six months ended December 31, 2025 and 2024, respectively)	(8,792,828)	(319,374)
Inventories	(6,088,819)	699,613
Prepaid expenses and other assets (including changes in related party balances of $13,016 and $(5,411) during the six months ended December 31, 2025 and 2024, respectively)	(58,855)	(398,769)
Accounts payable (including changes in related party balances of $20,096 and $(55,468) during the six months ended December 31, 2025 and 2024, respectively)	12,466,768	(906,916)
Accrued liabilities (including changes in related party balances of $575 and $148 during the six months ended December 31, 2025 and 2024, respectively)	(39,661)	(59,654)
Income taxes payable	68,041	96,845
Deferred revenue	571,373	182,276
Other long-term liabilities (including changes in related party balances of $50 and $154 during the six months ended December 31, 2025 and 2024, respectively)	8,533	4,073
Net cash (used in) provided by operating activities	(941,421)	169,147
INVESTING ACTIVITIES:		
Purchases of property, plant, and equipment (including payments to related parties of $5,700 and $6,882 during the six months ended December 31, 2025 and 2024, respectively)	(53,491)	(71,836)
Investment in equity securities	(25,000)	—
Net cash used in investing activities	(78,491)	(71,836)
FINANCING ACTIVITIES:		
Proceeds from lines of credit and term loans	238,800	1,306,777
Repayment of lines of credit and term loans	(123,391)	(1,574,059)
Payment of debt issuance costs	(9,785)	—
Proceeds from exercise of stock options	12,925	6,869
Payment for withholding taxes related to settlement of equity awards	(71,066)	(77,036)
Other	14	15
Net cash provided by (used in) financing activities	47,497	(337,434)
Effect of exchange rate fluctuations on cash	(6,161)	837
Net decrease in cash, cash equivalents and restricted cash	(978,576)	(239,286)
Cash, cash equivalents and restricted cash at the beginning of the period	5,172,301	1,670,273
Cash, cash equivalents and restricted cash at the end of the period	$ 4,193,725	$ 1,430,987

	Six Months Ended December 31,	
	2025	2024
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 40,470	$ 19,006
Cash paid for taxes, net of refunds	$ 90,574	$ 57,029
Non-cash investing and financing activities:		
Unpaid property, plant and equipment purchases (including due to related parties of $1,807 and $2,960 as of December 31, 2025 and 2024, respectively)	$ 17,131	$ 26,674
ROU assets obtained in exchange for operating lease commitments	$ 94,073	$ 18,472
Transfer of inventory to property, plant and equipment	$ 4,646	$ 3,238

See accompanying notes to condensed consolidated financial statements.

SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Organization and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. As such, the information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in the Annual Report on Form 10-K for the fiscal year ended June 30, 2025, of Super Micro Computer, Inc., a Delaware corporation, and its consolidated entities (collectively, the "Company"). The condensed consolidated balance sheet as of June 30, 2025 included herein was derived from the audited financial statements as of that date but does not include all disclosures including notes required by U.S. GAAP.

The unaudited condensed consolidated financial statements included herein reflect all adjustments, including normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the consolidated financial condition, results of operations, and cash flows for the periods presented. All intercompany balances and transactions have been eliminated. Interim results are not necessarily indicative of the results for the full year ending June 30, 2026.

Significant Accounting Policies

Revenue Recognition

We generate revenues from the sale of server and storage systems, subsystems, accessories and services.

Product sales. We recognize revenue from sales of products as control is transferred to customers, which generally happens at the point of shipment or upon delivery, unless customer acceptance is required. Determining the point in time that control transfers to the customer requires judgment. Products sold by us are shipped from our facilities or drop shipped from our vendors. We may use distributors to sell products to end customers. Revenue from distributors is recognized when the distributor obtains control of the product, which generally happens at the point of shipment or upon delivery.

We apply judgment in determining the transaction price as our contracts may include forms of variable consideration, including customer rebates, returns, and cash discounts for prompt payment. Variable consideration is estimated using either the expected value or most likely amount method, depending on which method better predicts the amount of consideration to which we expect to be entitled. We include estimated variable consideration in the transaction price only to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Estimates of variable consideration are reassessed each reporting period and recorded as an adjustment to revenue, as applicable.

Services sales. Our sale of services mainly consists of extended warranty and on-site services as well as system rack installation and integration services. Revenue related to extended warranty commences upon the expiration of the standard warranty period and is recognized ratably over the contractual period as we stand ready to perform any required warranty service. Revenue related to on-site services commences upon recognition of the product sale and is recognized ratably over the contractual period as the on-site services are made available to the customer. These service contracts are typically one to five years in length. Revenue related to system rack installation and integration services is recognized when we perform the services and the customer receives and consumes the benefits.

SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Contracts with multiple promised goods and services. Certain of our contracts contain multiple promised goods and services. We assess whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment requires management to make judgments about the individual promised goods or services and whether such goods or services are separable from the other aspects of the contractual relationship. Performance obligations in a contract are identified based on the promised goods or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. If these criteria are not met, the promised goods and services are accounted for as a combined performance obligation.

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. For contracts that contain multiple performance obligations, we allocate the transaction price for each customer contract to each performance obligation based on the relative Stand-alone Selling Price ("SSP") for each performance obligation within each contract. We recognize the amount of transaction price allocated to each performance obligation within a customer contract as revenue at the time the related performance obligation is satisfied by transferring control of the promised good or service to a customer. Determining the relative SSP for contracts that contain multiple performance obligations requires significant judgment. We determine SSP based on the price at which the performance obligation is sold separately. If the SSP is not observable through past transactions, we apply judgment to estimate the SSP. For all performance obligations, we are able to establish the SSP by maximizing the use of observable inputs. We typically establish an SSP range for our products and services, which is reassessed on a periodic basis or when facts and circumstances change. SSP for our products and services can evolve over time due to changes in our pricing practices, internally approved pricing guidelines with respect to geographies, customer type, internal costs, and gross margin objectives for the related performance obligations which can also be influenced by intense competition, changes in demand for our products and services, economic and other factors.

Our credit terms are predominantly short-term in nature; however, we also grant extended payment terms for certain customers. For the contracts with the extended payment terms in which the financing component is determined to be significant to the contract, the contract transaction price is adjusted for the effect of a financing component.

When we receive consideration from a customer prior to transferring goods or services to the customer, we record a contract liability (deferred revenue). We also recognize deferred revenue when we have an unconditional right to consideration (i.e., a receivable) before transfer of control of goods or services to a customer.

Shipping and handling fees collected from customers are included in net sales when control of the product is transferred to the customer, and the related shipping and handling costs are included in cost of sales. We have elected to account for shipping and handling activities that occur after the customer has obtained control of a good as a fulfillment cost rather than as an additional promised service. Taxes imposed by governmental authorities on our revenue producing activities with customers, such as sales taxes and value added taxes, are excluded from net sales.

For our other significant accounting policies, refer to our Annual Report on Form 10-K for the fiscal year ended June 30, 2025.

Concentration of Credit Risk and Significant Customers

Financial instruments that potentially subject us to a significant concentration of credit risk consist of cash and cash equivalents, restricted cash, and accounts receivable. Cash and cash equivalents are maintained with high-quality financial institutions, the composition and maturities of which are regularly monitored by management.

We believe that the concentration of credit risk in our trade receivables is substantially mitigated by our credit evaluation process, relatively short collection terms and the high level of credit worthiness of our customers. For customers including distributors and direct customers, we perform ongoing credit evaluations of their financial conditions and limit the amount of credit extended when deemed necessary based upon payment history and their current credit worthiness, but we generally require no collateral other than the products that we deliver to them, in which we sometimes hold a purchase money security interest under our standard terms. We regularly review the allowance for credit losses by considering factors such as historical experience, credit quality, reasonable and supportable forecasts, age of the accounts receivable balances and current economic conditions that may affect a customer's ability to pay.

Significant customer information is as follows:

	December 31, 2025	June 30, 2025
Percentage of accounts receivable		
Customer A	71.6%	*
Customer B	12.9%	33.4%
Customer C	*	13.6%

^The customer references of A-C above may represent different customers than those reported in a previous period.
*Below 10%

Receivables Purchase Agreement

On July 16, 2025, we entered into a Receivables Purchase Agreement (as amended, supplemented or otherwise modified from time to time, the "Receivables Purchase Agreement"), by and among, us, as seller and guarantor, MUFG Bank, Ltd. ("MUFG"), Crédit Agricole Corporate and Investment Bank, and certain other entities from time to time party thereto as purchasers (the "Purchasers"), and MUFG as administrative agent (in such capacity, the "Administrative Agent").

Pursuant to the Receivables Purchase Agreement, we may, subject to the terms and conditions set out therein, sell certain of our accounts receivable and related rights to the Purchasers (the "Purchased Receivables"). The Receivables Purchase Agreement provides for an uncommitted facility with an initial aggregate facility limit of $1,790.0 million. The Purchasers may elect in their sole direction to purchase eligible accounts receivable offered by us under the Receivables Purchase Agreement at the applicable purchase discount. The purchase price for any Purchased Receivable will be the net invoice amount of the Purchased Receivable, minus the applicable discount, which is set at Term SOFR (as defined in the Receivables Purchase Agreement) plus a specified discount assigned to each account debtor in the range of 1.15% - 2.80%, and calculated on the basis of a specified discount period. In the event the purchase of such Purchased Receivables is not characterized as a sale, we will be deemed to have granted a security interest in such Purchased Receivables and the proceeds thereof in favor of the Purchasers.

Either us, the Administrative Agent, or the Required Purchasers (as defined in the Receivables Purchase Agreement) have the right to terminate the Receivables Purchase Agreement with 30 days' prior written notice to the other party, or, if a Termination Event (as defined in the Receivables Purchase Agreement) shall have occurred and be continuing, the Receivables Purchase Agreement may be terminated by the Administrative Agent or the Required Purchasers immediately upon written notice to us.

As of December 31, 2025, no receivables have been sold under the agreement.

Accounting Pronouncements Recently Adopted

In March 2024, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2024-02 which removes references to the FASB's concepts statements from the FASB Accounting Standards Codification. The ASU is part of the FASB's standing project to make "Codification updates for technical corrections such as conforming amendments, clarifications to guidance, simplifications to wording or the structure of guidance, and other minor improvements." The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2024. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2025. We adopted ASU 2024-02 on July 1, 2025, which did not have a material impact on our condensed consolidated financial statements and related disclosures.

Recent Accounting Pronouncements Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which includes amendments that further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The standard is effective for annual periods beginning after December 15, 2024. Early adoption is permitted and should be applied prospectively, with retrospective application permitted. The ASU is effective for our fiscal year beginning July 1, 2025. We are currently assessing the effect of the adoption of this standard on our disclosures that will be included in our Form 10-K for the fiscal year ending June 30, 2026.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), which requires disaggregated disclosure of income statement expenses for public business entities. The ASU does not change the expense captions an entity presents on the face of the income statement, but it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. In January 2025, the FASB issued ASU 2025-01, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), which was issued to clarify the initial effective date for entities that do not have an annual reporting period that ends on December 31 (referred to as non-calendar year-end entities). The update clarified that ASU 2024-03 shall be effective for public business entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The ASU is effective for our fiscal year beginning July 1, 2027. We do not expect this ASU to have a material impact on our condensed consolidated financial statements other than additional disclosures.

In May 2025, the FASB issued ASU 2025-03, Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity, which revises current guidance for determining the accounting acquirer for a transaction effected primarily by exchanging equity interests in which the legal acquiree is a variable interest entity that meets the definition of a business. The amendments require that an entity consider the same factors that are currently required for determining which entity is the accounting acquirer in other acquisition transactions. The ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The ASU is effective for our fiscal year beginning July 1, 2027. We do not expect this ASU to have a material impact on our condensed consolidated financial statements and disclosures.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments–Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which provides all entities with a practical expedient and entities other than public business entities with an accounting policy election when applying the guidance in Topic 326, Financial Instruments–Credit Losses, to current accounts receivable and current contract assets arising from transactions accounted for under Topic 606, Revenue from Contracts with Customers. The ASU is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The ASU is effective for our fiscal year beginning July 1, 2026. We do not expect this ASU to have a material impact on our condensed consolidated financial statements and disclosures.

In November 2025, the FASB issued ASU 2025-08, Financial Instruments–Credit Losses (Topic 326): Purchased Loans, which expands the population of acquired financial assets subject to the gross-up approach in Topic 326. The ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The ASU is effective for our fiscal year beginning July 1, 2027. We do not expect this ASU to have a material impact on our condensed consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-scope Improvements. This update makes targeted, narrow-scope improvements to the interim reporting guidance in Topic 270 to clarify application and improve consistency in practice. The amendments do not change the underlying principles of interim reporting. The ASU is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The ASU is effective for interim reporting periods beginning in our fiscal year beginning July 1, 2028. We are currently evaluating the effects of ASU on our condensed consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU 2025-12, Codification Improvements, which includes 33 technical corrections, clarifications, and minor refinements across multiple ASC Topics intended to improve consistency and usability of U.S. GAAP. Transition is applied on an issue-by-issue basis: the EPS clarification (ASC 260, Issue 4) is applied retrospectively to all prior periods presented, while all other amendments may be applied prospectively or retrospectively, with appropriate disclosures about the nature/reason for the change (and additional disclosures if applied retrospectively). The ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The ASU is effective for our fiscal year beginning July 1, 2027. We are currently evaluating the effects of ASU on our condensed consolidated financial statements and disclosures.

Reclassification

Certain prior period amounts have been reclassified to conform to the current period presentation. Such reclassifications did not result in changes to condensed consolidated balance sheets, statements of operations, or statements of cash flows.

Note 2. Segment Information

We operate in one operating segment that develops and provides high-performance server solutions based upon an innovative, modular and open-standard architecture. Our Chief Executive Officer is the chief operating decision maker ("CODM") and is responsible for assessing our performance. Our organizational structure is based on functional lines, with department heads and shared resources reporting either directly to the CODM or to a direct report of the CODM. The CODM reviews financial information presented on a consolidated basis and uses net income for purposes of evaluating financial performance and making operating decisions for us.

The CODM reviews significant operating expenses as components of net income, including research and development expenses, sales and marketing expenses, and general and administrative expenses, which are each separately disclosed and presented in the condensed consolidated statements of operations.

Additionally, the CODM reviews significant segment expenses including the inventory valuation adjustment write-downs, recorded to cost of sales, which is separately disclosed in Note 6, "Balance Sheet Components", and stock-based compensation, which is separately disclosed in Note 11, "Stock-based Compensation and Stockholders' Equity" in the notes to the condensed consolidated financial statements.

The measure of segment assets is reported on the condensed consolidated balance sheets as total consolidated assets. The accounting policies of our consolidated segment are the same as those described in our Annual Report on Form 10-K for the fiscal year ended June 30, 2025.

Disaggregation of Revenue

Total revenue recognized from all services and software for the three months ended December 31, 2025 and 2024 was $140.4 million and $76.9 million, respectively. Of this, revenue related to services recognized on an over time basis during the contract term was $104.1 million and $54.4 million for the three months ended December 31, 2025 and 2024, respectively.

Total revenue recognized from all service and software for the six months ended December 31, 2025 and 2024 was $228.0 million and $172.7 million, respectively. Of this, revenue related to services recognized on an over time basis during the contract term was $176.0 million and $104.6 million for the six months ended December 31, 2025 and 2024, respectively.

SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

International net sales are based on the country to which the products were shipped. The following is a summary of net sales by geographic region (in thousands):

	Three Months Ended December 31,				Six Months Ended December 31,			
	2025	% of Total	2024	% of Total	2025	% of Total	2024	% of Total
United States	$ 10,928,946	86.2 %	$ 3,846,960	67.8 %	$ 12,763,423	72.1 %	$ 8,088,309	69.6 %
Other (1)	1,753,545	13.8 %	1,831,002	32.2 %	4,936,858	27.9 %	3,526,909	30.4 %
Total	$ 12,682,491	100.0 %	$ 5,677,962	100.0 %	$ 17,700,281	100.0 %	$ 11,615,218	100.0 %

(1) all other countries were individually less than 10%.

