

Samsara Proxy Statement

June 1, 2026

-2-



1 De Haro Street
San Francisco, California 94107
(415) 985-2400

June 1, 2026

Dear Fellow Stockholders:

We are pleased to invite you to attend the annual meeting of stockholders of Samsara Inc., to be held on Wednesday, July 22, 2026 at 10:00 a.m., Pacific Time. The annual meeting will be conducted virtually via live audio webcast. You will be able to attend the annual meeting virtually by visiting www.virtualshareholdermeeting.com/IOT2026, where you will be able to listen to the meeting live, submit questions and vote online.

We have elected to deliver our proxy materials to our stockholders over the Internet under the Securities and Exchange Commission rules that allow companies to do so. This delivery process reduces our environmental impact and lowers the costs of printing and distributing our proxy materials without adversely impacting our stockholders' timely access to this important information. On or about June 1, 2026, we expect to mail the Notice of Internet Availability containing instructions on how to access our proxy statement for the annual meeting and our annual report to our stockholders. The Notice of Internet Availability also provides instructions on how to vote by mail or over the Internet and includes instructions on how to receive a paper copy of the proxy materials by mail.

The notice of annual meeting on the next page as well as our full proxy statement contain details of the business to be conducted at the annual meeting.

Your vote is important. Whether or not you attend the annual meeting, it is important that your shares be represented and voted at the annual meeting. Therefore, we urge you to vote and submit your proxy promptly via the Internet, telephone or mail.

On behalf of our Board of Directors, we would like to express our appreciation for your continued support of and interest in Samsara.

Sincerely,

/s/ Sanjit Biswas

Sanjit Biswas

Co-Founder, CEO & Chair

/s/ John Bicket

John Bicket

Co-Founder, Executive Vice
President, CTO & Director

SAMSARA INC.
1 De Haro Street
San Francisco, California 94107

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date

10:00 a.m., Pacific Time, on Wednesday, July 22, 2026

Place

The annual meeting will be conducted virtually via live audio webcast. You will be able to attend the annual meeting virtually by visiting www.virtualshareholdermeeting.com/IOT2026, where you will be able to listen to the meeting live, submit questions and vote online during the meeting.

Items of Business

- To elect eight directors to hold office until our next annual meeting of stockholders and until their respective successors are elected and qualified.
- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027.
- To approve, on a non-binding advisory basis, the compensation of our named executive officers.
- To transact other business that may properly come before the annual meeting or any adjournments or postponements thereof.

Record Date

June 1, 2026

Only stockholders of record as of the close of business on June 1, 2026 are entitled to notice of and to vote at the annual meeting.

Availability of Proxy Materials

The Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement, notice of annual meeting, form of proxy and our annual report, is first being sent or given on or about June 1, 2026 to all stockholders entitled to vote at the annual meeting.

The proxy materials and our annual report can be accessed as of June 1, 2026 by visiting www.proxyvote.com.

Voting

Your vote is important. Whether or not you plan to attend the annual meeting, we urge you to submit your proxy or voting instructions via the Internet, telephone or mail as soon as possible.

By order of the Board of Directors,

/s/ Adam Eltoukhy

Adam Eltoukhy

Executive Vice President, Chief Administrative Officer and Corporate Secretary

San Francisco, California

June 1, 2026

TABLE OF CONTENTS

	<u>Page</u>
QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR ANNUAL MEETING	1
BOARD OF DIRECTORS AND CORPORATE GOVERNANCE	7
Our Board of Directors	7
Nominees for Director	9
Director Independence	12
Board Leadership Structure	12
Role of Board in Risk Oversight Process	13
Board Committees	14
External Director Commitments	16
Attendance at Board and Stockholder Meetings	16
Executive Sessions of Non-Employee Directors	16
Compensation Committee Interlocks and Insider Participation	16
Considerations in Evaluating Directors and Director Nominees	17
Stockholder Recommendations and Nominations to our Board of Directors	17
Communications with the Board of Directors	18
Policy Prohibiting Hedging or Pledging of Securities	18
Corporate Governance Guidelines and Code of Conduct	18
Director Compensation	18
PROPOSAL NO. 1: ELECTION OF DIRECTORS	21
Nominees	21
Vote Required	21
Board Recommendation	21
PROPOSAL NO. 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	22
Fees Paid to the Independent Registered Public Accounting Firm	22
Auditor Independence	22
Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm	22
Vote Required	23
Board Recommendation	23

