SANDISK CORPORATION
BOARD OF DIRECTORS
CORPORATE GOVERNANCE GUIDELINES

Adopted as of February 19, 2026

The Mission of the Board of Directors

The Board of Directors (the "Board") of Sandisk Corporation (the "Company") represents the stockholders' interest in perpetuating a successful business, including optimizing long-term financial returns. The Board is responsible for determining that the Company is managed in such a way as to seek to accomplish this result. This is an active, not a passive, responsibility. The Board has the objective that in good times, as well as difficult ones, management is capably executing its responsibilities. The Board's responsibility is to regularly monitor the effectiveness of management policies and decisions including the execution of its strategies.

These guidelines represent the Board's current thinking with respect to selected corporate governance issues considered to be of significance to stockholders. These guidelines, along with the charters of the committees of the Board, provide the framework for the governance of the Company. The guidelines are only guidelines and not rigid rules. The Governance Committee will continue to assess the appropriateness and efficacy of the guidelines and recommend from time to time changes for approval by the Board as it deems appropriate in the best interests of the Company or as required by applicable laws and regulations.

Selection and Composition of the Board

1. Board Membership Criteria

The Governance Committee periodically reviews (at least annually) the mix of skills, experience levels and backgrounds of present and potential Board members in light of the Company's strategic and business needs and other considerations that the Governance Committee or the Board deems appropriate.

2. Selection and Orientation

The Governance Committee reviews qualifications of potential candidates and recommends director nominees to the full Board. The Governance Committee may receive suggestions for candidates from individual Board members, including the Company's Chief Executive Officer (the "CEO"), as well as from stockholders of the Company.

While the Governance Committee has no specific minimum qualifications for director nominees, the Governance Committee has adopted a policy regarding critical factors to be considered in selecting director nominees which include: the nominee's personal and professional ethics, integrity and values; the nominee's intellect, judgment, foresight, skills, experience (including understanding of marketing, finance, the Company's technology and other elements relevant to the success of a company such as the Company) and achievements, all of which are viewed in the context of the overall composition of the Board; the absence of any conflict of interest (whether due to a business or personal relationship) or legal impediment to, or restriction on, the nominee

serving as a director; having a majority of independent directors on the Board; and representation of the long-term interests of the stockholders as a whole and a diversity of backgrounds and expertise, which are most needed and beneficial to the Board and the Company. The Governance Committee takes into account the personal characteristics, experience and skills of current and prospective directors, including age, education, professional experience, gender, ethnicity, national origin, membership in another underrepresented community and other individual qualities and attributes, to ensure that a broad range of perspectives is represented on the Board to effectively perform its governance role and oversee the execution of the Company's strategy.

Each of the directors is expected to devote the time and effort necessary to understand the business of the Company and to properly discharge such director's responsibilities. New directors are required to participate in the Company's director orientation program to familiarize such directors with, among other things, the Company's business, and significant financial, accounting and risk management issues, principal executive officers, independent auditors and internal auditors, code of ethics and corporate governance guidelines. The Company encourages its directors to attend at least one continuing education program each year to assist them in performing their Board responsibilities.

3. Extending the Invitation to a Potential Director to Join the Board

The invitation to join the Board should be extended by the Chair of the Governance Committee or his or her designee, on behalf of the Board.

Board Leadership

4. Selection of Board Chair and CEO

The Board may make its choice for Board Chair and CEO in any way that the Board considers best for the Company at a given point in time. Therefore, the Board does not have a policy on whether or not the role of the CEO and Board Chair should be separate and, if it is to be separate, whether the Board Chair should be selected from the non-employee directors or be an employee director.

5. Lead Independent Director

The independent directors will appoint a lead independent director: (1) if the Board Chair is not an independent director under the listing standards of The Nasdaq Stock Market LLC ("Applicable Listing Rules"), or (2) if the Board otherwise deems it appropriate. The lead independent director will (1) act as a liaison between the independent directors and the Company's management, (2) be responsible for assisting the Board Chair in establishing the agenda for Board meetings, (3) be responsible for coordinating the agenda for, and chairing, the executive sessions of the independent directors, (4) preside at any meeting of the Board at which the Board Chair is not present, (5) be available for engagement with stockholders as appropriate, and (6) perform such other duties as may be specified by the Board from time to time. In addition, the lead independent director may call executive sessions of the independent directors at such time and place as he or she determines.

