



Stock Ownership Guidelines for Executive Officers and Directors

Rambus Inc.

Stock Ownership Guidelines

for Executive Officers and Directors

(as adopted by the Board of Directors on February 19, 2015)

Rambus 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 the Stock Ownership Guidelines, each executive officer of Rambus is required to accumulate and hold an equivalent value of Rambus common stock (or qualifying equity holdings) equal to or greater than 3 times or 5 times her or his annual base salary, 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 common stock (or qualifying equity holdings):

Chief Executive Officer: 5 times annual base salary

Elected executive officers: 3 times annual base salary

All officers employed with the company prior to January 1, 2007 are required to achieve this accumulated value requirement by January 1, 2012. All officers employed with the company after January 1, 2007 are required to achieve this accumulated value requirement within five years of the date that the officer assumes their position.

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 common stock (or qualifying equity holdings) equal to 3 times her or his annual cash compensation, and to maintain this minimum amount of stock ownership throughout her or his tenure on the Board of Directors.

All directors elected prior to January 1, 2007 are required to achieve this accumulated value requirement by January 1, 2012. All directors elected after January 1, 2007 are required to achieve this accumulated value requirement within five years of their election to the Board of Directors.

Qualifying Equity Holdings

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

- shares of common stock;
- vested and unvested restricted stock and restricted stock units;
- vested and unexercised stock options; and
- stock purchase plan holdings.

To satisfy these guidelines, any director or executive officer who has not reached or who fails to maintain his or her target ownership level (as described above) must retain at least 50% of any after-tax shares derived from vested restricted stock or restricted stock units, exercised stock options or stock purchase plan holdings until his or her guideline is met.