Concentration of Customer Risk

Significant customer information is as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Percentage of total net sales				
Customer A	62.6%	30.6%	45.1%	21.0%
Customer B	*	27.1%	*	23.9%
Customer C	*	*	*	14.9%

^The customer references of A-C above may represent different customers than those reported in a previous period.
*Below 10%

Contract Balances

Generally, the payment terms of our offerings range from 30 to 60 days, however occasionally we might offer longer payment terms to certain customers. In certain instances, customers may prepay for products and services in advance of delivery. Receivables represent our unconditional right to consideration for performance obligations that are either partially or fully completed.

Contract assets are rights to consideration in exchange for goods or services that we have transferred to a customer when such right is conditional on something other than the passage of time. Such contract assets have not been material to our condensed consolidated financial statements.

Contract liabilities consist of deferred revenue and relate to amounts invoiced to or advance consideration received from customers, which precede our satisfaction of the associated performance obligations. Our deferred revenue primarily results from customer payments received upfront for extended warranties and on-site services because these performance obligations are satisfied over time. Additionally, at times, deferred revenue may fluctuate due to the timing of non-refundable advance consideration received from non-cancelable contracts relating to the sale of future products. Revenue recognized during the three and six months ended December 31, 2025, which was included in the opening deferred revenue balance as of June 30, 2025 of $731.4 million, was $63.0 million and $245.8 million, respectively. Revenue recognized during the three and six months ended December 31, 2024, which was included in the opening deferred revenue balance as of June 30, 2024 of $416.4 million, was $47.3 million and $115.5 million, respectively.

Transaction Price Allocated to the Remaining Performance Obligations

Remaining performance obligations represent in aggregate the amount of transaction price that has been allocated to performance obligations not delivered, or only partially delivered, as of the end of the reporting period. We apply the exemption to not disclose information about remaining performance obligations that are part of a contract that has an original expected duration of one year or less. These performance obligations generally consist of services, such as on-site services, integration services, and extended warranty services, that are contracted for one year or less, and products for which control has not yet been transferred. The value of the transaction price allocated to the remaining performance obligations as of December 31, 2025 was approximately $1,302.8 million. We expect to recognize approximately 59% of such value in the next 12 months, and the remainder thereafter.

Note 3. Financial Instruments and Fair Value Measurements

We classify our financial instruments, except for our investment in an auction rate security and other investments in privately held companies, within Level 1 or Level 2 in the fair value hierarchy because we use quoted prices in active markets or alternative pricing sources and models using market observable inputs to determine their fair value.

Financial Instruments Measured at Fair Value on a Recurring Basis

Cash and cash equivalents, certificates of deposit, investment in an auction rate security, and marketable securities, included in prepaid expenses and other current assets and other assets in the condensed consolidated balance sheets, are carried at fair value.

The following table sets forth our financial instruments as of December 31, 2025 and June 30, 2025, which are measured at fair value on a recurring basis by level within the fair value hierarchy. These are classified based on the lowest level of input that is significant to the fair value measurement (in thousands):

	As of December 31, 2025				As of June 30, 2025			
	Level 1	Level 2	Level 3	Asset at Fair Value	Level 1	Level 2	Level 3	Asset at Fair Value
Assets								
Money market funds [(1)]	$ 42	$ —	$ —	$ 42	$ 44	$ —	$ —	$ 44
Certificates of deposit	—	100,498	—	100,498	—	519	—	519
Marketable equity security	15,192	—	—	15,192	6,239	—	—	6,239
Available-for-Sale Investment:								
Auction rate security [(2)]	—	—	—	—	—	—	1,750	1,750
Total assets	$ 15,234	$ 100,498	$ —	$ 115,732	$ 6,283	$ 519	$ 1,750	$ 8,552

(1) All of the money market funds are included in cash and cash equivalents in the condensed consolidated balance sheets as of December 31, 2025 and June 30, 2025, respectively.
(2) Our fair value of auction rate security was immaterial as of period ended December 31, 2025.

The investment in marketable equity security is carried at fair value using values available on a public exchange, is based on a Level 1 input, and is recorded in prepaid expenses and other current assets in the condensed consolidated balance sheets. The unrealized gains and losses of the investment are included in other income, net in our condensed consolidated statements of operations. For the three and six months ended December 31, 2025, an unrealized loss of $0.8 million and an unrealized gain of $7.2 million, respectively, were recorded in other income, net in the condensed consolidated statements of operations. For the three and six months ended December 31, 2024, an unrealized loss of $0.4 million and an unrealized gain of $1.0 million, respectively, were recorded in other income, net in the condensed consolidated statements of operations.

On a quarterly basis, we also evaluate the current expected credit loss by considering factors such as historical experience, market data, issuer-specific factors, current economic conditions, and reasonable economic forecasts that affect collectability. For the three and six months ended December 31, 2025 and 2024, the credit losses related to our investments were not material.

There were no transfers between Level 1, Level 2, or Level 3 financial instruments during the three and six months ended December 31, 2025 and 2024.

Financial Instruments Not Recorded at Fair Value

Accounts receivable, accounts payable, and accrued liabilities are carried at cost, which approximates fair value due to the short maturity of these instruments. We estimate the fair value of outstanding debt, including our 3.50% Convertible Senior Notes due 2029 (“2029 Convertible Notes”), 2.25% Convertible Senior Notes due 2028 (“2028 Convertible Notes”), and 0.00% Convertible Senior Notes due 2030 (“2030 Convertible Notes”), for disclosure purposes on a recurring basis. Non-current accounts receivable, included in other assets in the condensed consolidated balance sheets, are carried at amortized cost, and bear interest at rates that approximate current market rates for similar credit. We believe the carrying amounts approximate fair value because there have been no significant changes in market rates or credit risk.

As of December 31, 2025 and June 30, 2025, our total lines of credit and term loans of $223.2 million and $112.5 million, respectively, are reported at amortized cost. The outstanding debt was categorized as Level 2 as it is not actively traded. The carrying value approximates fair value.

The estimated fair value as of December 31, 2025 of the 2029 Convertible Notes, the 2028 Convertible Notes, and the 2030 Convertible Notes were $1,543.3 million, $667.5 million, and $1,946.7 million, respectively. The estimated fair values as of June 30, 2025 of the 2029 Convertible Notes, the 2028 Convertible Notes, and the 2030 Convertible Notes were $1,801.9 million, $818.5 million, and $2,576.6 million. The estimated fair value of the 2029 Convertible Notes, the 2028 Convertible Notes, and the 2030 Convertible Notes was determined based on level 2 inputs of quoted market prices.

Note 4. Non-marketable Equity Securities

Our non-marketable equity securities, included in other assets in the condensed consolidated balance sheets, consist of investments in privately held companies without readily determinable fair values. The following table shows our non-marketable equity securities that were measured using the measurement alternative and equity method (in thousands):

	December 31, 2025	June 30, 2025
Non-marketable equity securities:		
Opening gross investment balance	$ 122,217	$ 66,217
Investment made during the period	25,000	56,000
Cumulative impairment adjustment	(23,600)	(11,600)
Total carrying value - before the adjustments under equity method	123,617	110,617
Securities under equity method - cumulative adjustment	(332)	—
Total carrying value	$ 123,285	$ 110,617

Our non-marketable equity securities include $92.5 million invested in an unrelated party (the "Sub-licensee") to which we have subleased the entire space in Vernon, California. The Sub-licensee does not meet the criteria of a related party. Additionally, the Sub-licensee has been a customer of ours, and we concluded that equity investment agreements and sub-licensing agreements are separate from revenue contracts as all transactions have been recorded at the respective fair values. Please refer to Note 9, “Leases” for further discussion.

During the three and six months ended December 31, 2025, we recognized an impairment loss of $0.0 million and $12.0 million, respectively.

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Note 5. Net Income per Common Share

The following table shows the computation of basic and diluted net income per common share for the three and six months ended December 31, 2025 and 2024 (in thousands, except per share amounts):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Numerator:				
Net income - basic	$ 400,564	$ 320,596	$ 568,849	$ 744,923
Convertible notes interest charge, net of tax	17,888	1,110	10,986	3,859
Net income - diluted	$ 418,452	$ 321,706	$ 579,835	$ 748,782
Denominator:				
Weighted-average shares outstanding - basic	598,004	592,507	596,814	591,033
Effect of dilutive convertible notes	73,803	12,860	53,130	12,860
Effect of dilutive securities	22,182	30,680	24,124	33,704
Weighted-average shares outstanding - diluted	693,989	636,047	674,068	637,597
Net income per common share - basic	$ 0.67	$ 0.54	$ 0.95	$ 1.26
Net income per common share - diluted	$ 0.60	$ 0.51	$ 0.86	$ 1.17
Anti-dilutive shares excluded from diluted net income per share:				
Stock-based awards	20,443	11,668	17,880	7,627
Convertible notes	—	—	20,673	—

Note 6. Balance Sheet Components

The following tables provide details of the selected balance sheet items (in thousands):

Cash, Cash Equivalents, and Restricted Cash

	December 31, 2025	June 30, 2025
Cash and cash equivalents	$ 4,091,083	$ 5,169,911
Restricted cash included in prepaid expenses and other current assets and other assets	102,642	2,390
Total cash, cash equivalents and restricted cash	$ 4,193,725	$ 5,172,301

Inventories

	December 31, 2025	June 30, 2025
Finished goods	$ 7,510,625	$ 3,465,352
Work in process	2,331,526	674,613
Purchased parts and raw materials	753,297	540,410
Total inventories	$ 10,595,448	$ 4,680,375

During the three months ended December 31, 2025 and 2024, we recorded write down adjustments for excess and obsolete inventory and lower of cost and net realizable value adjustments to cost of sales totaling $132.9 million and $24.9 million, respectively, and recorded adjustments totaling $169.1 million and $34.0 million, respectively, during the six months ended December 31, 2025 and 2024.

Property, Plant, and Equipment, net

	December 31, 2025	June 30, 2025
Land	$ 172,328	$ 162,848
Buildings	186,781	182,466
Machinery and equipment	132,447	111,331
Building and leasehold improvements	129,174	121,665
Furniture and fixtures	41,439	36,268
Software	7,346	7,117
Construction in progress	11,527	1,038
Property, plant, and equipment, gross	681,042	622,733
Accumulated depreciation and amortization	(142,458)	(118,245)
Property, plant, and equipment, net	$ 538,584	$ 504,488

Depreciation expense for the three months ended December 31, 2025 and 2024 was $12.8 million and $9.5 million, respectively, and for the six months ended December 31, 2025 and 2024 was $24.9 million and $18.5 million, respectively.

Other Assets

	December 31, 2025	June 30, 2025
Non-current accounts receivable	$ 141,128	$ 166,405
Operating lease ROU asset	370,095	293,692
Long-term investments	123,288	112,367
Deferred service costs, non-current	11,483	10,713
Deposits	3,669	4,980
Restricted cash, non-current	2,642	2,390
Other	30,757	14,324
Total other assets	$ 683,062	$ 604,871

Accrued Liabilities

	December 31, 2025	June 30, 2025
Accrued payroll and related expenses	$ 96,122	$ 82,156
Customer deposits	122,032	260,131
Accrued cooperative marketing expenses	40,418	26,775
Accrued warranty costs	15,191	9,753
Operating lease liability	31,823	21,189
Accrued professional fees	5,189	8,098
Accrued interest - convertible notes	27,388	27,701
Customer-related liabilities	34,523	32,858
Input tax payable	53,249	39,161
Accrued tariff	66,563	18,012
Other	55,681	39,803
Total accrued liabilities	$ 548,179	$ 565,637

Product Warranties

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Balance, beginning of the period	$ 21,264	$ 17,953	$ 16,954	$ 17,815
Provision for warranty	54,313	17,162	71,215	28,695
Costs utilized	(52,662)	(15,855)	(65,535)	(26,853)
Change in estimated liability for pre-existing warranties	97	(972)	378	(1,369)
Balance, end of the period	$ 23,012	$ 18,288	$ 23,012	$ 18,288

The portion of the accrued warranty costs expected to be incurred within the next 12 months is included within accrued liabilities, while the remaining balance is included within other long-term liabilities on the condensed consolidated balance sheets.

Note 7. Lines of Credit, Revolving Credit Facilities, and Term Loans

Short-term and long-term loan obligations with respect to lines of credit and term loans as of December 31, 2025 and June 30, 2025 consisted of the following (in thousands):

	December 31, 2025	June 30, 2025
Line of credit:		
CTBC Credit Lines	$ 57,389	$ —
E.SUN Bank Credit Lines	60,000	30,000
Mega Bank Credit Lines	30,000	—
First Bank Credit Lines	19,934	—
Total line of credit	167,323	30,000
Term loan facilities:		
Chang Hwa Bank Credit Facility due October 15, 2026	6,642	11,399
CTBC Term Loan Facility, due June 4, 2030	24,140	28,822
CTBC Term Loan Facility, due August 15, 2026	983	1,846
E.SUN Bank Term Loan Facility, due September 15, 2026	7,652	13,678
E.SUN Bank Term Loan Facility, due August 15, 2027	6,908	9,632
Mega Bank Term Loan Facility, due October 3, 2026	9,565	17,098
Total term loans	55,890	82,475
Total lines of credit and term loans	$ 223,213	$ 112,475
Lines of credit and current portion of term loans	$ 201,776	$ 75,060
Term loans, non-current	$ 21,437	$ 37,415

Activities under Lines of Credit, Revolving Credit Facilities, and Term Loans

Available borrowings and interest rates as of December 31, 2025 and June 30, 2025 consisted of the following (in thousands except for percentages):

	December 31, 2025			June 30, 2025		
	Available borrowings		Interest rate	Available borrowings		Interest rate
Line of credit:						
CTBC Credit Lines	$	127,611	2.14% - 5.79%	$	185,000	2.63% - 5.79%
Chang Hwa Bank Credit Lines	$	25,240	1.88% - 4.48%	$	30,259	1.88% - 5.16%
E.SUN Bank Credit Lines	$	—	2.02% - 4.56%	$	30,000	2.02% - 5.12%
Mega Bank Credit Lines	$	20,000	1.90% - 4.50%	$	50,000	1.90% - 5.26%
First Bank Credit Lines	$	66	2.03% - 4.49%	$	—	n/a
JP Morgan Revolving Credit Facility	$	2,000,000	4.84% - 5.87%	$	—	n/a
Term loan facilities:						
Chang Hwa Bank Credit Facility due October 15, 2026	$	—	2.08%	$	—	2.08%
CTBC Term Loan Facility, due June 4, 2030	$	—	1.33% - 1.83%	$	—	1.33% - 1.83%
CTBC Term Loan Facility, due August 15, 2026	$	—	2.03%	$	—	1.53% - 2.03%
E.SUN Bank Term Loan Facility, due September 15, 2026	$	—	2.22%	$	—	2.22%
E.SUN Bank Term Loan Facility, due August 15, 2027	$	—	2.22%	$	—	1.92%
Mega Bank Term Loan Facility, due October 3, 2026	$	—	2.02%	$	—	2.02%

See Note 7, "Lines of Credit, Revolving Credit Facilities, and Term Loans" of our Annual Report on Form 10-K for the fiscal year ended June 30, 2025 for a more complete description of our credit facilities.

Principal payments on lines of credit and term loans are due as follows (in thousands):

Fiscal Year:	Principal Payments	
Remainder of 2026	$	188,329
2027		18,252
2028		6,156
2029		5,466
2030		5,010
Total lines of credit and term loans	$	223,213

As of December 31, 2025, we were in compliance with all the covenants for the revolving lines of credit and term loans on our condensed consolidated balance sheets.

