



Total Compensation Philosophy

- Rambus's guiding philosophy for all employees is that total compensation (base salary, annual incentive bonus, long-term equity grants, ESPP) should correlate to our company's performance in achieving financial and non-financial objectives, and that any long-term equity-based and cash incentive compensation should be closely aligned with stockholders' interests. This philosophy reflects the company's key strategic compensation design priorities: pay for performance, employee retention, cost management, and continued focus on corporate governance.
- Total compensation is tied to both company and individual performance. Employees at all levels who deliver more value to our company will be proportionally rewarded for their contributions, sustained performance, and value created. The proportion of an employee's performance based compensation will increase as the employee's level of responsibility increases.
- In order to attract and retain the world's best scientists and engineers, our total compensation package enables Rambus to effectively compete with local market leaders.
- On a regular basis Rambus will submit for stockholders approval, detailed proposals for responsible share distribution under our stockholder approved plans.