REPORT OF THE AUDIT COMMITTEE	24
PROPOSAL NO. 3: ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	25
Vote Required	25
Board Recommendation	25
EXECUTIVE OFFICERS	26
EXECUTIVE COMPENSATION	27
Compensation Discussion and Analysis	27
REPORT OF THE COMPENSATION COMMITTEE	38
Summary Compensation Table for Fiscal Year 2026	39
Grants of Plan-Based Awards for Fiscal Year 2026	40
Outstanding Equity Awards at Fiscal Year 2026 Year-End	41
Option Exercises and Stock Vested	42
Potential Payments upon Termination or Change in Control	42
Equity Compensation Plan Information	45
CHIEF EXECUTIVE OFFICER PAY RATIO	46
PAY VERSUS PERFORMANCE	47

Tabular List of Performance Measures	49
Description of Relationships Between Compensation Actually Paid and Performance	49
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	52
CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS	55
Aircraft Agreement	55
Investors' Rights Agreement	55
Limitation of Liability and Indemnification of Officers and Directors	55
Policies and Procedures for Related Person Transactions	56
OTHER MATTERS	57
Stockholder Proposals or Director Nominations for Fiscal Year 2028 Annual Meeting	57
Availability of Bylaws	57
Fiscal Year 2026 Annual Report and SEC Filings	58
APPENDIX A	59

SAMSARA INC.

PROXY STATEMENT

**FOR FISCAL YEAR 2027 ANNUAL MEETING OF STOCKHOLDERS
To be held at 10:00 a.m., Pacific Time, on Wednesday, July 22, 2026**

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully.

In this proxy statement, we refer to Samsara Inc. as “Samsara,” the “company,” “we” or “us” and the board of directors of Samsara as our “Board of Directors” or our “Board.” Our annual report, which contains consolidated financial statements as of and for the fiscal year ended January 31, 2026, accompanies this proxy statement. You also may obtain a copy of the annual report without charge by emailing ir@samsara.com.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR ANNUAL MEETING

Why am I receiving these materials?

This proxy statement and the form of proxy are furnished in connection with the solicitation of proxies by our Board of Directors for use at the fiscal year 2027 annual meeting of stockholders of Samsara and any postponements, adjournments or continuations thereof. The annual meeting will be held on Wednesday, July 22, 2026 at 10:00 a.m., Pacific Time. The annual meeting will be conducted virtually via live audio webcast. You will be able to attend the annual meeting virtually by visiting www.virtualshareholdermeeting.com/IOT2026, where you will be able to listen to the meeting live, submit questions and vote online during the meeting.

The Notice of Internet Availability of Proxy Materials, or Notice of Internet Availability, containing instructions on how to access this proxy statement, the accompanying notice of annual meeting and form of proxy, and our annual report, is first being sent or given on or about June 1, 2026 to all stockholders of record as of the close of business on June 1, 2026. The proxy materials and our annual report can be accessed as of June 1, 2026 by visiting www.proxyvote.com. If you receive a Notice of Internet Availability, then you will not receive a printed copy of the proxy materials or our annual report in the mail unless you specifically request these materials. Instructions for requesting a printed copy of the proxy materials and our annual report are set forth in the Notice of Internet Availability.

What proposals will be voted on at the annual meeting?

The following proposals will be voted on at the annual meeting:

- the election of eight directors to hold office until our next annual meeting of stockholders and until their respective successors are elected and qualified;
- the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027;
- the approval, on a non-binding advisory basis, of the compensation of our named executive officers; and
- any other business that may properly come before the annual meeting or any adjournments or postponements thereof.

As of the date of this proxy statement, our management and Board of Directors were not aware of any other matters to be presented at the annual meeting.

How does the Board of Directors recommend that I vote on these proposals?

Our Board of Directors recommends that you vote your shares:

- **“FOR”** the election of each director nominee named in this proxy statement;

- “**FOR**” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027; and
- “**FOR**” the approval, on a non-binding advisory basis, of the compensation of our named executive officers.

Who is entitled to vote at the annual meeting?