We entered into new agreements during the six months ended December 31, 2025 with the following terms:

Revolving Credit Facility

On December 29, 2025, we entered into a credit agreement (the "Credit Agreement") with JPMorgan Chase Bank, N.A., ("JP Morgan") as administrative agent and collateral agent, and a syndicate of lenders, which provides for a revolving credit facility of up to $2,000.0 million (the "Revolving Credit Facility"), including a $200.0 million letter of credit sub-limit and a $150.0 million same-day borrowing sub-limit, with an option to increase total commitments by up to $1,000.0 million subject to certain conditions. Borrowings under the Revolving Credit Facility may be used for working capital and other general corporate purposes. The upfront fees totaling $9.8 million incurred in connection with the credit agreement were capitalized as deferred cost and recorded as a non-current asset included within other assets on the condensed consolidated balance sheet as of December 31, 2025.

As of December 31, 2025, we had no borrowings outstanding under the Revolving Credit Facility.

Borrowings under the Revolving Credit Facility bear interest, at our option, at either an alternate base rate ("ABR") or a term rate, in each case plus an applicable margin. The applicable margin varies based on (i) during a non-investment grade period, our leverage ratio (ranging from 1.25% to 2.00% for term rate loans and 0.25% to 1.00% for ABR loans), or (ii) during an investment grade period, our corporate family rating (ranging from 1.13% to 1.38% for term rate loans and 0.13% to 0.38% for ABR loans). We also pay a quarterly commitment fee on unused commitments ranging from 0.15% to 0.30% during a non-investment grade period (or 0.12% to 0.15% during an investment grade period). Investment grade period refers to the period beginning on the date (no earlier than September 30, 2026) when we attain an investment grade corporate family rating from at least two of Moody's (Baa3 or higher), S&P (BBB- or higher), and Fitch (BBB- or higher), in each case with a stable or better outlook, and delivers an officer's certificate to the administrative agent confirming such ratings, and continuing until the occurrence of a subsequent non-investment grade trigger event. The Revolving Credit Facility matures on December 29, 2030.

During any non-investment grade period, the Revolving Credit Facility is guaranteed by us and certain qualifying domestic subsidiaries (subject to customary exclusions) and is secured by a first-priority lien on substantially all assets of the applicable loan parties (subject to customary exclusions). The Credit Agreement includes customary restrictive covenants (some of which are not applicable during an investment grade period), including limitations on indebtedness, investments, and restricted payments, and a maximum total net leverage ratio covenant of 4.00:1.00 for the first four full fiscal quarters after inception, stepping down to 3.50:1.00 for the next four full fiscal quarters, and 3.00:1.00 thereafter. The Credit Agreement contains customary events of default (including change of control), which upon occurrence may result in the acceleration of amounts outstanding and termination of lender commitments.

Chang Hwa Bank

Chang Hwa Bank Credit Lines

On September 18, 2025 (the "CHB Effective Date"), our Taiwan subsidiary entered into a credit facility (the "2025 Credit Facility") with Chang Hwa Commercial Bank, Ltd. ("Chang Hwa Bank") which was substantially similar to the "New Credit Facility" in 2024 to renew a Loan Contract for a general working capital loan (the "General Working Capital Loan"). The credit limit thereunder has been adjusted to a total cap of NTD 1,000.0 million, which includes $20.0 million from the Chang Hwa Bank Credit Facility, a credit limit of NTD 300.0 million (together, the "CHB Credit Lines"), and the remaining balance of "Chang Hwa Bank Term Loan Facility."

Terms for specific drawdown instruments issued under the 2025 Credit Facility, such as credit amount, term of use, mode of drawdown, specific lending rate, and other relevant terms, are to be set forth in separate loan contracts (each, a "Loan Contract") negotiated with the Chang Hwa Bank. Under three Loan Contracts entered into on the CHB Effective Date, our Taiwan subsidiary and the Chang Hwa Bank have agreed to each of the following: (a) our Taiwan subsidiary may choose one of the following, subject to a cap of $20.0 million under the CHB Credit Lines: (i) a Loan Contract providing for the drawdown of up to $20.0 million for an import loan (the "Import Open Account O/A Loan"), with the interest rate thereunder based on Taipei Forex Inc ("TAIFX") plus a fixed margin; or (ii) a Loan Contract providing for the drawdown of up to $20.0 million for an export loan (the "Export Open Account O/A Loan"), with the interest rate thereunder based on TAIFX plus a fixed margin; and (b) a Loan Contract for a general working capital loan (the "General Working Capital Loan"), subject to a cap of NTD 300.0 million under the CHB Credit Lines, with the interest rate set at a fixed premium to a specified one-year time savings deposit rate, subject to a floor of 1.4%. Only the Loan Contract referred to in (b) is subject to renewal or re-execution, while the other agreements under (a) remain unchanged. As of December 31, 2025, the outstanding borrowings under the Chang Hwa Bank credit line was $6.6 million.

First Bank

On July 18, 2025, our Taiwan subsidiary renewed the Credit Agreement and the Foreign Currency Agreement with First Commercial Bank Co., Ltd. ("First Bank"). The credit lines are reduced from $30.0 million to $20.0 million, including a sub-item credit limit of NTD 600.0 million designed for short-term working capital loans. As of December 31, 2025, the outstanding borrowings under the First Bank credit line was $19.9 million.

Note 8. Convertible Notes

The following table summarizes our convertible notes as of December 31, 2025:

	Issuance Date	Principal (in millions)	Coupon Interest	Maturity	Conversion price	Carrying Value (in millions)	Effective Interest Rate
2028 Convertible Notes	2/20/2025	$ 700.0	2.25 %	7/15/2028	$ 61.06	$ 687.7	2.97 %
2029 Convertible Notes	2/27/2024	$ 1,725.0	3.50 %	3/1/2029	$ 83.44	$ 1,706.4	3.86 %
2030 Convertible Notes	6/23/2025	$ 2,300.0	0.00 %	6/15/2030	$ 55.20	$ 2,260.5	0.39 %

All notes are senior unsecured obligations ranking equally in right of payment with one another and senior to any future subordinated indebtedness. Each series is convertible, at our election, into cash, shares of our common stock, or a combination thereof, and none were eligible for early conversion as of December 31, 2025.

2029 Convertible Notes

We issued $1,725.0 million of 0.00% Convertible Senior Notes due 2029 ("Original 2029 Notes") in February 2024. On February 20, 2025, we executed privately negotiated subscription and supplemental indenture agreements to amend the Original 2029 Notes (the "2029 Amendments"). Key changes included (i) establishing a 3.50% annual coupon, payable semi-annually on March 1 and September 1 beginning September 2025, and (ii) adjusting the conversion rate to 11.9842 shares per $1,000 principal amount, equivalent to a conversion price of approximately $83.44 per share. All other material terms remained substantially unchanged.

The amendment was accounted for as an extinguishment of the original debt and issuance of new debt under Accounting Standards Codification ("ASC") 470-50, resulting in a $30.3 million extinguishment loss recorded in other income, net, during the quarter ended March 31, 2025. Debt issuance costs are amortized to interest expense using the effective interest method.

Holders may convert their notes upon the occurrence of certain conditions, including: (1) if our stock price exceeds 130% of the conversion price for 20 of 30 consecutive trading days; (2) if the trading price of the notes is below 98% of the product of the stock price and conversion rate; (3) upon certain corporate events or distributions; (4) if we call the notes for redemption; or (5) at any time from and after September 1, 2028 until the second scheduled trading day before maturity. The notes are redeemable, in whole or in part, at our option beginning March 1, 2027 if our stock price exceeds 130% of the conversion price for a specified period, at a price equal to the principal amount plus accrued and unpaid interest.

As of December 31, 2025 and June 30, 2025, unamortized issuance costs are $18.6 million and $21.3 million, respectively. The interest expense for the three months ended December 31, 2025 and 2024 totaled $16.5 million and $1.5 million, respectively, including $1.3 million and $1.5 million, respectively, from the amortization of debt issuance costs. Interest expense for the six months ended December 31, 2025 and 2024 totaled $32.9 million and $3.0 million, including $2.7 million and $3.0 million, respectively, from the amortization of debt issuance costs.

In connection with the issuance, we entered into 2029 Capped Call Transactions with certain financial institutions to reduce potential dilution upon conversion or offset cash payments exceeding principal. The capped calls were initially structured with a $134.14 strike price and $195.10 cap price and were amended in February 2025 to reflect the updated conversion rate. The amended cap price is $94.17 per share. These instruments are equity-classified under ASC 815-40, and no incremental value was recorded upon amendment.

2028 Convertible Notes

On February 20, 2025, we issued $700.0 million aggregate principal amount of 2028 Convertible Notes under an indenture with U.S. Bank Trust Company, N.A., as trustee. The notes were issued concurrently with the amended 2029 Convertible Notes and are convertible, at our election, into cash, shares of common stock, or a combination of both. The initial conversion rate is 16.3784 shares per $1,000 principal amount, equivalent to a conversion price of approximately $61.06 per share.

Holders may convert their 2028 Convertible Notes at their option only in the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on June 30, 2025, if the last reported sale price per share of our common stock exceeds 130% of the conversion price for each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter; (2) during the five consecutive business days immediately after any five consecutive trading day period (such five consecutive trading day period, the “2028 Convertible Note measurement period”) in which the trading price per $1,000 principal amount of 2028 Convertible Notes for each trading day of the 2028 Convertible Note measurement period was less than 98% of the product of the last reported sale price per share of our common stock on such trading day and the conversion rate on such trading day; (3) upon the occurrence of certain corporate events or distributions on our common stock, as described in the 2028 Convertible Notes Indenture; (4) if we call the 2028 Convertible Notes for redemption; and (5) at any time from, and including, January 15, 2028 until the close of business on the second scheduled trading day immediately before the maturity date irrespective of the circumstances in (1) - (4) above.

Interest accrues from February 20, 2025, and is payable semi-annually on January 15 and July 15, beginning July 15, 2025. The notes mature on July 15, 2028, unless earlier converted, redeemed, or repurchased. Redemption may occur on or after March 1, 2026, if the stock price exceeds 150% of the conversion price for a specified period.

The notes include customary provisions for conversion, redemption, and repurchase following a fundamental change. Upon such an event, holders may require us to repurchase all or part of their notes for cash equal to 100% of principal plus accrued interest, and the conversion rate may be increased for holders converting in connection with a qualifying corporate event or redemption.

We accounted for the 2028 Convertible Notes as a single liability measured at amortized cost, as no embedded features required bifurcation as derivatives. As of December 31, 2025 and June 30, 2025, unamortized issuance costs are $12.3 million and $14.6 million, respectively. Interest expense for the three months ended December 31, 2025 totaled $5.1 million, including $1.2 million from the amortization of debt issuance costs. Interest expense for the six months ended December 31, 2025 totaled $10.2 million, including $2.3 million from the amortization of debt issuance costs.

2030 Convertible Notes

On June 23, 2025, we issued $2,300 million aggregate principal amount of 2030 Convertible Notes, including the $300.0 million overallotment option. Net proceeds were approximately $2,256.0 million after issuance costs.

The 2030 Convertible Notes are convertible at an initial rate of 18.1154 shares per $1,000 principal amount, equivalent to a conversion price of approximately $55.20 per share. Conversion prior to December 17, 2029 is permitted only if specified conditions are met (similar to those of the 2028 Convertible Notes and the 2029 Convertible Notes). After that date, the notes become convertible at any time up to two trading days before maturity.

Holders may convert their 2030 Convertible Notes upon the occurrence of certain conditions, including: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2025, if our stock price exceeds 130% of the conversion price for 20 of 30 consecutive trading days; (2) during the five consecutive business days immediately after any five consecutive trading day period (such five consecutive trading day period, the “measurement period”) in which the trading price per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of our common stock on such trading day and the conversion rate on such trading day; (3) upon certain corporate events or distributions on our common stock, as described in the Indenture; (4) if we call the notes for redemption; or (5) at any time from and after December 17, 2029 until the second scheduled trading day before maturity. The notes are redeemable, in whole or in part, beginning June 15, 2028 if our stock price exceeds 130% of the conversion price for a specified period, at a price equal to the principal amount plus accrued and unpaid interest.

As of December 31, 2025 and June 30, 2025, unamortized issuance costs are $39.5 million and $43.9 million, respectively. Interest expense for the three and six months ended December 31, 2025 totaled $2.2 million and $4.4 million, respectively, all of which are amortization of debt issuance costs.

We entered into 2030 Capped Call Transactions with certain counterparties to mitigate dilution or cash outflows above principal upon conversion. The capped calls have an initial cap price of $81.78 per share, representing a 100% premium to the $40.89 share price on the issuance date. These instruments are equity-classified under ASC 815-40.

Note 9. Leases

We lease offices, warehouses and other premises, vehicles and certain equipment under non-cancelable operating leases. Operating lease expense recognized and supplemental cash flow information related to operating leases for the three and six months ended December 31, 2025 and 2024 were as follows (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Operating lease expense (including expense for lease agreements with related parties of $262 and $165 for the three months ended December 31, 2025 and 2024, respectively, and $466 and $330 for the six months ended December 31, 2025, respectively)	$ 14,989	$ 3,747	$ 28,019	$ 6,973
Cash payments for operating leases (including payments to related parties of $271 and $153 for the three months ended December 31, 2025 and 2024, respectively, and $491 and $306 for the six months ended December 31, 2025, respectively)	$ 13,213	$ 3,716	$ 22,349	$ 6,579
New operating lease assets obtained in exchange for operating lease liabilities	$ 3,531	$ 690	$ 94,073	$ 18,472

During the three and six months ended December 31, 2025 and 2024, our costs related to short-term lease arrangements were immaterial. Variable lease payments expensed in the three and six months ended December 31, 2025 and 2024 were immaterial.

ROU assets and lease liabilities are recorded in the condensed consolidated balance sheets as follows (in thousands):

	December 31, 2025	June 30, 2025
Other assets	$ 370,095	$ 293,692
Accrued liabilities	$ 31,823	$ 21,189
Other long-term liabilities	354,055	280,368
Total lease liabilities	$ 385,878	$ 301,557
Weighted average remaining lease term	8.9 years	9.1 years
Weighted average discount rate (1)	5.8 %	5.8 %

(1) As the interest rate in the lease contract is typically not readily available, we estimate the incremental borrowing rate considering credit notching approach based on information available at lease commencement.

In June 2024, we entered into a lease agreement for a 21 megawatt ("MW") data center co-location space located in Vernon, California (the "Data Center Space") that will expire on September 30, 2035. We do not have an option to extend (or to terminate) the lease. The lease agreement consists of three tranches, with the first tranche of 6 MW having commenced on January 24, 2025, the second tranche of 9 MW commenced on May 12, 2025, and the third tranche of 6 MW commenced on August 15, 2025. As of December 31, 2025, the ROU assets and lease liabilities related to all three tranches totaled $289.6 million and $299.3 million, respectively. Variable lease payments not dependent on a rate or index associated with our leases are recognized when the event, activity, or circumstance in the lease agreement on which those payments are assessed as probable. Variable lease payments are presented as operating expenses in the condensed consolidated statements of operations.

Simultaneously, we entered into a Sublicense agreement, the term of which coincides with our Data Center Space lease. We accounted for the lease as an operating lease and the Sublicense as a sublease under Accounting Standards Codification Topic 842, Leases. The Sublicense did not relieve our original obligation under the Data Center Space lease, and therefore we did not adjust the operating lease ROU asset and related liability. Sublicense income is recognized on a straight-line basis and the rental income is included in other income, net on the condensed consolidated statements of operations.

