

**Charter of the Nominating and Corporate Governance Committee
of the Board of Directors of
SanDisk Corporation**

Purposes.

The primary purposes of the committee are to (1) identify and recommend the director nominees to be selected by SanDisk's board of directors for each annual meeting of stockholders, (2) implement the board's criteria for selecting new directors, (3) develop or review and recommend to the board a set of corporate governance policies applicable to SanDisk, and (4) provide oversight for the annual evaluation of the performance of the board of directors.

Composition of the Committee.

At Least Two Members. There shall be at least two directors serving on the committee, with a chair appointed by the board.

Independence. All committee members shall be independent as defined in the Nasdaq listing standards in effect from time to time (the "listing standards") and applicable laws.

Appointment. Subject to the requirements of the listing standards, the board may appoint and remove committee members in accordance with SanDisk's bylaws. Committee members shall serve for such terms as may be fixed by the board, or at the will of the board if no specific term is fixed.

Committee Functions. The committee will:

- Qualifications of Directors: periodically assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing directors, including the board's size and composition, corporate governance policies, applicable listing standards and laws and other factors considered appropriate by the board.
- Director Nominees: annually identify and recommend to the board the director nominees to be selected by SanDisk's board of directors for each annual meeting of stockholders. The committee will review the service of its members when a director is eligible to be re-nominated for board membership, including an assessment of individual director performance, number of other public company boards on which the individual serves, composition of the board at that time, the expertise and experience of each individual director and other relevant factors.
- Committee Appointments: if and when requested periodically by the board, identify and recommend to the board the appointees to be selected by the board for service on the audit, compensation, nominating and other key committees of the board.
- Retention of Search Firm: have sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.
- CEO Consultation: actively consult with SanDisk's chief executive officer as representative of SanDisk's management prior to recommending to the board the nomination of any incumbent or new director nominees for election at the annual meeting or appointment to fill a vacancy.
- Governance Policies: develop, assess and make recommendations to the board concerning appropriate corporate governance policies.

- Board Review: periodically assess the composition of the board in light of the skills and background of incumbent directors, changed circumstances, if any, affecting individual directors which may bear on future service as board members, the number of other boards served on by each director, and the board's plans and policies for succession planning for senior management, and otherwise provide oversight for an annual review of the performance of the full board.
- Other Functions: perform any other activities consistent with this charter, the bylaws and applicable listing standards and laws as the committee or the board of directors considers appropriate.

Meetings, Reports and Resources of the committee.

Meetings. The committee will meet at least as often as necessary to carry out its responsibilities. The committee may also hold special meetings or act by unanimous written consent as the committee may decide.

The committee, as it may determine to be appropriate, may meet in separate executive sessions with other directors, the chief executive officer and other SanDisk employees, agents or representatives invited by the committee.

Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the bylaws or the listing standards. The chairperson or majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members shall constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

Committee Access and Resources. The committee is at all times authorized to have direct, independent access to SanDisk's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to communicate in confidence with any of these individuals.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the committee on reports or other information provided by others.