Holders of our Class A common stock and Class B common stock as of the close of business on June 1, 2026, the record date for the annual meeting, may vote at the annual meeting. As of the record date, there were approximately 372,784,485 shares of our Class A common stock outstanding, approximately 209,925,597 shares of our Class B common stock outstanding and no shares of our Class C common stock outstanding. Our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited. Stockholders are not permitted to cumulate votes with respect to the election of directors. Each share of Class A common stock is entitled to one vote on each matter properly brought before the annual meeting, each share of Class B common stock is entitled to ten votes on each matter properly brought before the annual meeting and each share of Class C common stock is not entitled to vote on any matter that is submitted to a vote of stockholders, except as otherwise required by law. Our Class A common stock and Class B common stock are collectively referred to in this proxy statement as our common stock.

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are considered the stockholder of record with respect to those shares, and the Notice of Internet Availability was sent directly to you. As a stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote on your own behalf at the annual meeting. Throughout this proxy statement, we refer to these holders as “stockholders of record.”

Street Name Stockholders. If your shares are held in a brokerage account or by a broker, bank or other nominee, then you are considered the beneficial owner of shares held in street name, and the Notice of Internet Availability was forwarded to you by your broker, bank or other nominee, which is considered the stockholder of record with respect to those shares. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares held in your account by following the instructions that your broker, bank or other nominee sent to you. Throughout this proxy statement, we refer to these holders as “street name stockholders.”

How many votes are needed for approval of each proposal?

Proposal No. 1

Each director is elected by a plurality of the voting power of the shares present virtually or by proxy at the annual meeting and entitled to vote on the election of directors. A plurality means that the nominees with the largest number of “FOR” votes are elected as directors. You may vote “FOR” or “WITHHOLD” on each of the nominees for election as a director. Because the outcome of this proposal will be determined by a plurality vote, any shares not voted “FOR” a particular nominee, whether as a result of an abstention, choosing to “WITHHOLD” authority to vote or a broker non-vote, will have no effect on the outcome of the election.

Proposal No. 2

The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027 requires the affirmative vote of a majority of the voting power of the shares present virtually or by proxy at the annual meeting and entitled to vote thereon. You may vote “FOR,” “AGAINST,” or “ABSTAIN” with respect to this proposal. Abstentions and broker non-votes, if any, will be counted for purposes of determining the presence or absence of a quorum. Abstentions will also count as votes against this proposal, i.e., will have the same effect as a vote “AGAINST” this proposal. Because this is a routine proposal, we do not expect any broker non-votes on this proposal.

Proposal No. 3

The approval, on a non-binding advisory basis, of the compensation of our named executive officers, requires the affirmative vote of a majority of the voting power of the shares present virtually or by proxy at the annual meeting and entitled to vote thereon. You may vote "FOR," "AGAINST," or "ABSTAIN" with respect to this proposal. Abstentions and broker non-votes, if any, will be counted for purposes of determining the presence or absence of a quorum. Abstentions will also count as votes against this proposal, i.e., will have the same effect as a vote "AGAINST" this proposal. Broker non-votes will have no effect on the outcome of this proposal. Because this proposal is an advisory vote, the result will not be binding on us or our Board of Directors. Our Board of Directors and our compensation committee, however, will consider the outcome of the vote when determining the compensation of our named executive officers.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of Class A common stock you own as of the close of business on June 1, 2026 and you have ten votes for each share of Class B common stock you own as of the close of business on June 1, 2026.

What is the quorum requirement for the annual meeting?

A quorum is the minimum number of shares required to be present or represented at the annual meeting for the meeting to be properly held under our bylaws and Nevada law. The presence, in person (including virtually) or by proxy (regardless of whether the proxy has authority to vote on any matter), of a majority of the voting power of our capital stock issued and outstanding and entitled to vote will constitute a quorum to transact business at the annual meeting. Abstentions, choosing to withhold authority to vote and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. If there is no quorum, the chairperson of the meeting may adjourn the meeting to another time or place in accordance with our bylaws and Nevada law.

How do I vote and what are the voting deadlines?

Stockholder of Record. If you are a stockholder of record, you may vote in one of the following ways:

- by Internet at www.proxyvote.com, 24 hours a day, 7 days a week, until 11:59 p.m., Eastern time, on July 21, 2026 (have your Notice of Internet Availability or proxy card in hand when you visit the website);
- by telephone at +1-800-690-6903, 24 hours a day, 7 days a week, until 11:59 p.m., Eastern time, on July 21, 2026 (have your Notice of Internet Availability or proxy card in hand when you call);
- by completing, signing and mailing your proxy card to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 (if you received printed proxy materials), which must be received prior to the annual meeting; or
- by attending the annual meeting virtually by visiting www.virtualshareholdermeeting.com/IOT2026, where you may vote during the meeting (have your Notice of Internet Availability or proxy card in hand when you visit the website).