Rental income is included in other income, net on the condensed consolidated statements of operations (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Sublease income	$ 10,524	$ —	$ 18,657	$ —

As of December 31, 2025, the future total minimum Sublicense receipts expected to be received are as follows (in thousands):

Fiscal Year:	Future minimum Sublicense receipts
Remainder of 2026	$ 18,800
2027	38,348
2028	39,499
2029	40,684
2030	41,904
2031 and beyond	241,533
Total Sublicense receipts - Lessor	$ 420,768

Maturities of operating lease liabilities under non-cancelable operating lease arrangements as of December 31, 2025 were as follows (in thousands):

Fiscal Year:	Maturities of operating leases
Remainder of 2026	$ 26,974
2027	55,880
2028	55,380
2029	55,781
2030	57,320
2031 and beyond	251,800
Total future lease payments	503,135
Less: Imputed interest	(117,257)
Present value of operating lease liabilities	385,878
Less: Current portion	31,823
Long-term portion of operating lease liabilities	$ 354,055

Related party leases

We have entered into lease agreements with related parties. See Note 10, “Related Party Transactions” for further discussion.

Note 10. Related Party Transactions

We have a variety of business relationships with Ablecom Technology Inc (“Ablecom”) and Compuware Technology Inc (“Compuware”), both of which are Taiwan-based corporations. Ablecom is a major contract manufacturer for us and its Chief Executive Officer, Steve Liang, is the brother of Charles Liang, our President, Chief Executive Officer and Chairman of the Board. As of December 31, 2025, Steve Liang and his family members owned approximately 35.0% of Ablecom’s stock. Charles Liang and his spouse, Sara Liu, who is also an officer and director for us, collectively owned approximately 10.5% of Ablecom’s capital stock as of December 31, 2025. In addition, a sibling of Yih-Shyan (Wally) Liaw, who is our Senior Vice President, Business Development and a board director, owns approximately 11.7% of Ablecom’s capital stock. Bill Liang, a brother of both Charles Liang and Steve Liang, is a member of the board of directors of Ablecom. Bill Liang is also the Chief Executive Officer of Compuware, Chairman of Compuware’s board of directors and a holder of equity interest in Compuware. Steve Liang is also a member of Compuware’s board of directors and is an equity holder of Compuware. Compuware is also a major contract manufacturer for us and a distributor of our products in limited geographic regions. Neither Charles Liang nor Sara Liu own any capital stock of Compuware. The same sibling of Yih-Shyan (Wally) Liaw, owns approximately 8.7% of Compuware’s capital stock. We otherwise do not own any of Ablecom or Compuware's capital stock.

In October 2018, our Chief Executive Officer, Charles Liang, personally borrowed approximately $12.9 million from Chien-Tsun Chang, the spouse of Steve Liang. The loan was unsecured, had no maturity date and bore interest at 0.80% per month for the first six months, increased to 0.85% per month through February 28, 2020, and reduced to 0.25% effective March 1, 2020. The loan was originally made at Mr. Liang's request to provide funds to repay margin loans to two financial institutions, which loans had been secured by shares of our common stock that he held. The lenders called the loans in October 2018, following the suspension of our common stock from trading on Nasdaq in August 2018 and the decline in the market price of our common stock in October 2018. As of December 31, 2025 and June 30, 2025, the amount due on the unsecured loan (including principal and accrued interest) was $0.0 million and approximately $16.8 million, respectively. On October 9, 2025, the outstanding loan principal and accrued interest through October 8, 2025, totaling $16.9 million was repaid in full.

Dealings with Ablecom

We have entered into a series of agreements with Ablecom, including, but not limited to, multiple product development, production and service agreements, credit agreements, product manufacturing agreements, manufacturing services agreements and lease agreements for warehouse space.

Under these agreements, we outsource to Ablecom a portion of our design activities and a significant part of our server chassis manufacturing as well as an immaterial portion of other components. Ablecom manufactured approximately 96.8% and 96.1% of the chassis purchased by us during the three months ended December 31, 2025 and 2024, respectively, and 96.7% and 96.5% of the chassis purchased by us during the six months ended December 31, 2025 and 2024, respectively. With respect to design activities, Ablecom generally agrees to design certain agreed-upon products according to our specifications, and further agrees to build the tools needed to manufacture the products. We pay Ablecom for the design and engineering services, and further agree to pay Ablecom for the tooling. We retain full ownership of any intellectual property resulting from the design of these products and tooling.

With respect to the manufacturing aspects of the relationship, Ablecom purchases most of the materials needed to manufacture the chassis from third parties and we provide certain components used in the manufacturing process (such as power supplies) to Ablecom through consignment or sales transactions. Ablecom uses these materials and components to manufacture the completed chassis and then sell them back to us. For the components purchased from us, Ablecom sells the components back to us at a price equal to the price at which we sold the components to Ablecom. There is no revenue recognized by us from these transactions. We and Ablecom frequently review and negotiate the prices of the chassis we purchase from Ablecom. In addition to inventory purchases, we also incur other costs associated with design services, tooling and other miscellaneous costs from Ablecom.

Our exposure to financial loss as a result of our involvement with Ablecom is limited to potential losses on our purchase orders in the event of an unforeseen decline in the market price and/or demand of our products such that we incur a loss on the sale or cannot sell the products. Non-cancelable purchase orders from us to Ablecom on December 31, 2025 and June 30, 2025 were $69.9 million and $30.6 million, respectively, effectively representing the exposure to financial loss. We do not directly or indirectly guarantee any obligations of Ablecom, or any losses that the equity holders of Ablecom may suffer. Since Ablecom manufactures substantially all the chassis that we incorporate into our products, if Ablecom were to suddenly be unable to manufacture chassis for us, our business could suffer if we are unable to quickly qualify substitute suppliers who can supply high-quality chassis to us in volume and at acceptable prices. We have extended a $10.0 million trade credit line with a net 30 days payment term to Ablecom through a credit agreement that outlines the terms and conditions governing their business dealings.

Dealings with Compuware

We appointed Compuware as a non-exclusive authorized distributor of our products in Taiwan, China, Australia, Malaysia, and U.S. Compuware assumes the responsibility of installing our products at the site of the end customer, if required, and administers customer support in exchange for a discount from our standard price for its purchases. From time to time, Compuware acts as a sales representative for us in exchange for a fee that is based on a percentage of net sales generated from customers introduced to us. The fee structure for Compuware is comparable to the fee structure offered to other sales representatives in the same geographic region.

We have entered into a series of agreements with Compuware, including multiple product development, production and service agreements, product manufacturing agreements, and lease agreements for office space. We extended a $200.0 million trade credit line on November 19, 2025, with a net 90 days payment term to Compuware through a credit agreement that outlines the terms and conditions governing their business dealings.

Under these agreements, we outsource a portion of our design activities, a significant part of our power supplies manufacturing and an immaterial portion of other components to Compuware. With respect to design activities, Compuware generally agrees to design certain agreed-upon products according to our specifications and further agree to build the tools needed to manufacture the products. We pay Compuware for the design and engineering services and further agrees to pay Compuware for the tooling. We retain full ownership of any intellectual property resulting from the design of these products and tooling. With respect to the manufacturing aspects of the relationship, Compuware purchases most of the materials needed to manufacture the power supplies from third parties and uses these materials to manufacture the products and then sell those products to us. We and Compuware frequently review and negotiate the prices of the power supplies we purchase from Compuware.

Compuware also manufactures motherboards, backplanes and other components used on printed circuit boards for us. We sell to Compuware most of the components needed to manufacture the above products. Compuware uses the components to manufacture the products and then sells the products back to us at a purchase price equal to the price at which we sold the components to Compuware, plus a "manufacturing value added" fee and other miscellaneous material charges and costs, including overhead and labor. There is no revenue recognized by us from these transactions. We and Compuware frequently review and negotiate the amount of the "manufacturing value added" fee that will be included in the price of the products we purchase from Compuware. In addition to the inventory purchases, we also incur costs associated with design services, tooling assets, and miscellaneous costs.

Our exposure to financial loss as a result of our involvement with Compuware is limited to potential losses on our purchase orders in the event of an unforeseen decline in the market price and/or demand of our products such that we incur a loss on the sale or cannot sell the products. Non-cancelable purchase orders from us to Compuware on December 31, 2025 and June 30, 2025 were $206.4 million and $118.3 million, respectively, effectively representing the exposure to financial loss. We do not directly or indirectly guarantee any obligations of Compuware, or any losses that the equity holders of Compuware may suffer.

Dealings with Leadtek Research Inc.

In October 2023, Ablecom and Compuware acquired an approximately 30% interest in Leadtek Research Inc. ("Leadtek"), a Taiwan company specializing in providing professional graphics cards and workstation solutions (the "Leadtek Investment"). As of December 31, 2025 this interest came down to approximately 29%. Prior to the Leadtek Investment, none of our related parties had direct or indirect material interests in any transactions in which we were a participant with Leadtek. Commencing with the closing of the Leadtek Investment, Steve Liang and Bill Liang have served as two of the seven members of the Leadtek board of directors. We engaged in transactions whereby we sold servers worth $0.5 million and $0.2 million to Leadtek during the three months ended December 31, 2025 and 2024, respectively, and $0.8 million and $0.3 million to Leadtek during the six months ended December 31, 2025 and 2024, respectively. We purchased graphic cards worth $0.0 million and $0.1 million from Leadtek during the three months ended December 31, 2025 and 2024, respectively, and $0.0 million and $0.5 million from Leadtek during the six months ended December 31, 2025 and 2024, respectively.

Dealings with Investment in a Corporate Venture

In October 2016, we entered into agreements pursuant to which we contributed certain technology rights in connection with an investment in a privately held company (the "Corporate Venture") located in China to expand our presence in China. The Corporate Venture was 30% owned by us and 70% owned by another company in China. The agreement was signed in the third quarter of the fiscal year ended June 30, 2017, and the investment was accounted for using the equity method of accounting. The Corporate Venture was also a related party.

We monitor the investment for events or circumstances indicative of potential impairment and make appropriate reductions in carrying values if we determine that an impairment charge is required. As of June 30, 2025, we concluded the Corporate Venture would be divested in the fiscal year ending June 2026. We performed an impairment analysis on this investment and concluded the remaining carrying value of the equity investment of $6.7 million was impaired as of June 30, 2025. On November 25, 2025, the Equity Transfer Agreement was signed, and the divestiture of our 30% interest was completed on December 23, 2025, and the Corporate Venture ceased to be a related party as of December 23, 2025.

We sold products worth $5.3 million and $0.0 million to the Corporate Venture during the three months ended December 31, 2025 and 2024, respectively, and $8.1 million and $4.8 million to the Corporate Venture during the six months ended December 31, 2025 and 2024, respectively. Our share of intra-entity profits on the products that remained unsold by the Corporate Venture as of December 31, 2025 has been eliminated and have reduced the carrying value of our investment in the Corporate Venture due to prior impairment write-off. To the extent that the elimination of intra-entity profits reduces the investment balance below zero, such amounts are recorded within accrued liabilities. We had $1.5 million and less than $0.1 million due from the Corporate Venture in accounts receivable, net as of December 31, 2025 and June 30, 2025, respectively.

Other Transactions

For the three months ended December 31, 2025 we had no sales to and immaterial purchases from Green Earth Liang’s Inc. (“Green Earth”), an entity affiliated with our Chief Executive Officer. For the three months ended December 31, 2024, we had no transactions from Green Earth Liang’s Inc. For the six months ended December 31, 2025, we had no sales to and immaterial purchases from Green Earth Liang’s Inc. For the six months ended December 31, 2024, we had immaterial expense reimbursement from Green Earth Liang's Inc. As of December 31, 2025 and June 30, 2025, there was no amount due to and from Green Earth.

We had the following balances related to transactions with our related parties as of December 31, 2025 and June 30, 2025 (in thousands):

	Accounts receivable	Other receivables (1)	Other assets	Accounts payable	Accrued liabilities (2)	Other long-term liabilities (3)
Ablecom						
As of December 31, 2025	$ 1	$ 618	$ 97	$ 88,961	$ 841	$ 339
As of June 30, 2025	$ 1	$ 1,059	$ —	$ 55,460	$ 753	$ 114
Compuware						
As of December 31, 2025	$ 88	$ 14	$ —	$ 60,887	$ 778	$ 319
As of June 30, 2025	$ 285	$ 12,686	$ —	$ 74,292	$ 291	$ 494
Corporate Venture						
As of December 31, 2025	$ 1,528	$ —	$ —	$ —	$ —	$ —
As of June 30, 2025	$ 30	$ —	$ —	$ —	$ —	$ —
Leadtek						
As of December 31, 2025	$ 347	$ —	$ —	$ —	$ —	$ —
As of June 30, 2025	$ 77	$ —	$ —	$ —	$ —	$ —
Total						
As of December 31, 2025	$ 1,964	$ 632	$ 97	$ 149,848	$ 1,619	$ 658
As of June 30, 2025	$ 393	$ 13,745	$ —	$ 129,752	$ 1,044	$ 608

(1) Other receivables include receivables from vendors included in prepaid expenses and other current assets.
(2) Includes current portion of operating lease liabilities included in other current liabilities.
(3) Other long-term liabilities include non-current portion of lease liabilities.

Our results from transactions with our related parties for each of the three months ended December 31, 2025 and 2024, are as follows (in thousands):

	Net sales	Cost of sales	Purchase of fixed assets	Research and Development	Sales and marketing
Ablecom					
Three months ended December 31, 2025	$ 46	$ 111,921	$ 1,824	$ 1,579	$ —
Three months ended December 31, 2024	$ 5	$ 64,773	$ 2,639	$ 1,125	$ —
Compuware					
Three months ended December 31, 2025	$ 4,129	$ 79,873	$ —	$ 505	$ 699
Three months ended December 31, 2024	$ 11,065	$ 71,230	$ 14	$ 280	$ —
Corporate Venture					
Three months ended December 31, 2025	$ 5,379	$ —	$ —	$ —	$ —
Three months ended December 31, 2024	$ (51)	$ —	$ —	$ —	$ —
Leadtek					
Three months ended December 31, 2025	$ 556	$ —	$ —	$ —	$ —
Three months ended December 31, 2024	$ 258	$ 106	$ —	$ —	$ —
Green Earth					
Three months ended December 31, 2025	$ —	$ —	$ —	$ —	$ 44
Three months ended December 31, 2024	$ —	$ —	$ —	$ —	$ —
Total					
Three months ended December 31, 2025	$ 10,110	$ 191,794	$ 1,824	$ 2,084	$ 743
Three months ended December 31, 2024	$ 11,277	$ 136,109	$ 2,653	$ 1,405	$ —

Our results from transactions with our related parties for each of the six months ended December 31, 2025 and 2024, are as follows (in thousands):

	Net sales	Cost of sales	Purchase of fixed assets	Research and Development	Sales and marketing
Ablecom					
Six months ended December 31, 2025	$ 88	$ 181,762	$ 3,479	$ 2,407	$ —
Six months ended December 31, 2024	$ 7	$ 202,279	$ 7,131	$ 2,987	$ —
Compuware					
Six months ended December 31, 2025	$ 10,003	$ 165,360	$ 149	$ 693	$ 635
Six months ended December 31, 2024	$ 21,040	$ 173,348	$ 371	$ 660	$ —
Corporate Venture					
Six months ended December 31, 2025	$ 8,147	$ —	$ —	$ —	$ —
Six months ended December 31, 2024	$ 4,776	$ —	$ —	$ —	$ —
Leadtek					
Six months ended December 31, 2025	$ 823	$ —	$ —	$ —	$ —
Six months ended December 31, 2024	$ 329	$ 534	$ —	$ —	$ —
Green Earth					
Six months ended December 31, 2025	$ —	$ —	$ —	$ —	$ 46
Six months ended December 31, 2024	$ —	$ —	$ —	$ —	$ (6)
Total					
Six months ended December 31, 2025	$ 19,061	$ 347,122	$ 3,628	$ 3,100	$ 681
Six months ended December 31, 2024	$ 26,152	$ 376,161	$ 7,502	$ 3,647	$ (6)

Our cash flow impact from transactions with our related parties for each of the six months ended December 31, 2025 and 2024, are as follows (in thousands):

	Changes in accounts receivable	Changes in prepaid expenses and other assets	Changes in accounts payable	Changes in accrued liabilities	Changes in other long-term liabilities	Cash payment for property, plant, and equipment	Unpaid property, plant, and equipment
Ablecom							
Six months ended December 31, 2025	$ —	$ 344	$ 33,501	$ 88	$ 225	$ 5,551	$ 1,807
Six months ended December 31, 2024	$ (1)	$ 330	$ (45,875)	$ 294	$ 154	$ 6,525	$ 2,946
Compuware							
Six months ended December 31, 2025	$ 197	$ 12,672	$ (13,405)	$ 487	$ (175)	$ 149	$ —
Six months ended December 31, 2024	$ 108	$ (5,741)	$ (9,739)	$ (146)	$ —	$ 357	$ 14
Corporate Venture							
Six months ended December 31, 2025	$ (1,498)	$ —	$ —	$ —	$ —	$ —	$ —
Six months ended December 31, 2024	$ 5,077	$ —	$ —	$ —	$ —	$ —	$ —
Leadtek							
Six months ended December 31, 2025	$ (270)	$ —	$ —	$ —	$ —	$ —	$ —
Six months ended December 31, 2024	$ 842	$ —	$ 146	$ —	$ —	$ —	$ —
Total							
Six months ended December 31, 2025	$ (1,571)	$ 13,016	$ 20,096	$ 575	$ 50	$ 5,700	$ 1,807
Six months ended December 31, 2024	$ 6,026	$ (5,411)	$ (55,468)	$ 148	$ 154	$ 6,882	$ 2,960

Note 11. Stock-based Compensation and Stockholders’ Equity

Preferred Stock

We have 10,000,000 shares of undesignated preferred stock, $0.001 par value per share, authorized but not issued with rights and preferences determined by our board of directors at the time of issuance of such shares. As of December 31, 2025 and June 30, 2025, there were no shares of preferred stock issued and outstanding.