6. Executive Sessions of Non-Management Directors

The independent directors, as such term is defined under the Applicable Listing Rules, will meet at least twice a year without any executive officers or management directors present. These meetings are scheduled in conjunction with regular Board meetings. In addition, any independent director may call for an executive session of the independent directors of the Board to coincide with any regularly scheduled Board meeting. Independent directors may also meet separately, with the CEO, from time to time, as determined by the independent directors and/or the CEO.

7. Access to Independent Advisors

The Board and its committees have access to such independent advisors as the Board or the relevant Committee (consistent with the provisions of its charter) deem necessary and appropriate.

8. Size of Board

The Board and the Governance Committee have determined that a Board of 7-13 directors is currently the appropriate size.

9. Mix of Inside and Independent Directors

The Board will be composed of a majority of independent directors.

10. Independence of Directors

The Board will annually review the relationships that each director has with the Company. Following such an annual review, only those directors who the Board affirmatively determines do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who otherwise meet the definition of independent director under the Applicable Listing Rules, will be considered independent directors.

Each of the Audit Committee, the Compensation and Talent Committee and the Governance Committee will be composed entirely of independent directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such Committee.

11. Director Change in Circumstances

Any director who (i) retires from his or her principal occupation or employment, (ii) has a change in his or her principal occupation or employment from the role held when he or she was last elected to the Board, or (iii) is unavailable for active participation as a member of the Board due to health, change of residence or other reason (except for a short duration of less than three months), will submit to the Governance Committee an offer of resignation from the Board. Action on such conditional offer of resignation is by Board resolution, upon recommendation of the Governance Committee.

12. Service on Boards of Other Companies

Directors are encouraged to limit the number of other boards on which they serve, taking into account potential board attendance, participation and effectiveness on these boards. Directors may not serve simultaneously on more than five public company boards, including the Company's Board; *provided*, *however*, that the CEO may not serve simultaneously on more than two public company boards, including the Company's Board. Directors shall provide prior written notice to the Board Chair and the Chair of the Governance Committee of any proposed service on the board of directors of a public or private company (excluding charitable or non-profit organizations).

13. Retirement Age and Term Limits

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Governance Committee formally reviews, and makes a recommendation to the Board regarding, each director's continuation on the Board every year. This also allows each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

Board Compensation

14. Board Compensation

The form and amount of director compensation is approved by the Board, upon recommendation of the Compensation and Talent Committee, with input from the independent compensation consultant. In making its recommendation, the Compensation and Talent Committee considers: (1) both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director, and (2) the impact on the director's independence of the amount and form of director compensation. The Compensation and Talent Committee may also, in its sole discretion after considering such independence factors as may be required by the Applicable Listing Rules or applicable Securities and Exchange Commission rules, retain or obtain the advice of a compensation consultant, legal counsel or other advisor to assist it as the Compensation and Talent Committee determines necessary or appropriate.

Directors' fees are the only compensation a member of the Company's Audit Committee may receive from the Company.

Board Performance

15. Assessing the Board's Performance

At least annually, the Board will conduct a self-evaluation utilizing a Self-Appraisal Questionnaire, a third party facilitator and/or other appropriate means developed by the Governance Committee and reviewed by the Board. The self-evaluation will be designed to assess

the Board's contribution as a whole and the contributions of the committees of the Board and to specifically review areas in which the directors believe a better contribution could be made. The purpose is to increase the effectiveness of the functions of the Board, not to target individual Board members. The Board believes, however, that assessments of individual Board members are an important part of the evaluation of Board performance. Therefore, it is the Company's policy to provide for a means of review and assessment by Board members of each individual Board member's performance as part of the overall Board evaluation process. In addition, each of the Board's committees conducts an annual self-evaluation. The Governance Committee will manage the Board review process.

16. Board Interaction with Institutional Investors, the Press, Customers, etc.

The Board believes that management generally should speak for the Company. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Board members would do this with the knowledge of management and, in most instances, at the request of management. In its discretion, the Board may interact with the Company's stockholders as appropriate.

