

# **SANDISK CORPORATION**

## **DIRECTOR STOCK OWNERSHIP GUIDELINES**

(Effective February 19, 2026)

The Board of Directors of Sandisk Corporation (the “Company”) believes that directors should own and hold common stock of the Company to further align their interests and actions with the interests of the Company’s stockholders. Therefore, the Board of Directors has adopted the following Director Stock Ownership Guidelines.

### **1. Participation**

The Director Stock Ownership Guidelines apply to the non-employee directors of the Company (each, a “Non-Employee Director”). In the event that a director also serves as an executive of the Company, the director will be subject to any executive stock ownership guidelines covering the executive in lieu of these Director Stock Ownership Guidelines.

### **2. Qualifying Shares for Director Stock Ownership Guidelines**

Stock that counts toward satisfaction of these Director Stock Ownership Guidelines consists of “Qualifying Shares”, which includes such Non-Employee Director’s:

- stock purchased on the open market;
- restricted stock and restricted stock units;
- deferred stock units; and
- stock beneficially owned in a trust, by a spouse and/or minor children.

### **3. Director Stock Ownership Guidelines**

Non-Employee Directors of the Company are prohibited from selling any shares of Company stock unless such Non-Employee Director owns Qualifying Shares with a market value equal to 5x the annual cash retainer for Non-Employee Directors’ Board service (excluding Board committee retainers). Notwithstanding the preceding sentence, Non-Employee Directors may sell or otherwise dispose of shares of Company stock to satisfy any applicable tax withholding obligations due in connection with the vesting or payment of any restricted shares, restricted stock units, or deferred stock units.

### **4. Exceptions**

There may be instances where these Director Stock Ownership Guidelines would place a severe hardship on a Non-Employee Director. In such instances, the Governance Committee of the Board of Directors of the Company will make the final decision as to developing an alternative stock ownership guideline for the Non-Employee Director that reflects both the intention of these Director Stock Ownership Guidelines and the personal circumstances of the Non-Employee Director.

Approved by Board of Directors: February 19, 2026