Common Stock

We may issue up to 1,000,000,000 shares of common stock, $0.001 par value per share. The holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders.

Equity Incentive Plan

Our 2020 Equity and Incentive Compensation Plan (the "2020 Plan") was approved by stockholders on June 5, 2020, authorizing 50,000,000 plus 10,450,000 shares carried over from the 2016 Equity Incentive Plan (the "2016 Plan"). No new awards may be granted under the 2016 Plan, though 72,460,000 shares remained reserved for outstanding awards at the time of adoption. Stockholders approved amendments to the 2020 Plan in May 2022, January 2024, and June 2025, increasing the share reserve by 20,000,000, 15,000,000, and 18,000,000 respectively. Awards under the 2020 Plan include stock options, restricted stock units, performance shares, and other equity-based awards. Stock options are granted at a price not less than fair value (110% for 10% stockholders) and generally expire ten years after the date of the grant. Stock options and RSUs generally vest over four years (25% after one year and quarterly thereafter).

As of December 31, 2025, we had 11,639,859 authorized shares available for future issuance under the 2020 Plan.

Determining Fair Value

We measure RSUs at the grant-date stock price and stock options using the Black-Scholes model, with inputs for expected term, volatility, zero dividend yield, and U.S. Treasury risk-free rates, amortized over the vesting period.

The weighted-average estimated fair value of employee stock options granted during the three and six months ended December 31, 2025 was $36.16 and $38.01 per share, respectively, and three and six months ended December 31, 2024 was $20.82 and $30.29, respectively using the below assumptions.

The fair value of stock option grants for the three and six months ended December 31, 2025 and 2024 was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Risk-free interest rate	3.68%	4.17% - 4.20%	3.68% - 4.00%	3.82% - 4.20%
Expected term	5.95 years	5.98 years	3.44 years - 5.95 years	3.00 years - 5.98 years
Dividend yield	—%	—%	—%	—%
Volatility	77.25%	67.17%	76.16% - 92.16%	63.67% - 69.97%

The following table shows total stock-based compensation expense included in the condensed consolidated statements of operations for the three and six months ended December 31, 2025 and 2024 (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Cost of sales	$ 6,803	$ 6,694	$ 13,878	$ 10,653
Research and development	59,542	50,809	116,975	87,336
Sales and marketing	10,324	9,559	21,424	17,322
General and administrative	13,816	15,060	27,347	30,825
Stock-based compensation expense before taxes	90,485	82,122	179,624	146,136
Income tax impact	(22,459)	(19,136)	(41,660)	(35,009)
Stock-based compensation expense, net	$ 68,026	$ 62,986	$ 137,964	$ 111,127

During the three and six months ended December 31, 2025, there was no stock-based compensation expense capitalized to our condensed consolidated balance sheets. During the three and six months ended December 31, 2024, stock-based compensation expense capitalized to our condensed consolidated balance sheets was $0.1 million and $0.3 million, respectively.

Stock Option Activity

2023 CEO Performance Award

In November 2023, the Compensation Committee granted the CEO a stock option for 5,000,000 shares at an exercise price of $45.00. Vesting occurs in five tranches upon achievement of specified stock price targets ($45.00 to $110.00 per share) and revenue-based operational milestones, subject to continued service. Shares exercised before November 14, 2026 must be held until that date, except for those sold to cover exercise costs and taxes.

The achievement status of the operational and stock price milestones as of December 31, 2025 was as follows:

Annualized Revenue Milestone (in billions) (1)	Achievement Status	Stock Price Milestone (1)	Achievement Status
$13.0	Achieved (6)	$45.00	Achieved (2)
$15.0	Achieved (7)	$60.00	Achieved (3)
$17.0	Achieved (8)	$75.00	Achieved (4)
$19.0	Achieved (9)	$90.00	Achieved (5)
$21.0	Achieved (10)	$110.00	Not yet achieved

(1) Under the terms of the 2023 CEO Performance Stock Option, the annualized revenue milestones and stock price milestones set forth in the table above must be achieved by December 31, 2028 and March 31, 2029, respectively.
(2) On March 2, 2024, the Compensation Committee certified achievement of the $45.00 stock price milestone based upon the 60 trading day average stock price from November 29, 2023 through February 26, 2024.
(3) On April 1, 2024, the Compensation Committee certified achievement of the $60.00 stock price milestone based upon the 60 trading day average stock price from December 15, 2023 through March 13, 2024.
(4) On April 1, 2024, the Compensation Committee certified achievement of the $75.00 stock price milestone based upon the 60 trading day average stock price from January 4, 2024 through April 1, 2024.
(5) On May 5, 2024, the Compensation Committee certified achievement of the $90.00 stock price milestone based upon the 60 trading day average stock price from January 31, 2024 through April 25, 2024.
(6) On February 27, 2025, the Compensation Committee certified achievement of the $13.0 billion revenue milestone based on our previous four consecutive fiscal quarters revenue as of June 30, 2024.
(7) On April 22, 2025, the Compensation Committee certified achievement of the $15.0 billion revenue milestone based on our previous four consecutive fiscal quarters revenue as of September 30, 2024.
(8) On April 22, 2025, the Compensation Committee certified achievement of the $17.0 billion revenue milestone based on our previous four consecutive fiscal quarters revenue as of September 30, 2024.
(9) On April 22, 2025, the Compensation Committee certified achievement of the $19.0 billion revenue milestone based on our previous four consecutive fiscal quarters revenue as of December 31, 2024.
(10) On August 26, 2025, the Compensation Committee certified achievement of the $21.0 billion revenue milestone based on our previous four consecutive fiscal quarters revenue as of March 31, 2025.

During the three and six months ended December 31, 2025, we recognized compensation expense related to the 2023 CEO Performance Stock Option of $1.0 million and $1.9 million, respectively. During the three and six months ended December 31, 2024, we recognized compensation expense related to the 2023 CEO Performance Stock Option of $3.8 million and $11.5 million, respectively. As of December 31, 2025, we had $3.6 million in unrecognized compensation cost related to the 2023 CEO Performance Stock Option. The unrecognized compensation cost as of December 31, 2025 is expected to be recognized over a period of 1 year.

The following table summarizes stock option activity during the six months ended December 31, 2025 under all plans:

	Options Outstanding	Weighted Average Exercise Price per Share	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value (in thousands)
Balance as of June 30, 2025	34,848,133	$ 22.47	$ —	—	$ —
Granted	2,394,317	$ 55.33	$ 38.01	—	$ —
Exercised	(1,132,758)	$ 7.46	$ —	—	$ —
Forfeited/Cancelled	(581,829)	$ 39.57	$ —	—	$ —
Balance as of December 31, 2025	35,527,863	$ 24.88	$ —	6.69	$ 453,138
Options exercisable at December 31, 2025	24,445,698	$ 16.92	$ —	5.83	$ 421,961

The total pretax intrinsic value of options exercised during the three and six months ended December 31, 2025 was $16.4 million and $39.7 million, respectively. The total pretax intrinsic value of options exercised during the three and six months ended December 31, 2024 was $52.7 million and $115.8 million, respectively.

As of December 31, 2025, $250.2 million of unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 2.62 years.

RSU Activity

The following table summarizes RSU activity during the six months ended December 31, 2025 under all plans:

	Time-Based RSUs Outstanding	Weighted Average Grant-Date Fair Value per Share
Balance as of June 30, 2025	20,428,647	$ 34.22
Granted	4,644,054	$ 55.41
Released	(5,205,548)	$ 28.66
Forfeited	(879,343)	$ 40.71
Balance as of December 31, 2025	18,987,810	$ 40.63

As of December 31, 2025, $701.7 million of unrecognized compensation cost related to unvested RSUs is expected to be recognized over a weighted-average period of 2.62 years.

Note 12. Income Taxes

We recorded a provision for income taxes of $99.2 million and $139.3 million for the three and six months ended December 31, 2025, respectively, and provision of $57.0 million and $131.7 million for the three and six months ended December 31, 2024, respectively. The effective tax rate was 19.8% and 19.7% for the three and six months ended December 31, 2025, respectively, and 15.2% and 15.1% for the three and six months ended December 31, 2024, respectively. The effective tax rate for the three and six months ended December 31, 2025 was higher than that for the three and six months ended December 31, 2024, primarily due to the significant decrease in tax deductions related to stock-based compensation and research tax credit, due to a lower stock vesting price in the three and six months ended December 31, 2025, combined with an increase of state taxes which was attributable to a change in our jurisdictional mix of income. The effective tax rate for the three and six months ended December 31, 2025 were lower than the U.S. federal statutory rate of 21.0%, primarily due to tax benefits from the foreign-derived intangible income deduction, stock-based compensation, and the U.S. federal research tax credit.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted into law and contains several changes to key U.S. federal income tax laws, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. As of December 31, 2025, we have recognized the tax effects of certain OBBBA provisions. We will continue to evaluate the impact of the OBBBA upon our future effective tax rate, tax liabilities, and cash taxes.

We believe that we have adequately provided reserves for all uncertain tax positions; however, amounts asserted by tax authorities could be greater or less than our current position. Accordingly, our provision on federal, state and foreign tax related matters to be recorded in the future may change as revised estimates are made or as the underlying matters are settled or otherwise resolved.

In general, the federal statute of limitations remains open for tax years ended June 30, 2022 through 2025. Various states' statutes of limitations remain open in general for tax years ended June 30, 2021 through 2025. Certain statutes of limitations in major foreign jurisdictions remain open for the tax years ended June 30, 2019 through 2025. It is reasonably possible that our gross unrecognized tax benefits will decrease by approximately $4.1 million, in the next 12 months, due to the lapse of the statute of limitations in certain jurisdictions. These adjustments, if recognized, would positively impact our effective tax rate, and would be recognized as additional tax benefits.

Note 13. Commitments and Contingencies

Litigation and claims

On August 30, 2024, a putative class action complaint was filed against the Company, the Company's Chief Executive Officer, and the Company's Chief Financial Officer in the U.S. District Court for the Northern District of California (*Averza v. Super Micro Computer, Inc., et al.*, No. 5:24-cv-06147). On October 4, 2024, a putative class action complaint was filed in the same court (*Norfolk County Retirement System v. Super Micro Computer, Inc., et al.*, No. 5:24-cv-06980). On October 18, 2024, a putative class action complaint was filed in the same court (*Covey Financial Inc., et al. v. Super Micro Computer, Inc., et al.*, No. 5:24-cv-07274). The complaints contain similar allegations, claiming that (i) each of the defendants violated Section 10(b) of the Securities Exchange Act and Rule 10b-5 promulgated thereunder and (ii) each of the Company's Chief Executive Officer and the Company's Chief Financial Officer violated Section 20(a) of the Securities Exchange Act as controlling persons of the Company for the alleged violations under (i), due (in each case) to alleged misrepresentations and/or omissions in public statements regarding the Company's financial results and its internal controls and procedures. The Court then appointed Universal-Investment-Gesellschaft mbH as the Lead Plaintiff, who thereafter filed a Consolidated Amended Complaint on September 22, 2025. The appointment of Lead Plaintiff has been appealed to the Supreme Court of California. Company filed its Motion to Dismiss on November 21, 2025, with the hearing scheduled for March 12, 2026. These matters are too preliminary to form a judgment as to whether the likelihood of an adverse outcome is probable and we are unable to estimate the possible loss or range of loss, if any.

On September 11, 2024, certain current and former directors and certain current officers of the Company were named as defendants in a putative derivative lawsuit filed in the U.S. District Court for the Northern District of California, captioned *Hollin v. Liang, et al.*, Case No. 5:24-cv-06410 (the "*Hollin* Action"). Four additional putative‑derivative lawsuits have been filed in the same court, captioned *Latypov v. Liang, et al.*, Case No. 5:24-cv-06779 (filed Sept. 26, 2024), *Keritsis v. Liang, et al.*, Case No. 5:24-cv-07753 (filed Nov. 6, 2024), *Roy v. Liang, et al.*, Case No. 5:24-cv-08006 (filed Nov. 14, 2024), and *Jha v. Liang, et al.*, No. 5:24-cv-08792 (filed Dec. 5, 2024) (together with the *Hollin* Action, the "Federal Derivative Litigation"). On November 20, 2024, a similar putative derivative lawsuit was filed in the Superior Court of California, County of Santa Clara, captioned *Spatz v. Liang, et al.*, Case No. 24CV452241 (the "*Spatz* Action"). Two additional putative derivative lawsuits have been filed in the same court, captioned *Clark v. Liang, et al.*, Case No. 24CV454416 (filed Dec. 17, 2024) and *Carter, et al. v. Liang, et al.*, Case No. 24CV454689 (filed Dec. 20, 2024) (together with the *Spatz* Action, the "State Court Derivative Litigation," and together with the Federal Derivative Litigation, the "Derivative Litigation"). The Company was also named as a nominal defendant in the Derivative Litigation. The Federal Derivative Litigation purports to allege derivative claims for breaches of Sections 10(b), 14(a), and 20(a) of the Securities Exchange Act of 1934, as amended, and Rules 10b-5 and 14a-9 promulgated thereunder, breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and contribution arising out of allegations that the Company's officers and directors caused the Company to issue materially false and misleading statements concerning the Company's business operations and financial results. The State Court Derivative Litigation purports to allege claims for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, waste of corporate assets, unjust enrichment, and insider trading arising out of similar allegations as the Federal Derivative Litigation. The plaintiffs in the Derivative Litigation seek unspecified money damages, in addition to punitive damages and other relief. The Court in the *Hollin* Action consolidated the five previously stayed Federal Derivative Litigation actions. The Court in the *Spatz* Action stayed all proceedings and consolidating the three State Court Derivative Litigation actions. On August 29, 2025, certain current and former directors and certain current officers of the Company were named as defendants in another putative derivative lawsuit filed in the Delaware Court of Chancery, captioned *Anderson v. Liang, et al.*, C.A. No. 2025-0986-KSJM. On January 6, 2026, a substantially similar lawsuit was filed in the Delaware Court of Chancery, captioned *Mathiyalagan v. Liang, et. al*. On January 29, 2026, another substantially similar lawsuit was filed in Northern District of California by plaintiffs Employees' Retirement System of the State of Rhode Island and Bucks County Employees' Retirement System. These matters are too preliminary to form a judgment as to whether the likelihood of an adverse outcome is probable and we are unable to estimate the possible loss or range of loss, if any

On November 19, 2024, the Company received a subpoena from the U.S. Securities and Exchange Commission Enforcement Staff in connection with an investigation entitled In the Matter of Super Micro Computer, Inc. The Company continues to produce documents in response to the subpoena. The matter is too preliminary to form a judgment as to whether the likelihood of an adverse outcome is probable and we are unable to estimate the possible loss or range of loss, if any.

