

# **SANDISK CORPORATION**

## **DIRECTOR STOCK OWNERSHIP GUIDELINES**

(Effective February 21, 2025)

The Board of Directors of 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 Executive Stock Ownership Guidelines**

Stock that counts toward satisfaction of these Director Stock Ownership Guidelines includes "Qualifying Shares":

- stock purchased on the open market;
- stock obtained through stock option exercises or pursuant to the Company's Employee Stock Purchase Plan;
- restricted stock and restricted stock units;
- deferred stock units; and
- stock beneficially owned in a trust, by a spouse and/or minor children.

Shares of stock that Non-Employee Directors have the right to acquire through the exercise of stock options (whether or not vested) are not included as Qualifying Shares for Director Stock Ownership Guideline purposes.

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

Directors of the Company must own Qualifying Shares with a market value equal to \$375,000. Non-Employee Directors are prohibited from selling any shares of Company stock unless such Non-Employee Director is in compliance with these Guidelines. Notwithstanding the preceding sentence, Non-Employee directors may sell or otherwise dispose of shares of Company stock (i) in connection with a same-day-sale stock option transaction, (ii) to pay the exercise price of Company stock options in a net-share stock option transaction, and/or (iii) to satisfy any applicable tax withholding obligations due in connection with the exercise of options or 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 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: January 25, 2025