



Stock Ownership Guidelines for Executive Officers and Directors

(as adopted by the Board of Directors on July 30, 2020)

Rambus Inc. has adopted these Stock Ownership Guidelines because stock ownership is an important means by which to align the interests of Rambus' executive officers and independent directors with the long-term interests of Rambus' shareholders.

Stock Ownership Guidelines for Executive Officers

Under these Stock Ownership Guidelines, each executive officer of Rambus specified below is required to accumulate and hold an equivalent value of Rambus qualifying equity holdings equal to or greater than 2 times or 4 times her or his annual base salary as specified below, and to maintain this minimum amount throughout her or his tenure as an executive officer. The following executive officers are required to accumulate and hold the following equivalent value of Rambus qualifying equity holdings:

Chief Executive Officer: 4 times annual base salary

Elected executive officers
that report to the CEO: 2 times annual base salary

All executive officers employed with Rambus prior to or on July 30, 2020 are required to achieve this accumulated value requirement by July 30, 2025. All executive officers newly employed with the company or appointed to such executive officer position after July 30, 2020 are required to achieve this accumulated value requirement within five years of the date that they are appointed or promoted to their executive officer position. For clarity, as of the date of the adoption of these Stock Ownership Guidelines, each of the President and CEO, SVP & COO, SVP & CFO and SVP & General Counsel are the executive officers subject to these Stock Ownership Guidelines,

Stock Ownership Guidelines for Directors

Under the Stock Ownership Guidelines, each independent director of Rambus is required to accumulate and hold an equivalent value of Rambus qualifying equity holdings equal to 3 times her or his independent director annual cash retainer, and to maintain this minimum amount of stock ownership throughout her or his tenure on the Board of Directors.

All directors elected or appointed prior to or on July 30, 2020 are required to achieve this accumulated value requirement by July 30, 2025. All directors elected or appointed after July 30, 2020 are required to achieve this accumulated value requirement within five years of their election or appointment to the Board of Directors.

Qualifying Equity Holdings

The following equity holdings qualify towards satisfaction of these Stock Ownership Guidelines:

- shares of common stock;
- 50% of outstanding restricted stock units (RSUs); and
- stock purchase plan holdings.

Vested and unvested stock options and unvested Performance Share Units (PSUs) will not be considered as qualifying equity holdings for these Stock Ownership Guidelines.

In addition, to satisfy these guidelines, 50% of such qualifying equity holdings must be in the form of issued and outstanding shares of common stock.

Equity holding levels under these Stock Ownership Guidelines will be calculated annually at the time of the preparation of the proxy statement for the annual meeting. Each executive officer and independent director will be notified of their status with respect to meeting these Stock Ownership Guidelines in conjunction with this annual calculation. In addition, the Compensation Committee of the Board of Directors, in its discretion, may determine any appropriate hardship relief for non-compliance with these Stock Ownership Guidelines.