Other legal proceedings and indemnifications

In the ordinary course of our business, we periodically receive subpoenas, civil investigative demands, and other formal requests for information from various courts, regulatory bodies, and government agencies. These requests typically seek documents or information related to our customers, products, or transactions in connection with matters that do not directly name or involve us as a party or target. Our general policy is to cooperate and respond fully to such requests as required by law. We are not aware of any such matters that, individually or in the aggregate, are expected to have a material adverse effect on the Company's financial position.

We have entered into indemnification agreements with our current and former directors and executive officers. Under these agreements, we have agreed to indemnify such individuals to the fullest extent permitted by law against liabilities that arise by reason of their status as directors or officers and to advance expenses incurred by such individuals in connection with related legal proceedings. It is not possible to determine the maximum potential amount of payments we could be required to make under these agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each claim. However, we maintain directors and officers liability insurance coverage to reduce its exposure to such obligations.

Purchase Commitments— We have agreements to purchase inventory and non-inventory items primarily through the next 12 months. As of December 31, 2025, these remaining non-cancelable commitments were $3.9 billion, including $276.3 million for related parties. We also review and assess the need for expected loss liabilities on a quarterly basis for all products we do not expect to sell for but have committed purchases from suppliers. There were no loss liabilities recognized as of December 31, 2025 and June 30, 2025.

Lease Commitments— See Note 9, “Leases”, for a discussion of our operating lease commitments.

Note 14. Subsequent Events

CTBC credit agreement

On January 21, 2026, we entered into a credit agreement with a group of lenders led by CTBC Bank Co., Ltd., along with Credit Agricole CIB, Taipei Branch and E.Sun Commercial Bank, Ltd. as lead arrangers. The agreement provides for two revolving credit facilities totaling $710.0 million, with an option to increase total commitments to up to $2.0 billion, subject to certain conditions. On January 30, 2026, we entered into an increased facilities letter under this credit agreement, providing for additional revolving credit facilities in an aggregate amount of $1.1 billion. As a result, the total lender commitments under the credit agreement increased to $1.8 billion.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the condensed consolidated financial statements and the related footnotes included elsewhere in this Quarterly Report on Form 10-Q, and the Annual Report on Form 10-K for the fiscal year ended June 30, 2025, which includes our consolidated financial statements for the fiscal years ended June 30, 2025 and 2024.

Overview

We are a global leader in Application-Optimized Total IT Solutions. Founded and operating in San Jose, California, we are committed to delivering first-to-market innovation for Enterprise, Cloud, AI, and 5G Telco/Edge IT Infrastructure. As a Total IT Solutions manufacturer, our offerings include server, artificial intelligence ("AI") systems, storage, IoT devices, switches, software, and support services. Supermicro's expertise in motherboard, power, and chassis design drives our ability to develop and produce next-generation innovations, from cloud to edge, for our global customers. Our products are designed and manufactured in-house across facilities in the United States, Taiwan, and the Netherlands. Leveraging our global operations for scale and efficiency, we optimize solutions to improve TCO while reducing environmental impact through Green Computing initiatives. Our award-winning portfolio of Server Building Block Solutions empowers customers to tailor systems precisely to their exact workloads and applications. By selecting from a broad family of flexible and reusable building blocks, customers can configure a comprehensive range of form factors, processors, memory, GPUs, storage, networking, power, and cooling solutions, including air-conditioned, free air, and liquid cooling solutions.

We commenced operations in 1993 and have been profitable every year since inception. For the three months ended December 31, 2025 and 2024, our net income was $400.6 million and $320.6 million, respectively. For the six months ended December 31, 2025 and 2024, our net income was $568.8 million and $744.9 million, respectively.

In order to increase our sales and profits, we believe that we must continue to develop flexible application optimized server and storage solutions while being among the first to market with new features and products. Our focus is on delivering Total IT Solutions that integrate, validate, and deliver server, storage, networking and software at the rack and cluster (multi-rack) level. Additionally, we will continue to expand our software offerings and enhance customer service and support, particularly as we increase our focus on large enterprise and data center customers. A key component of our strategy is our Data Center Building Block Solutions ("DCBBS"), which significantly reduces data center build time and enables full integration of AI computing, server, storage, networking, rack, cabling, liquid cooling, end-to-end management software, onsite deployment services, and ongoing maintenance. To further expand our market share, we also recognize the need to strengthen our network of sales partners and distribution channels.

We measure our financial success based on various key indicators, including growth in net sales, gross profit margin, operating margin, and net income per common share. In addition to these financial metrics, a critical non-financial indicator of our success is our ability to rapidly introduce new products and deliver the latest application-optimized server and storage solutions. To support this, we work closely with the developers and manufacturers of key components, allowing us to integrate emerging technologies as they become available. Our ability to quickly bring new products to market, which we believe is enabled by our Building Block Solution architecture and has historically enabled us to capitalize on major technology transitions such as the launch of new GPUs, microprocessors and storage technologies. Accordingly, we closely monitor the product introduction cycles of industry leaders, including NVIDIA Corporation, Intel Corporation, Advanced Micro Devices, Inc., Broadcom Inc., Samsung Electronics Company Limited, Micron Technology, Inc. and others. This strategic focus directly informs our research and development investments, as we continue to allocate resources toward both our current initiatives and future product innovation.

AI and Data Centers

The growing use of AI, which requires enhanced datacenter capabilities, has substantially increased demand for our products. We expect this trend to continue, with further demand for datacenter expansion driven by the AI market. As a result, we will continue to enhance our product capabilities and expand our service offerings, including DCBBS to address the growing demand in the AI market and datacenter markets. We believe that our ability to tailor certain products to the unique needs of these sectors sets us apart from many competitors and positions us to capture an even greater market share going forward.

Macroeconomic Factors

Macroeconomic factors, including inflation, interest rate changes, capital market volatility, global supply chain constraints, tariffs, and global economic and geopolitical developments, have had and may continue to have direct and indirect impacts on our business and results of operations, particularly demand for our products and net sales. While difficult to isolate and quantify, these macroeconomic factors have also impacted and may continue to impact our supply chain and manufacturing costs, employee wages, costs for capital equipment and value of our investments. Further, while many of these macroeconomic factors could have a long-term impact, others may have a short-term impact which could lead to our financial results not being comparable on a period-to-period basis.

Financial Highlights

The following is a summary of our financial highlights for the three months ended December 31, 2025 and 2024:

	Three Months Ended December 31,	
	2025	2024
Net sales	$ 12,682,491	$ 5,677,962
Gross profit	$ 798,567	$ 670,022
Total operating expenses	$ 324,269	$ 301,398
Income from operations	$ 474,298	$ 368,624
Net income	$ 400,564	$ 320,596
Net income per diluted share	$ 0.60	$ 0.51

- Net sales increased by 123.4% in the three months ended December 31, 2025 as compared to the three months ended December 31, 2024 primarily driven by fulfillment and shipment of orders to support our customers' datacenter deployment, including a large design win from one customer, during the second quarter, some of which were originally delayed in the previous quarter, due to customer configuration upgrades and data center readiness matters. An increase in our average selling price also contributed modestly by product mix.
- Gross margin decreased to 6.3% in the three months ended December 31, 2025 from 11.8% in the three months ended December 31, 2024, primarily due to our strategy to offer competitive pricing to gain market share and a change in product and customer mix.
- Operating expenses increased by 7.6% in the three months ended December 31, 2025 as compared to the three months ended December 31, 2024, primarily due to higher headcount and increases in salary and stock-based compensation.
- Net income increased to $400.6 million in the three months ended December 31, 2025 as compared to $320.6 million in the three months ended December 31, 2024, which was primarily due to a higher increase in net sales.

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which are prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and related disclosures. On an ongoing basis, we regularly evaluate our accounting estimates based on historical experience and on various other assumptions that we believe are reasonable under the circumstances. The actual impact on our financial performance could differ from these estimates under different assumptions or conditions.

An accounting estimate is considered critical if both (i) the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment involved, and (ii) the impact within a reasonable range of outcomes of the estimates and assumptions is material to our condensed consolidated financial statements. Critical accounting estimates in the areas of inventories, revenue recognition, and income taxes, when applicable, have the greatest potential impact on our condensed consolidated financial statements. Therefore, we consider these to be our critical accounting estimates.

There have been no material changes to our critical estimates as compared to those disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2025.

Results of Operations

Components of Results of Operations

Net Sales

Net sales primarily consist of sales of our server and storage solutions, including systems and related services, subsystems, and accessories. The key factors that impact net sales of our server and storage systems are the number of servers and racks sold, as well as the average selling prices per server or rack. For subsystems and accessories, the main drivers of net sales are the number of units shipped and the average selling price per unit. The prices for our server and storage systems can vary widely depending on the configuration, including factors such as speed, functionality and performance of key components, including CPUs, GPUs, SSDs, cooling systems, and memory. Similarly, the prices for our subsystems and accessories fluctuate depending on the relative value of the specific item being purchased, such as power supplies, server boards, chassis or other accessories.

Cost of Sales, Gross Profit and Gross Margin

Cost of sales primarily consists of the costs to manufacture our products, which includes: the costs of components and materials, contract manufacturing, shipping, personnel expenses (salaries, benefits, stock-based compensation and incentive bonuses), equipment and facility expenses, warranty costs and inventory reserve charges.

We use several suppliers and contract manufacturers to design and manufacture subsystems in accordance with our specifications, with most final assembly and testing performed at our manufacturing facilities in the region where our products are sold. We work with Ablecom, one of our key contract manufacturers and a related party, for our chassis and certain other components. We also outsource a significant part of the manufacturing of certain components, particularly power supplies, to Compuware, also a related party. We also collaborate on design and development activities with Ablecom and Compuware, where we substantially fund the design costs and retain the intellectual property rights. Our purchases of products from Ablecom and Compuware combined represented 1.6% and 2.1% of cost of sales on our condensed consolidated statements of operations for the three and six months ended December 31, 2025, respectively, and 2.7% and 3.7% of cost of sales on our condensed consolidated statements of operations for the three and six months ended December 31, 2024, respectively. For further details on our dealings with related parties, see Note 10, “Related Party Transactions” in the notes to the condensed consolidated financial statements.

Research and Development

Research and development expenses consist of personnel expenses including salaries, benefits, stock-based compensation and incentive bonuses, and related expenses for our research and development personnel, as well as product development costs such as materials and supplies, consulting services, third-party testing services and equipment and facility expenses related to our research and development activities.

Sales and Marketing

Sales and marketing expenses consist primarily of personnel expenses including salaries, benefits, stock-based compensation and incentive bonuses, and related expenses for our sales and marketing personnel, cost for trade shows, sales representative fees and marketing programs. From time to time, we receive marketing development funding from certain suppliers. Under these arrangements, we are reimbursed for certain marketing costs that we incur as part of the joint promotion of our products and those of our suppliers. These amounts offset a portion of the related expenses and have the effect of reducing our reported sales and marketing expenses.

General and Administrative

General and administrative expenses consist primarily of general corporate costs, including personnel expenses such as salaries, benefits, stock-based compensation and incentive bonuses, and related expenses for our general and administrative personnel, financial reporting, corporate governance and compliance, outside legal, audit, tax fees, insurance and credit losses on accounts receivable.

Other Income, Net, Interest Income, and Interest Expense

Other income, net, interest income, and interest expense consists primarily of interest earned on our investments and cash balances, interest incurred on our debt, and foreign exchange gains and losses.

Income Tax Provision

Our income tax provision is based on our taxable income generated in the jurisdictions in which we operate, which primarily include the United States, Taiwan, and the Netherlands. Our effective tax rate differs from the statutory rate primarily due to research and development tax credits, certain non-deductible expenses, tax benefits from foreign derived intangible income, and stock-based compensation.

The following table presents certain items of our condensed consolidated statements of operations for the three and six months ended December 31, 2025 and 2024 (in millions):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Net sales	$ 12,682.5	$ 5,678.0	$ 17,700.3	$ 11,615.2
Cost of sales	11,883.9	5,007.9	16,434.3	10,169.6
Gross profit	798.6	670.1	1,266.0	1,445.6
Operating expenses:				
Research and development	180.8	158.2	354.1	290.5
Sales and marketing	73.1	79.6	121.0	148.4
General and administrative	70.4	63.6	134.3	128.9
Total operating expenses	324.3	301.4	609.4	567.8
Income from operations	474.3	368.7	656.6	877.8
Other income, net	0.2	4.2	0.1	3.4
Interest income	51.0	8.8	102.4	16.8
Interest expense	(25.3)	(6.5)	(50.3)	(23.9)
Income before income tax provision	500.2	375.2	708.8	874.1
Income tax provision	(99.1)	(57.0)	(139.3)	(131.7)
Share of (loss) income from equity investee, net of taxes	(0.5)	2.4	(0.7)	2.5
Net income	$ 400.6	$ 320.6	$ 568.8	$ 744.9

The following table presents certain items of our condensed consolidated statements of operations expressed as a percentage of net sales for the three and six months ended December 31, 2025 and 2024:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	93.7 %	88.2 %	92.8 %	87.6 %
Gross profit	6.3 %	11.8 %	7.2 %	12.4 %
Operating expenses:				
Research and development	1.4 %	2.8 %	2.0 %	2.5 %
Sales and marketing	0.6 %	1.4 %	0.7 %	1.3 %
General and administrative	0.5 %	1.1 %	0.8 %	1.1 %
Total operating expenses	2.5 %	5.3 %	3.5 %	4.9 %
Income from operations	3.8 %	6.5 %	3.7 %	7.5 %
Other income, net	— % *	0.1 %	— % *	0.1 %
Interest income	0.4 %	0.1 %	0.6 %	0.1 %
Interest expense	(0.2)%	(0.1)%	(0.3)%	(0.2)%
Income before income tax provision	4.0 %	6.6 %	4.0 %	7.5 %
Income tax provision	(0.8)%	(1.0)%	(0.8)%	(1.1)%
Share of (loss) income from equity investee, net of taxes	— % *	— % *	— % *	— % *
Net income	3.2 %	5.6 %	3.2 %	6.4 %

*Represents an amount less than 0.1%.

Net Sales

The following table presents net sales for the three and six months ended December 31, 2025 and 2024 (dollars in millions):

	Three Months Ended December 31,		Change		Six Months Ended December 31,		Change	
	2025	2024	$	%	2025	2024	$	%
Net sales	$ 12,682.5	$ 5,678.0	$ 7,004.5	123.4 %	$ 17,700.3	$ 11,615.2	$ 6,085.1	52.4 %

Comparison of the Three Months Ended December 31, 2025 and 2024

The $7,004.5 million or 123.4% increase in net sales was primarily due to fulfillment and shipment of orders to support our customers' datacenters deployment, including a large design win from a customer, during the three months ended December 31, 2025, some of which were originally delayed due to customer configuration upgrades and data center readiness matters. An increase in our average selling price compared to the prior quarter ended December 31, 2024 also contributed modestly by product mix. This was most pronounced in increased billings for AI GPU related products of $7,398.2 million or 169.7% year over year, including liquid-cooled and air-cooled servers that are generally more complex and of higher average selling price. This was partially offset by decreased sales across other product categories by $475.9 million, or 42.5% as we continue to focus on gaining market share from our AI GPU platforms.