Street Name Stockholders. If you are a street name stockholder, then you will receive voting instructions from your broker, bank or other nominee. The availability of Internet and telephone voting options will depend on the voting process of your broker, bank or other nominee. We therefore recommend that you follow the voting instructions in the materials you receive. If your voting instruction form or notice of internet availability of proxy materials indicates that you may vote your shares through the proxyvote.com website, then you may vote those shares at the annual meeting with the control number indicated on that voting instruction form or notice of internet availability of proxy materials. Otherwise, you may not vote your shares at the annual meeting unless you obtain a legal proxy from your broker, bank or other nominee.

What if I do not specify how my shares are to be voted or fail to provide timely directions to my broker, bank or other nominee?

Stockholder of Record. If you are a stockholder of record and you submit a proxy, but you do not provide voting instructions, your shares will be voted:

- “FOR” the election of each director nominee named in this proxy statement;
- “FOR” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027; and
- “FOR” the approval, on a non-binding advisory basis, of the compensation of our named executive officers.

In addition, if any other matters are properly brought before the annual meeting, the persons named as proxies will be authorized to vote or otherwise act on those matters in accordance with their judgment.

Street Name Stockholders. Brokers, banks and other nominees holding shares of common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker, bank or other nominee will have discretion to vote your shares on our sole routine matter: the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027. Your broker, bank or other nominee will not have discretion to vote on any other proposals, which are considered non-routine matters, absent direction from you. In the event that your broker, bank or other nominee votes your shares on our sole routine matter, but is not able to vote your shares on the non-routine matters, then those shares will be treated as broker non-votes with respect to the non-routine proposals. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your shares are counted on each of the proposals.

Can I change my vote or revoke my proxy?

Stockholder of Record. If you are a stockholder of record, you can change your vote or revoke your proxy before the annual meeting by:

- entering a new vote by Internet or telephone (subject to the applicable deadlines for each method as set forth above);
- completing and returning a later-dated proxy card, which must be received prior to the annual meeting;
- delivering a written notice of revocation to our corporate secretary at Samsara Inc., 1 De Haro Street, San Francisco, California 94107, Attention: Corporate Secretary, which must be received prior to the annual meeting; or
- attending and voting at the annual meeting (although attendance at the annual meeting will not, by itself, revoke a proxy).

Street Name Stockholders. If you are a street name stockholder, then your broker, bank or other nominee can provide you with instructions on how to change or revoke your proxy.

What do I need to do to attend the annual meeting?

We will be hosting the annual meeting via live audio webcast only.

Stockholder of Record. If you were a stockholder of record as of the record date, then you may attend the annual meeting virtually, and will be able to submit your questions during the meeting and vote your shares electronically during the meeting by visiting www.virtualshareholdermeeting.com/IOT2026. To attend and participate in the annual meeting, you will need the control number included on your Notice of Internet Availability or proxy card. The annual meeting live audio webcast will begin promptly at 10:00 a.m., Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:45 a.m., Pacific Time, and you should allow ample time for the check-in procedures.

Street Name Stockholders. If you were a street name stockholder as of the record date and your voting instruction form or notice of internet availability of proxy materials indicates that you may vote your shares through the proxyvote.com website, then you may access and participate in the annual meeting with the control number indicated on that voting instruction form or notice of internet availability of proxy materials. Otherwise, street name stockholders should contact their bank, broker or other nominee and obtain a legal proxy in order to be able to attend and participate in the annual meeting.

What if I cannot find my control number?

Please note that if you do not have your control number and you are a registered stockholder, you will be able to log in as a guest. To join the meeting webcast, visit www.virtualshareholdermeeting.com/IOT2026 and register as a guest. If you log in as a guest, you will not be able to vote your shares or ask questions during the meeting.

If you are a street name stockholder, you will need to contact that bank, broker, or other holder of record to obtain your control number prior to the annual meeting.

How can I get help if I have trouble checking in or listening to the annual meeting online?