Board Relationship to Senior Management

17. Regular Attendance of Non-Directors at Board Meetings

The Chief Legal Officer and/or the Secretary are the only non-directors generally present at each Board meeting for its duration. The officers who compose the senior management attend meetings for operational, financial and related presentations. Other officers attend on an invitation basis for presentations or other purposes.

18. Board Access to Senior Management

Board members have complete access to Company management. It is assumed that Board members will use judgment to be sure that this contact is not distracting to the Company and that such contact, if in writing, be copied to the CEO. Furthermore, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that senior management believes should be given exposure to the Board.

Meeting Procedures

19. Board Meetings

Board policy requires at least four Board meetings per year. Board meetings should be scheduled a year in advance. Changes to the schedule may be made as needed by the Board Chair in consultation with other Board members and appropriate members of management. Directors are generally expected to attend in person and participate in Board and committee meetings, and to participate telephonically when they are unable to attend in person. On occasions when a director is unable to attend a meeting, he or she is expected to notify the Board Chair or appropriate committee in advance of such meeting.

The Board Chair, in consultation with the lead independent director or other Board members or members of management, as appropriate, establishes the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda.

Any member of the Board may act to convene the Board as necessary or desirable in the event the Board Chair is incapacitated.

20. Board Materials

Financial and economic information about the Company is provided to the Board on a regular basis. Generally information and data that is important to the Board's understanding of the business to be conducted at a meeting will be distributed in writing to the Board an adequate time before the Board meets. Management will make every attempt to see that this material is as brief as possible while still providing the desired information. On those occasions in which the subject matter is too sensitive to put on paper, the Board Chair may elect to contact each director by telephone in advance of the meeting to notify them of the principal issues the Board will consider. Directors are expected to review and devote appropriate time to studying Board materials.

21. Board Presentations

As a general rule, presentations on specific subjects are sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material.

22. Annual Meeting of Stockholders

Each director is strongly encouraged to attend the Company's Annual Meeting of Stockholders.

Committee Matters

23. Number of Committees

There are currently four standing Board committees: Audit, Compensation and Talent, Executive and Governance. The Board may form, merge or dissolve any Committee the Board determines in the best interests of the Company, to the extent consistent with the Applicable Listing Rules.

24. Committee Assignment and Rotation

The Board has not adopted a specific tenure policy for Committee Chairs. Committee assignments, including Chairs, are evaluated annually and rotated as appropriate. All Committee changes are approved by the Board, upon recommendation of the Governance Committee.

25. Frequency and Length of Committee Meetings

Committee meetings (other than for the Executive Committee) are normally held prior to each regularly scheduled Board meeting. Members of the Committee may attend the committee meeting by means of remote communication. Committee meetings should be scheduled a year in advance. Changes to the schedule may be made as needed by the Committee Chair in consultation with, as

appropriate, other members of the Committee and members of management. Each Committee Chair makes a report on Committee matters to the Board at the next scheduled Board meeting.

26. Committee Agenda

The Chair of the Committee in consultation with, as appropriate, other members of the Committee and members of management, develops the Committee's agenda. A preliminary annual schedule of Committee agenda subjects is issued each year. The final agenda is set by the Committee Chair in consultation with, as appropriate, other members of the Committee and members of management prior to each meeting. Each Committee's agenda is shared with the Board.

27. Committee Charters

The standing committees operate pursuant to their charters adopted by the Board, which set forth the responsibilities and procedures that the Committee must follow. Each Committee annually reviews its charter and recommends to the Board any changes it deems necessary.

Leadership Development

28. Formal Evaluation of the CEO

The Compensation and Talent Committee will annually review and approve corporate goals and objectives for the CEO. The Chair of the Compensation and Talent Committee will lead the evaluation of the CEO's performance in light of those goals and objectives and other relevant factors, with input from the Board. The Compensation and Talent Committee will then determine and approve the CEO's compensation level.

29. Succession Planning and Management Development

The Compensation and Talent Committee will oversee the CEO succession planning process and senior leadership development program. The Board will periodically review a succession plan for senior leadership personnel, including the position of the CEO, and senior leadership development plans. To assist with this review, the CEO will periodically report to the Board regarding his or her assessment of the development of potential succession candidates.

The Board will approve an emergency CEO succession plan, which will become effective in the event the CEO becomes unable to perform his or her duties. The emergency CEO succession plan will be reviewed at least annually by the Governance Committee and the Board, with input from the CEO.