Comparison of the Six Months Ended December 31, 2025 and 2024

The $6,085.1 million or 52.4% increase in net sales was primarily due to fulfillment and shipment of orders to support our customers' datacenters deployment, including a large design win from a customer, during the six months ended December 31, 2025. An increase in our average selling price compared to the six months ended December 31, 2024 also contributed modestly by product mix. This was most pronounced in increased billings for AI GPU related products of $6,870.4 million or 77.4% year over year, including liquid-cooled and air-cooled servers that are generally more complex and of higher average selling price. This was partially offset by decreased sales across other product categories by $784.5 million, or 34.3% as we continue to focus on gaining market share from our AI GPU platforms.

Cost of Sales, Gross Profit, and Gross Margin

Cost of sales and gross margin for the three and six months ended December 31, 2025 and 2024 are as follows (dollars in millions):

	Three Months Ended December 31,		Change		Six Months Ended December 31,		Change	
	2025	2024	$	%	2025	2024	$	%
Cost of sales	$ 11,883.9	$ 5,007.9	$ 6,876.0	137.3 %	$ 16,434.3	$ 10,169.6	$ 6,264.7	61.6 %
Percentage of total net sales	93.7 %	88.2 %			92.8 %	87.6 %		
Gross profit	$ 798.6	$ 670.1	$ 128.5	19.2 %	$ 1,266.0	$ 1,445.6	$ (179.6)	(12.4)%
Gross margin	6.3 %	11.8 %		(5.5)%	7.2 %	12.4 %		(5.2)%

Comparison of the Three Months Ended December 31, 2025 and 2024

The $6,876.0 million or 137.3% increase in cost of sales was primarily driven by an increase of approximately $6,429.2 million or 119.2% in certain products including GPU servers, HPC systems, and rack-scale solutions, consistent with the higher shipment volume during the three months ended December 31, 2025 as compared to the three months ended December 31, 2024. The remaining increases in cost of sales were driven by a $142.0 million or 2621.0% increase in tariff expenses driven by new trade policies, a $107.3 million or 419.8% increase in inventory write-down adjustments resulting from excess and obsolete inventory with either insufficient demand or reduced realizable value, and a $197.4 million or 47.5% increase due to a decrease in vendor rebates.

The 5.5% decrease in the gross margin was due to a change in product and customer mix, higher production and expedite costs as we began to ship new AI GPU platforms on a large scale and the increases in tariff expense and inventory write-down adjustments described above.

Comparison of the Six Months Ended December 31, 2025 and 2024

The $6,264.7 million or 61.6% increase in cost of sales was primarily driven by an increase of approximately $5,657.2 million or 52.2% in certain products including GPU servers, HPC systems, and rack-scale solutions, consistent with the higher shipment volume during the six months ended December 31, 2025 as compared to the six months ended December 31, 2024. The remaining increases in cost of sales were driven by a $184.2 million or 1151.3% increase in tariff expenses driven by new trade policies, a $134.7 million or 388.0% increase in inventory write-down adjustments resulting from excess and obsolete inventory with either insufficient demand or reduced realizable value, and a $288.6 million or 40.0% increase due to a decrease in vendor rebates.

The 5.2% decrease in the gross margin was due to a change in product and customer mix, higher production and expedite costs as we began to ship new AI GPU platforms on a large scale and the increases in tariff expense and inventory write-down adjustments described above.

Operating Expenses

Operating expenses for the three and six months ended December 31, 2025 and 2024 are as follows (dollars in millions):

	Three Months Ended December 31,		Change		Six Months Ended December 31,		Change	
	2025	2024	$	%	2025	2024	$	%
Research and development	$ 180.8	$ 158.2	$ 22.6	14.3 %	$ 354.1	$ 290.5	$ 63.6	21.9 %
Percentage of total net sales	1.4 %	2.8 %			2.0 %	2.5 %		
Sales and marketing	$ 73.1	$ 79.6	$ (6.5)	(8.2)%	$ 121.0	$ 148.4	$ (27.4)	(18.5)%
Percentage of total net sales	0.6 %	1.4 %			0.7 %	1.3 %		
General and administrative	$ 70.4	$ 63.6	$ 6.8	10.7 %	$ 134.3	$ 128.9	$ 5.4	4.2 %
Percentage of total net sales	0.5 %	1.1 %			0.8 %	1.1 %		
Total operating expenses	$ 324.3	$ 301.4	$ 22.9	7.6 %	$ 609.4	$ 567.8	$ 41.6	7.3 %

Comparison of the Three Months Ended December 31, 2025 and 2024

Research and development expenses. The $22.6 million or 14.3% increase in research and development expenses was primarily driven by an increase in employee-related costs of $20.0 million, or 13.6%, mainly comprised of a $14.4 million, or 17.0%, increase in salaries, and a $8.7 million, or 17.2%, increase in stock-based compensation, as we expanded our workforce and invested in key talent to support our global growth across regions.

Sales and marketing expenses. The $6.5 million or 8.2% decrease in sales and marketing expenses was primarily driven by a $11.6 million, or 240.8%, higher marketing development fund received from certain business partners related to co-marketing and advertising events to promote products, which reduced sales and marketing expense, and $13.1 million, or 48.6%, decrease in standard marketing and advertising activities during the three months ended December 31, 2025 as compared to the three months ended December 31, 2024. These decreases along with other minor cost decreases were partially offset by an increase in employee-related costs, mainly due to a $17.0 million, or 41.2%, increase in salaries and a $0.8 million, or 8.0%, increase in stock-based compensation, similar to our research and development expenses as we expanded our workforce and invested in key talent company-wide.

General and administrative expenses. The $6.8 million or 10.7% increase in general and administrative expenses was primarily attributable to a $6.4 million or 567.4% increase in excise and franchise tax expense directly related to the increase in sales compared to prior-year quarter which increased the related tax expense, and an increase of $3.5 million or 30.3% in indirect facilities costs such as rental costs, utility costs, and depreciation costs. Additionally, there was a $0.8 million or 15.2% increase in consulting fees, driven by greater use of external consultants to support and enhance our financing activities and other initiatives. These increases were partially offset by a $4.6 million or 39.5% reduction in legal fees driven by the absence of litigation fees due to resolved legal matters.

Comparison of the Six Months Ended December 31, 2025 and 2024

Research and development expenses. The $63.6 million or 21.9% increase in research and development expenses was primarily driven by an increase in employee-related costs of $60.1 million, or 22.1%, mainly comprised of a $36.2 million, or 21.8%, increase in salaries, and a $29.6 million, or 33.9%, increase in stock-based compensation, as we expanded our workforce and invested in key talent to support our global growth across regions.

Sales and marketing expenses. The $27.4 million or 18.5% decrease in sales and marketing expenses was primarily driven by a $28.8 million, or 268.3%, higher marketing development fund received from certain business partners related to co-marketing and advertising events to promote products, which reduced sales and marketing expense, and a $15.7 million, or 36.7%, decrease in normal marketing and advertising activities the six months ended December 31, 2025 as compared to the six months ended December 31, 2024. These decreases along with other minor cost decreases were partially offset by an increase in employee-related costs, mainly due to a $12.2 million, or 14.1%, increase in salaries and a $4.1 million, or 23.7%, increase in stock-based compensation, similar to our research and development expenses as we expanded our workforce and invested in key talent company-wide.

General and administrative expenses. The $5.4 million or 4.2% increase in general and administrative expenses was primarily attributable to a $7.1 million or 30.3% increase in indirect facilities costs such as rental costs, utility costs, and depreciation costs, a $4.3 million or 104.7% increase in excise and franchise tax expense directly related to the increase in sales compared to prior-year quarter which increased the related tax expense, a $2.9 million or 27.3% increase in consulting fees, driven by greater use of external consultants to support and enhance our financing activities and other initiatives. Additionally, there was a $1.9 million or 3.2% net increase in employee-related costs including salaries, bonus, and stock-based compensation as we expanded our workforce and invested in key talent. These increases were partially offset by a $6.6 million or 51.3% reduction in audit and tax fees, driven by an absence of additional costs related to the delayed filing of our fiscal 2024 Form 10-K, and a $5.3 million or 30.0% reduction in legal fees driven by the absence of litigation fees due to resolved matters.

Other Income, Net, Interest Income, and Interest Expense

Other income, net, interest income, and interest expense for the three and six months ended December 31, 2025 and 2024 are as follows (dollars in millions):

	Three Months Ended December 31,		Change		Six Months Ended December 31,		Change	
	2025	2024	$	%	2025	2024	$	%
Other income, net	$ 0.2	$ 4.2	$ (4.0)	(95.2)%	$ 0.1	$ 3.4	$ (3.3)	(97.1)%
Percentage of total net sales	— %	0.1 %			— %	0.1 %		
Interest income	51.0	8.8	42.2	479.5 %	102.4	16.8	85.6	509.5 %
Percentage of total net sales	0.4 %	0.1 %			0.6 %	0.1 %		
Interest expense	(25.3)	(6.5)	(18.8)	289.2 %	(50.3)	(23.9)	(26.4)	110.5 %
Percentage of total net sales	(0.2)%	(0.1)%			(0.3)%	(0.2)%		
Other income, net and interest expense	$ 25.9	$ 6.5	$ 19.4	298.5 %	$ 52.2	$ (3.7)	$ 55.9	(1,510.8)%

Comparison of the Three Months Ended December 31, 2025 and 2024

The $4.0 million or 95.2% decrease in other income, net was primarily driven by unfavorable foreign currency exchange rate fluctuations resulting from a weaker U.S. dollar during the three months ended December 31, 2025.

The $42.2 million or 479.5% increase in interest income, net for the three months ended December 31, 2025 as compared to the three months ended December 31, 2024, was primarily driven by higher interest income as a result of increased cash deposits funded by the proceeds from our convertible notes issuance.

The $18.8 million or 289.2% increase in interest expense was primarily driven by a $22.7 million or 2012.3% increase in interest and amortization related to the amendment of the 2029 Convertible Notes and new issuance of the 2028 Convertible Notes and the 2030 Convertible Notes during the second half of fiscal 2025. This increase was partially offset by a $3.6 million or 70.6% decrease in interest expense associated with our Bank of America line of credit and term loans, which were fully repaid in November 2024.

Comparison of the Six Months Ended December 31, 2025 and 2024

The $3.3 million or 97.1% decrease in other income, net was primarily driven by a $13.7 million impairment loss related to our non-marketable investments during the six months ended December 31, 2025. This decrease along with other minor decreases were partially offset by a $7.9 million or 755.0% gain from mark-to-market adjustments on a marketable equity securities investment for the six months ended December 31, 2025 as compared to the six months ended December 31, 2024.

The $85.6 million or 509.5% increase in interest income was primarily driven by higher interest income. This is mainly comprised of an increase of $85.6 million or 510.1% in interest income for the six months ended December 31, 2025 as compared to the six months ended December 31, 2024, reflecting increased cash deposits funded by the proceeds from our convertible notes issuance.

The $26.4 million or 110.5% increase in interest expense was primarily driven by a $44.5 million or 1500.0% increase in interest and amortization related to the amendment of the 2029 Convertible Notes and new issuance of the 2028 Convertible Notes and the 2030 Convertible Notes during the second half of fiscal 2025. This increase was partially offset by a $17.9 million or 88.3% decrease in interest expense associated with our Bank of America line of credit and term loans, which were fully repaid in November 2024.

Income Tax Provision

Income tax provision and effective tax rates for the three months ended December 31, 2025 and 2024 are as follows (dollars in millions):

	Three Months Ended December 31,		Change		Six Months Ended December 31,		Change	
	2025	2024	$	%	2025	2024	$	%
Income tax provision	$ (99.1)	$ (57.0)	$ (42.1)	73.9 %	$ (139.3)	$ (131.7)	$ (7.6)	5.8 %
Percentage of total net sales	(0.8)%	(1.0)%			(0.8)%	(1.1)%		
Effective tax rate	(19.8)%	(15.2)%			(19.7)%	(15.1)%		

Comparison of the Three Months Ended December 31, 2025 and 2024

Income tax provision increased by $42.1 million or 73.9% primarily due to an increase in worldwide income before income tax provision that increased tax expense by $26.4 million, and a lower tax benefit from stock-based compensation of approximately $9.2 million, an increase of state tax expense by $11.8 million, and offset by the effects of other immaterial tax items of approximately $5.2 million. The income before income tax provision for the second quarter of fiscal 2026 was $500.2 million, which is an increase of $125.0 million or 33.4%.

Our quarterly effective income tax rate is based on the estimated annual income tax rate forecast and discrete tax items recognized in the period. The effective tax rate for the three months ended December 31, 2025, is higher than that for the three months ended December 31, 2024, primarily due to a significant decrease in stock-based compensation tax deduction and lower research tax credit because of lower stock vesting price in the three months ended December 31, 2025.

Comparison of the Six Months Ended December 31, 2025 and 2024

Income tax provision increased by $7.6 million or 5.8% primarily due to a decline in worldwide income before income tax provision that reduced tax expense by $33.7 million which was offset by a lower tax benefit from stock-based compensation of approximately $23.7 million, an increase of state tax expense by $10.9 million, and the effects of other immaterial tax items of approximately $6.7 million. The income before income tax provision for the six months ended December 31, 2025 was $708.8 million, which is a decrease of $165.3 million or 18.9%.

Our quarterly effective income tax rate is based on the estimated annual income tax rate forecast and discrete tax items recognized in the period. The effective tax rate for the six months ended December 31, 2025, is higher than that for the six months ended December 31, 2024, primarily due to a significant decrease in stock-based compensation tax deduction and lower research tax credit because of lower stock vesting price in the six months ended December 31, 2025.

Liquidity and Capital Resources

We have financed our growth primarily with funds generated from operations, as well as utilizing borrowing facilities, selling our common stock, and issuing convertible notes. Recent drivers of liquidity changes included an increase in the need for working capital due to higher levels of inventory required to support future growing revenues, greater requests for longer payment terms from customers due to increasing system costs and to a lesser extent longer supply chain lead times on certain key components. Our cash and cash equivalents were $4.1 billion and $5.2 billion as of December 31, 2025 and June 30, 2025, respectively. Our cash and cash equivalents held in foreign locations was $616.3 million and $607.2 million as of December 31, 2025 and June 30, 2025, respectively.

Amounts held outside of the United States are typically used to meet non-U.S. liquidity needs. Repatriations of these funds are generally not subject to U.S. federal income tax, though state income or foreign withholding taxes may apply. In cases where local restrictions prevent the intercompany transfer of funds, our strategy is to retain cash balances outside the U.S. and meet liquidity needs through operating cash flows, external borrowings, or both. We do not expect restrictions or potential taxes on the repatriation of amounts held outside the U.S. to materially affect our overall liquidity, financial condition, or results of operations.

We believe that our current cash, cash equivalents, borrowing capacity available from our credit facilities and internally generated cash flows will be sufficient to support our operating businesses and maturing debt and interest payments for the 12 months following the issuance of these condensed consolidated financial statements. We continue to assess financing options that may be necessary to support the growth of our business.

Our key cash flow metrics were as follows (in millions):

	Six Months Ended December 31,		Change
	2025	2024	$
Net cash (used in) provided by operating activities	$ (941.4)	$ 169.1	$ (1,110.5)
Net cash used in investing activities	(78.5)	(71.8)	(6.7)
Net cash provided by (used in) financing activities	47.5	(337.4)	384.9
Effect of exchange rate fluctuations on cash	(6.2)	0.8	(7.0)
Net decrease in cash, cash equivalents and restricted cash	$ (978.6)	$ (239.3)	$ (739.3)

Operating Activities

Net cash used in operating activities during the six months ended December 31, 2025 mostly consisted of $568.8 million net income adjusted for certain non-cash items, such as $179.6 million of stock-based compensation expense, $25.4 million of depreciation and amortization expense, and changes in working capital. The decrease in cash flows from operating activities during the six months ended December 31, 2025 compared to the six months ended December 31, 2024 was due to an increase in inventory purchases, accounts receivables from customers, and other operational spending, partially offset by higher stock-based compensation and an increase in net income.