If you encounter difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual meeting log-in page at www.virtualshareholdermeeting.com/IOT2026. Technical support will be available starting at 9:45 a.m. Pacific Time on Wednesday, July 22, 2026 and will remain available until the annual meeting has ended.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board of Directors. Each of Sanjit Biswas, John Bicket, Dominic Phillips and Adam Eltoukhy has been designated as proxy holder for the annual meeting by our Board of Directors. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the annual meeting in accordance with the instructions of the stockholder. If the proxy is dated and signed, but no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our Board of Directors on the proposals as described above. If any other matters are properly brought before the annual meeting, then the proxy holder will use his or her own judgment to determine how to vote your shares. If the annual meeting is postponed or adjourned in accordance with our bylaws and Nevada law, then the proxy holder can vote your shares on the new meeting date, unless you have properly revoked your proxy, as described above.

Who will count the votes?

A representative of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspector of election.

How can I contact Samsara's transfer agent?

You may contact our transfer agent, Computershare Trust Company, N.A., by telephone at 800-736-3001 (or +1-781-575-3100 for international callers), or by writing to Computershare Trust Company, N.A., at PO Box 43006, Providence, Rhode Island 02940-3006. Stockholders of record may also access instructions with respect to certain stockholder matters (e.g., change of address) via the Internet at www.computershare.com.

How are proxies solicited for the annual meeting and who is paying for such solicitation?

Our Board of Directors is soliciting proxies for use at the annual meeting by means of the proxy materials. We will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing and distribution of the proxy materials. Copies of solicitation materials will also be made available upon request to brokers, banks and other nominees to forward to the beneficial owners of the shares held of record by such brokers, banks or other nominees. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communications or other means by our directors, officers or employees. No additional compensation will be paid to these individuals for any such services, although we may reimburse such individuals for their reasonable out-of-pocket expenses in connection with such solicitation.

Where can I find the voting results of the annual meeting?

We will disclose voting results on a Current Report on Form 8-K that we will file with the U.S. Securities and Exchange Commission, or SEC, within four business days after the meeting. If final voting results are not available to us in time to file a Form 8-K, we will file a Form 8-K to publish preliminary results and will provide the final results in an amendment to the Form 8-K as soon as they become available.

Why did I receive a Notice of Internet Availability instead of a full set of proxy materials?

In accordance with the rules of the SEC, we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability instead of a paper copy of the proxy materials. The Notice of Internet Availability contains instructions on how to access our proxy materials on the Internet, how to vote on the proposals, how to request printed copies of the proxy materials and our annual report, and how to request to receive all future proxy materials in printed form by mail or electronically by email. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce our costs and the environmental impact of our annual meetings.

What does it mean if I receive more than one Notice of Internet Availability or more than one set of printed proxy materials?

If you receive more than one Notice of Internet Availability or more than one set of printed proxy materials, then your shares may be registered in more than one name and/or are registered in different accounts. Please follow the voting instructions on each Notice of Internet Availability or each set of printed proxy materials, as applicable, to ensure that all of your shares are voted.

I share an address with another stockholder, and we received only one copy of the Notice of Internet Availability or proxy statement and annual report. How may I obtain an additional copy of the Notice of Internet Availability or proxy statement and annual report?

We have adopted a procedure approved by the SEC called "householding," under which we can deliver a single copy of the Notice of Internet Availability and, if applicable, the proxy statement and annual report, to multiple stockholders who share the same address unless we receive contrary instructions from one or more stockholders. This procedure reduces our printing and mailing costs. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will promptly deliver a separate copy of the Notice of Internet Availability and, if applicable, the proxy statement and annual report, to any stockholder at a shared address to which we delivered a single copy of these documents. To receive a separate copy, or, if you are receiving multiple copies, to request that we only send a single copy of next year's Notice of Internet Availability or proxy statement and annual report, as applicable, you may contact us as follows:

Samsara Inc.
Attention: Corporate Legal
1 De Haro Street
San Francisco, California 94107
Tel: (415) 985-2400

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our Board of Directors

Our Board of Directors consists of ten directors, eight of whom are independent under the listing standards of the New York Stock Exchange (“**NYSE**”). At each annual meeting of stockholders, directors will be elected for a one-year term and until their successors are duly elected and qualified. After our fiscal year 2027 annual meeting, our Board of Directors will consist of eight directors.

