

BOX, INC.

STOCK OWNERSHIP GUIDELINES

The Board of Directors of Box, Inc. (“**Box**” or the “**Company**”) believes that Company executive officers and non-management directors should have a meaningful ownership stake in the Company. This helps underscore the importance of aligning their interests with the long-term interests of our stockholders. Therefore, the Board of Directors adopted formal stock ownership guidelines for the executive officers and non-management directors listed below:

Title	Stock Ownership Guideline Target Amount (\$)
Chief Executive Officer	4 times Base Salary
Other Section 16 Officers (Chief Financial Officer and Chief Operating Officer)	1 time Base Salary
Non-management Directors	3 times Annual Cash Retainer

Covered Equity

For purposes of determining stock ownership levels, the following forms of equity interests in the Company are included:

- Shares owned outright by the participant and his or her immediate family members residing in the same household;
- Restricted Stock and restricted stock units whether or not vested;
- Performance Stock Units, whether or not vested; and
- Shares underlying Box stock options whether or not vested.

Timing for Compliance

Newly appointed executive officers and Board members have the later of (i) five years from the time they are elected, appointed, or promoted (in the case of incremental guideline changes) or (ii) until July 2, 2024, as the case may be, to meet these guidelines. Once an executive officer or Board member has achieved the requisite level, ownership of the guideline amount must be maintained for as long as the individual is subject to these guidelines.

Hardship Relief and Compliance Assessments

Stock ownership levels will be calculated and reviewed annually, and each participant will be notified on an annual basis of their progress toward meeting the guidelines. The Compensation Committee of the Company's board of directors (the "**Compensation Committee**") will evaluate whether exceptions should be made for any participant who, due to his or her unique financial circumstances, would incur a hardship by complying with these guidelines, including but not limited to allowing individuals additional time to gain or regain compliance.

Administration

The stock ownership guidelines shall be administered, interpreted, and construed by Box's General Counsel, who shall have the authority to implement and carry out these guidelines in accordance with their terms and conditions, subject to oversight by the Compensation Committee. The Compensation Committee has the authority to amend the stock ownership guidelines or approve exceptions.

Adopted July 2019