Investing Activities

Net cash used in investing activities during the six months ended December 31, 2025 mostly consisted of $53.5 million of purchases of property, plant, and equipment as we continued to invest in real estate, servers, data centers, and network infrastructure, as well as investments made in equity securities of $25.0 million. The increase in cash used in investing activities during the six months ended December 31, 2025 compared to the six months ended December 31, 2024, was mostly due to increases in purchases of property, plant, and equipment.

Financing Activities

Net cash provided by financing activities during the six months ended December 31, 2025 mostly consisted of net proceeds from lines of credit and term loans of $115.4 million, partially offset by payment for withholding taxes related to settlement of equity awards of $71.1 million. The increase in cash provided by financing activities during the six months ended December 31, 2025 compared to the six months ended December 31, 2024, was mostly due to an increase in net proceeds from lines of credits and term loans.

Other Factors Affecting Liquidity and Capital Resources

Refer to Note 7, “Lines of Credit, Revolving Credit Facilities, and Term Loans”, in the notes to the condensed consolidated financial statements in this Quarterly Report for further information on our outstanding debt.

Refer to Note 8, “Convertible Notes”, in the notes to the condensed consolidated financial statements in this Quarterly Report for further information on the amendment of the terms of the 2029 Convertible Notes, and the issuance of the 2028 Convertible Notes and the 2030 Convertible Notes.

Capital Expenditure Requirements

We anticipate our capital expenditures for the remainder of fiscal year 2026 will be in range of $200.0 million to $220.0 million, primarily relating to costs associated with our global manufacturing capabilities, including tooling for new products, new information technology investments, and facilities upgrades and expansion. We will also continue to evaluate new business opportunities and new markets. As a result, our future growth within the existing business or new opportunities and markets may dictate the need for additional facilities and capital expenditures to support that growth. We evaluate capital expenditure projects based on a variety of factors, including expected strategic impacts (such as forecasted impact on net sales growth, productivity, expenses, service levels and customer retention).

Our future capital requirements will depend on a variety of factors, including our growth rate, the timing and scale of investments to support product development, the expansion of sales and marketing efforts, the launch of new and enhanced software and services offerings, and continued investments in our office facilities and IT system infrastructure.

Contractual Obligations

Our estimated future obligations as of December 31, 2025, include both current and long-term obligations. For our long-term debt, as noted in Note 7, “Lines of Credit, Revolving Credit Facilities, and Term Loans” in the notes to the condensed consolidated financial statements, we have a current obligation of $201.8 million and a long-term obligation of $21.4 million. Additionally, as noted in Note 8, “Convertible Notes” in the notes to the condensed consolidated financial statements, we have a convertible debt obligation of $4,725.0 million. Under our operating leases as noted in Note 9, “Leases” in the notes to the condensed consolidated financial statements, we have a current obligation of $31.8 million and a long-term obligation of $354.1 million. As noted in Note 13, “Commitments and Contingencies” in the notes to the condensed consolidated financial statements, we have current obligations related to non-cancelable purchase commitments of $3.9 billion.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our condensed consolidated financial statements, see Note 1, “Organization and Summary of Significant Accounting Policies”, in our notes to the condensed consolidated financial statements in this Quarterly Report.

Item 3. *Quantitative and Qualitative Disclosure About Market Risk*

Investment and Interest Rate Risk

We are exposed to interest rate risk related to our fixed-rate investment portfolio and outstanding debt. The investment portfolio is managed consistent with our overall liquidity strategy in support of both working capital needs and growth of our businesses.

The primary objectives of our investment activities are to preserve principal, provide liquidity and maximize income without significantly increasing the risk. Some of the securities we invest in are subject to market risk. This means that a change in prevailing interest rates may cause the fair value of the investment to fluctuate. To minimize this risk, we maintain our portfolio of cash equivalents and short-term investments in money market funds and certificates of deposit. Our investment in an auction rate security has been classified as non-current due to the lack of a liquid market for these securities. Since our results of operations are not dependent on investments, the risk associated with fluctuating interest rates is limited to our investment portfolio, and we believe that a 10% change in interest rates would not have a significant impact on our results of operations. As of December 31, 2025, our investments were in money market funds, certificates of deposits and auction rate securities.

We are exposed to changes in interest rates as a result of our borrowings under our term loans and revolving lines of credit. The interest rates for the term loans and the revolving lines of credit ranged from 1.3% to 5.9% at December 31, 2025 and 1.3% to 5.8% at June 30, 2025. Based on the outstanding principal indebtedness of $223.2 million under our credit facilities as of December 31, 2025, we believe that a 10% change in interest rates would not have a significant impact on the results of operations.

Foreign Exchange Rate Risk

We consider our direct exposure to foreign exchange rate fluctuations to be minimal as substantially all of our sales and purchases are in United States dollars. To date, our international customer and supplier agreements have been denominated primarily in U.S. dollars and accordingly, we have limited exposure to foreign currency exchange rate fluctuations from customer agreements. The functional currency of our subsidiaries in the Netherlands, Taiwan and Malaysia is the U.S. dollar. However, certain loans and transactions in these entities are denominated in a currency other than the U.S. dollar, and thus we are subject to foreign currency exchange rate fluctuations associated with re-measurement to U.S. dollars. Such fluctuations have not been significant historically, and a 10% change in foreign currency exchange rates would not have a significant impact on the results of operations. Gains or losses from foreign currency remeasurement are included in other income or expenses.

Item 4. *Controls and Procedures*

Attached as exhibits to this Quarterly Report on Form 10-Q are certifications of our Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Exchange Act. This “Controls and Procedures” section includes information concerning the internal controls and controls evaluation referred to in the certifications.

(a) Management’s Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, is responsible for evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2025. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that their objectives are met. Because of the inherent limitations in all control systems, no evaluation of disclosure controls and procedures can provide absolute assurance that all disclosure control issues, if any, have been detected. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level as of December 31, 2025 due to the material weaknesses in our internal control over financial reporting, described below, that were previously identified in our Annual Report on Form 10-K for the fiscal year ended June 30, 2025 filed on August 28, 2025. Notwithstanding the identified material weaknesses, management believes and has concluded that the condensed consolidated financial statements included in this Quarterly Report fairly present, in all material respects, our financial condition, results of operations, and cash flows for the periods presented in conformity with U.S. GAAP.

(b) Material Weakness in Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2025. In making this assessment, our management used the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected in a timely basis.

As previously reported in our Annual Report on Form 10-K for the fiscal year ended June 30, 2025, the following material weaknesses in internal control over financial reporting first identified in our Annual Report on Form 10-K for the fiscal year ended June 30, 2024 filed on February 25, 2025, remain unremediated as of December 31, 2025:

(i) information technology general controls ("ITGC") for certain systems that support our financial reporting process were not appropriately identified, designed or implemented; (ii) controls to address segregation of duties conflicts were not properly designed and appropriately implemented; (iii) controls over the completeness and accuracy of information we produce, impacting multiple financial statement areas were not properly implemented or documented; and (iv) we did not design, implement and retain appropriate documentation of control procedures to achieve timely, complete and accurate recording and disclosures across multiple financial statement areas including the timely identification and disclosure of new related party transactions.

The above material weaknesses could have increased the risk of unauthorized access to certain information technology systems that support our financial reporting processes, manipulation of data that we use to produce our financial statements, and/or lack of complete and accurate information, which could lead to financial misstatements and affect our ability to report our information on a timely basis.

Notwithstanding the material weaknesses in internal control over financial reporting described above, management believes and has concluded that the condensed consolidated financial statements included in this Quarterly Report fairly present, in all material respects, our financial condition, results of operations, and cash flows for the periods presented in conformity with U.S. GAAP.

(c) Inherent Limitations on Effectiveness of Controls

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements and projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

(d) Remediation Plan and Status

We have identified and implemented specific actions intended to improve the effectiveness of our internal control over financial reporting and disclosure controls and procedures and will continue to do so until the remediation of the material weaknesses identified above is complete, and we are able to conclude that both our internal control over financial reporting and our disclosure controls and procedures are effective. During the quarter and six months ended December 31, 2025, we made significant progress on our remediation efforts and began to implement additional changes designed to improve our internal controls over financial reporting and to remediate the material weaknesses, including, but not limited to:

- Successfully implemented a full redesign of our Enterprise Resource Planning ("ERP") system security role structure and segregation of duties ("SOD") rulesets, to address issues relating to access which were not appropriately aligned with the defined role, including lack of visibility into SOD conflicts related issues that collectively contributed to the material weakness. This redesign has significantly simplified our security design. We believe this redesign will likely successfully remediate the SOD-related material weakness and results in a less complex, sustainable, compliant access model that reduces high-risk SOD conflicts across the company, also supported by an enhanced detective and monitoring mechanism to review all ruleset changes, subject to the completion of operating effectiveness testing during fiscal year 2026;
- Continued to implement enhancements to our global learning management and communication system, to develop and roll out numerous compliance and other mandatory training courses, across various areas, including Finance, Compliance, Information Technology and Sales, to our global workforce with an expanded focus on key areas such as Related party transactions, Cyber security matters, Revenue recognition and Internal controls over financial reporting among others, to ensure that our personnel have the appropriate training to execute their job responsibilities;
- Successfully completed a transition to a best in class Information Technology Service Management ("ITSM") tool thereby enhancing change management practices across all our IT applications, including our infrastructure and security thereby ensuring standardization of processes, applying a risk based approval workflow model, and establishing stronger governance protocols as it relates to our overall change management processes. We believe these actions will assist with the successful remediation of the material weakness we previously identified relating to the deficiencies noted in the design and implementation of ITGC controls for systems that support our financial reporting processes; and
- Continuing to enhance our accounting policies and related information provided by entity ("IPE") documentation, and, as part of the financial reporting process, implementing the use of supplementary checklists as well as conducting additional reviews and evaluations of transactions to improve the accuracy and reliability of our financial information. We also have designed and implemented additional control procedures, including a more comprehensive review of transactions as part of our close process, to achieve timely, complete and accurate recording and disclosures across multiple financial statement areas including but not limited to the timely identification and disclosure of new related party transactions, leases among other areas.

Implementing and maintaining an effective financial reporting system is a continuous effort that requires us to anticipate and react to changes in our business and in the economic and regulatory environments, and to expend significant resources to maintain a financial reporting system that is adequate to satisfy our reporting obligations. As we continue to evaluate and take actions to improve our internal control over financial reporting, we may take additional actions to address control deficiencies or modify certain of the remediation measures described above.

While we have made significant progress to enhance our internal control over financial reporting, we are still in the process of implementing certain additional processes, procedures and controls. We will require additional time to complete implementation, to complete testing and to assess and ensure the long-term sustainability of these procedures. We believe the above actions will be effective in remediating the material weaknesses described above, and we will continue to devote significant time and attention to these remedial efforts. However, the material weaknesses cannot be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded after completion of appropriate testing that these controls are operating effectively.

(e) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the quarter ended December 31, 2025 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

However, as noted above, we will continue implementing changes to our internal control over financial reporting to address the material weaknesses described above.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this item is incorporated herein by reference to the information set forth in Note 13, "Commitments and Contingencies" in the notes to the condensed consolidated financial statements included in this Quarterly Report.

Due to the inherent uncertainties of legal proceedings, we cannot predict the outcome of the proceedings at this time, and we can give no assurance that they will not have a material adverse effect on our financial condition or results of operations.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties, including the factors discussed in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2025, which are incorporated herein by reference, and which could adversely affect our business, financial conditions, and future results. There have been no material changes from the risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

During the three months ended December 31, 2025, we did not repurchase shares of our common stock.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Rule 10b5-1 Trading Plans

During the three months ended December 31, 2025, none of the Company’s executive officers or directors adopted trading plans pursuant to Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended, no pre-existing trading plans intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) were terminated or modified by the Company’s executive officers and directors, and no other written trading arrangements not intended to qualify for the Rule 10b5-1(c) affirmative defense were adopted, modified, or terminated.

Item 6. Exhibits

(a) Exhibits.

Exhibit Number	Description
10.1†	Receivables Purchase Agreement between Super Micro Computer, Inc., and MUFG Bank, Ltd., Crédit Agricole Corporate and Investment Bank, and certain other entities from time to time party thereto (Incorporated by reference to Exhibit 10.43 from the Company's Current Report on 10-K (Commission File No. 001-33383) filed with the Securities and Exchange Commission on August 28, 2025)
10.2	Departure of Directors or Certain Officers; Election of Directors; Appointment Certain Officers; Compensatory Arrangements of Certain Officers (Commission File No. 001-33383) filed with the Securities and Exchange Commission on December 29, 2025)
10.3	Independent Contractor Agreement (Incorporated by reference to Exhibit 10.1 from the Company's Current Report on 8-K/A (Commission File No. 001-33383) filed with the Securities and Exchange Commission on January 2, 2026)
10.4†	Credit Agreement, dated as of December 29, 2025, by and among Super Micro Computer, Inc., various financial institutions from time to time party thereto as lenders, and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent (Incorporated by reference to Exhibit 10.1 from the Company's Current Report on 8-K (Commission File No. 001-33383) filed with the Securities and Exchange Commission on January 2, 2026)
10.5	Credit Agreement, dated as of January 21, 2026, by and among Super Micro Computer, Inc. Taiwan, various financial institutions from time to time party thereto as lenders, CTBC Bank Co., Ltd., Credit Agricole Corporate and Investment Bank, Taipei Branch and E.Sun Commercial Bank, Ltd. as mandated lead arrangers and bookrunners and CTBC Bank Co., Ltd., as administrative agent. (Incorporated by reference to Exhibit 10.1 from the Company's Current Report on 8-K (Commission File No. 001-33383) filed with the Securities and Exchange Commission on January 26, 2026)
10.6	Amendment No.1 to the Credit Agreement, dated as of January 26, 2026, by and among Super Micro Computer, Inc. and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent (Incorporated by reference to Exhibit 10.1 from the Company's Current Report on 8-K (Commission File No. 001-33383) filed with the Securities and Exchange Commission on January 29, 2026)
31.1+	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2+	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1+	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2+	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS+	Inline XBRL Instance Document
101.SCH+	Inline XBRL Taxonomy Extension Schema Document
101.CAL+	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF+	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB+	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE+	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104+	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

+ Filed herewith
† Schedules and exhibits to the agreement have been omitted pursuant to Regulation S-K Item 601(a)(5). A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon its request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUPER MICRO COMPUTER, INC.

Date: February 6, 2026	/s/ CHARLES LIANG **Charles Liang** **President, Chief Executive Officer and Chairman of the Board** **(Principal Executive Officer)**
Date: February 6, 2026	/s/ DAVID WEIGAND **David Weigand** **Senior Vice President, Chief Financial Officer** **(Principal Financial Officer)**
Date: February 6, 2026	/s/ KENNETH CHEUNG **Kenneth Cheung** **Senior Vice President, Chief Accounting Officer** **(Principal Accounting Officer)**

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Charles Liang, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Super Micro Computer, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 6, 2026

/s/ CHARLES LIANG

Charles Liang
President, Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

EXHIBIT 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Weigand, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Super Micro Computer, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 6, 2026

/s/ DAVID WEIGAND

David Weigand
Senior Vice President, Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Charles Liang, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Super Micro Computer, Inc. on Form 10-Q for the period ended December 31, 2025, as filed with the Securities and Exchange Commission on the date thereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Super Micro Computer, Inc.

Date: February 6, 2026

/s/ CHARLES LIANG

Charles Liang
President, Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

EXHIBIT 32.2

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Weigand, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Super Micro Computer, Inc. on Form 10-Q for the period ended December 31, 2025, as filed with the Securities and Exchange Commission on the date thereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Super Micro Computer, Inc.

Date: February 6, 2026

/s/ DAVID WEIGAND

David Weigand
Senior Vice President, Chief Financial Officer
(Principal Financial Officer)