The following table sets forth the names, ages, and certain other information for each of our directors and director nominees, as of June 1, 2026:

Name	Age	Position(s)	Director Since
Sanjit Biswas	44	Co-Founder, Chief Executive Officer and Chair	2015
John Bicket	46	Co-Founder, Executive Vice President, Chief Technology Officer and Director	2015
Marc Andreessen	54	Director	2015
Todd Bluedorn ^{(1) (2)}	63	Director	2023
Sue Bostrom ^{(1) (3)}	65	Director	2021
Jonathan Chadwick ⁽⁴⁾	60	Lead Independent Director	2020
Alyssa Henry ⁽⁴⁾	55	Director	2024
Ann Livermore ^{(1) (2)}	67	Director	2021
Gary Steele ⁽⁴⁾	63	Director	2025
Sue Wagner ^{(2) (3) (4)}	65	Director	2020

(1) Member of compensation committee

(2) Member of nominating and corporate governance committee

(3) The current terms of Ms. Bostrom and Ms. Wagner will expire at the fiscal year 2027 annual meeting. We extend our sincere thanks to Ms. Bostrom and Ms. Wagner for their distinguished service on our Board of Directors since before our initial public offering (“IPO”) in December 2021. We are deeply grateful for their expertise and dedication to our Board of Directors.

(4) Member of audit committee

Our Board of Directors is composed of individuals with a variety of backgrounds, experience and skills relevant to our company. The composition of our Board of Directors provides a broad range of perspectives and enhances our ability to execute on our company strategy. The following chart reflects the range of attributes possessed by our Board of Directors.

Skill	Sanjit Biswas	John Bicket	Marc Andreessen	Todd Bluedorn	Sue Bostrom	Jonathan Chadwick	Alyssa Henry	Ann Livermore	Gary Steele	Sue Wagner
Core										
Public Company Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Finance	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategic										
Technology & Innovation	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Global Business & Operations	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sales & Marketing	✓	✓		✓	✓		✓	✓	✓	✓
Human Capital Management	✓	✓		✓	✓	✓		✓	✓	✓
Cybersecurity	✓	✓				✓	✓		✓	✓
Product Management & Engineering	✓	✓	✓				✓		✓	
Definitions										
Core Skills										
Public Company Leadership: Experience serving in a significant leadership position at a public company										
Finance: Knowledge of financial markets, finance and accounting, financial reporting and/or experience in financial strategy or management										
Corporate Governance: Experience on other public company boards and in corporate governance-related matters										
Risk Management: Experience in the oversight, evaluation and/or execution of risk management programs										
Strategic Skills										
Technology and Innovation: Understanding of the technology industry and product innovation to oversee our business and address the opportunities and risks we face										
Global Business and Operations: Experience in building, growing or operating a business on a global scale										
Sales and Marketing: Experience in driving sales, marketing, and brand growth and development										
Human Capital Management: Experience in talent development, management and oversight of compensation and people-related policies										
Cybersecurity: Experience in assessing, overseeing or managing cybersecurity, information security or data privacy risks or programs										
Product Management and Engineering: Technical experience in product strategy, design or development										

Nominees for Director



**Sanjit
Biswas**

Mr. Biswas has served as our Chief Executive Officer and as the Chairman of our Board of Directors since February 2015. Prior to co-founding Samsara, he was the Chief Executive Officer and co-founder of Meraki, an information technology company, from April 2006 to December 2012. He served as Vice President and General Manager at Cisco Systems, a technology company, from December 2012 to January 2015 following Cisco's acquisition of Meraki in 2012. Mr. Biswas holds a B.S. in Computer Systems Engineering from Stanford University and an S.M. in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology.

We believe Mr. Biswas is qualified to serve as a member of our Board of Directors because of the perspective and experience he brings as our Chief Executive Officer and as one of our co-founders, as well as his prior business experience.



**John
Bicket**

Mr. Bicket has served as our Chief Technology Officer and as a member of our Board of Directors since February 2015. Prior to co-founding Samsara, he was the CTO and co-founder of Meraki from April 2006 to December 2012. He served as Vice President of Engineering at Cisco Systems from December 2012 to January 2015 following Cisco's acquisition of Meraki in 2012. Mr. Bicket holds a B.S. in Computer Science from Cornell University and an S.M. in Computer Science from the Massachusetts Institute of Technology.

We believe Mr. Bicket is qualified to serve as a member of our Board of Directors because of the perspective and experience he brings as our Chief Technology Officer and as one of our co-founders, as well as his prior business experience.



**Marc
Andreessen**

Mr. Andreessen has served as a member of our Board of Directors since May 2015. He is a co-founder and has been a General Partner of Andreessen Horowitz, a venture capital firm, since July 2009. Previously, Mr. Andreessen co-founded and served as the Chairman of the board of directors of Opsware, Inc. (formerly known as Loudcloud Inc.), a software company. He also served as Chief Technology Officer of America Online, Inc., an Internet services company. Mr. Andreessen was a co-founder of Netscape Communications Corporation, a software company, and served in various positions, including Chief Technology Officer and Executive Vice President of Products. Mr. Andreessen previously served as a member of the boards of directors of eBay Inc., an e-commerce company, Hewlett-Packard Company, a software and hardware provider, and Hewlett Packard Enterprise Company, a technology solutions provider. Mr. Andreessen currently sits on the boards of directors of Meta Platforms, Inc., a technology company, Coinbase Global, Inc., a cryptocurrency exchange platform, and several private companies. Mr. Andreessen holds a B.S. in computer science from the University of Illinois Urbana-Champaign.

We believe that Mr. Andreessen is qualified to serve as a member of our Board of Directors due to his extensive leadership and business experience as an Internet entrepreneur, venture capitalist, and technologist, as well as his service on other boards of directors of various public companies.



**Todd
Bluedorn**

Mr. Bluedorn has served as a member of our Board of Directors since August 2023. He has most recently served as Vice Chair of Madison Industries, a privately-held industrial company, from 2022 to 2023. Prior to Madison Industries, he served as Chief Executive Officer of Lennox International, a climate control solutions provider, from 2007 to 2022, and as Chairman of the board of Lennox International from 2012 to 2022. Prior to that, Mr. Bluedorn held several senior management positions at United Technologies Corporation, including leading Otis Elevator — North & South America, an elevator manufacturer and maintainer. He also served on the board of directors of Eaton Corporation from 2010 to 2020. He currently sits on the board of directors of Texas Instruments, a global semiconductor company, and Medline Inc., a provider of medical-surgical products and supply chain solutions. Mr. Bluedorn holds a B.S. in Electrical Engineering from The United States Military Academy at West Point and an M.B.A from Harvard Business School.

We believe that Mr. Bluedorn is qualified to serve as a member of our Board of Directors due to his leadership and business experience in the industrial sector and his service in several senior management positions.



**Jonathan
Chadwick**

Mr. Chadwick has served as a member of our Board of Directors since August 2020. Since April 2016, he has been a private investor. From November 2012 to April 2016, Mr. Chadwick served as Chief Financial Officer, Chief Operating Officer and Executive Vice President of VMware, Inc., a virtualization and cloud infrastructure solutions company. He previously served as the Chief Financial Officer of Skype Communication S.a.r.l., a voice over IP (VoIP) service company, and as a Corporate Vice President of Microsoft Corporation, a technology company, after its acquisition of Skype Communication S.a.r.l. Mr. Chadwick previously served as Executive Vice President and Chief Financial Officer of McAfee, Inc., a security software company, until its acquisition by Intel Corporation. Before that, Mr. Chadwick served in various executive roles at Cisco Systems, Inc. Mr. Chadwick also worked for Coopers & Lybrand (now PricewaterhouseCoopers), an accounting firm, in various roles in the United States and United Kingdom. He currently serves on the boards of directors of ServiceNow, Inc., a cloud computing company, Zoom Communications, Inc., a provider of remote conferencing services, Confluent, Inc., a data infrastructure company, and various private companies. He previously served on the board of directors of Elastic N.V., a search and data analysis company, Cognizant Technology Solutions Corporation, an IT business services provider, and F5 Networks, Inc., an application networking delivery company. Mr. Chadwick qualified as a Chartered Accountant in England and holds a B.Sc. degree in Electrical and Electronic Engineering from the University of Bath.

We believe Mr. Chadwick is qualified to serve as a member of our Board of Directors due to his significant financial expertise as a Chief Financial Officer and service on the boards of directors of various public companies.



**Alyssa
Henry**

Ms. Henry has served as a member of our Board of Directors since August 2024. She most recently served as Chief Executive Officer of Square at Block, Inc. (formerly Square, Inc.), a financial services company, from February 2023 to October 2023. Prior to her role as CEO, Ms. Henry served in various roles at Square, Inc., including Square Lead and Block Infrastructure and Information Security Lead from December 2021 to February 2023, and Seller Lead from 2014 to December 2021. Prior to these roles, she served in various capacities at Amazon.com, Inc. from 2006 to 2014, including as Vice President of Amazon Web Services Storage Services. Ms. Henry spent 12 years at Microsoft Corporation in various engineering, program management, and product unit management roles. Ms. Henry currently serves on the boards of directors of Intel Corporation and Confluent, Inc. She also previously served as a member of the board of directors of Unity Software, Inc. from December 2018 to November 2022. Ms. Henry holds a B.S. in Mathematics and Applied Science with a Specialization in Computing from the University of California, Los Angeles.

We believe Ms. Henry is qualified to serve as a member of our Board of Directors due to her extensive leadership experience in the technology industry and her service on the boards of directors of various public companies.



**Ann
Livermore**

Ms. Livermore has served as a member of our Board of Directors since June 2021. She previously served in various management and leadership roles at Hewlett-Packard Company from 1982 to October 2011, most recently serving as Executive Vice President. Ms. Livermore currently serves on the boards of directors of Qualcomm Incorporated, a wireless technology company, and Hewlett Packard Enterprise Company. Ms. Livermore previously served as a member of the board of directors of Hewlett-Packard Company from June 2011 until November 2015 and United Parcel Service, Inc., a shipping and supply chain management company, from November 1997 until May 2023. Ms. Livermore holds a B.A. in Economics from the University of North Carolina, Chapel Hill and an M.B.A. from the Stanford Graduate School of Business.

We believe Ms. Livermore is qualified to serve as a member of our Board of Directors due to her extensive experience and leadership roles in the technology industry and her service on the boards of directors of various public companies.



Gary Steele

Mr. Steele has served as a member of our Board of Directors since September 2025. Since May 2025, he has served as Chief Executive Officer of Shield AI Inc., a defense technology company. Mr. Steele previously served in various roles at Cisco Systems Inc. from 2024 to 2025, including President, Go-to-Market and Executive Vice President and General Manager of Splunk Inc., a software company, after it was acquired by Cisco Systems Inc. Prior to the acquisition, Mr. Steele served as President and Chief Executive Officer of Splunk Inc. from April 2022 to March 2024. Mr. Steele also served as the founding Chief Executive Officer of Proofpoint Inc., a cybersecurity company, from November 2002 to March 2022. Mr. Steele currently serves on the board of directors of Upwork Inc., a marketplace and talent platform. He also previously served as a member of the boards of directors of Splunk Inc. from April 2022 to March 2024 and Proofpoint Inc. from November 2002 to March 2022. Mr. Steele holds a B.S. in Computer Science from Washington State University.

We believe Mr. Steele is qualified to serve as a member of our Board of Directors due to his extensive executive leadership experience in the technology industry, his operational experience serving as chief executive officer of multiple public technology companies, and his service on the boards of directors of various public companies.

Director Independence

Our Class A common stock is listed on the NYSE. As a company listed on the NYSE, we are required under NYSE listing rules to maintain a board comprised of a majority of independent directors as determined affirmatively by our Board of Directors. Under NYSE listing rules, a director will only qualify as an independent director if that listed company's board of directors affirmatively determines that the director has no material relationship with such listed company (either directly or as a partner, stockholder or officer of an organization that has a relationship with such listed company). In addition, the NYSE listing rules require that, subject to specified exceptions, each member of our audit, compensation and nominating and corporate governance committees be independent.

Audit committee members must also satisfy the additional independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and NYSE listing rules applicable to audit committee members. Compensation committee members must also satisfy the additional independence criteria set forth in Rule 10C-1 under the Exchange Act and NYSE listing rules applicable to compensation committee members.

Our Board of Directors has undertaken a review of the independence of each of our directors. Based on information provided by each director concerning his or her background, employment and affiliations, our Board of Directors has determined that Mr. Andreessen, Mr. Bluedorn, Ms. Bostrom, Mr. Chadwick, Ms. Henry, Ms. Livermore, Mr. Steele and Ms. Wagner, representing eight of our ten directors, do not have any material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us) and that each of these directors is an "independent director" as defined under the listing standards of the NYSE.

In making these determinations, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances that our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled "*Certain Relationships and Related Party Transactions.*"

There are no family relationships among any of our directors, director nominees or executive officers.

Board Leadership Structure

Sanjit Biswas, our co-founder and Chief Executive Officer, serves as Chair of our Board of Directors, presides over meetings of our Board of Directors, and holds such other powers and carries out such other duties as are customarily carried out by the Chair of our Board of Directors. Our independent directors bring experience, oversight, and expertise from outside of our company, while Mr. Biswas and Mr. Bicket each bring current company-specific experience, leadership, and insight as our co-founders and Chief Executive Officer and Chief Technology Officer, respectively.

Our Board of Directors has adopted corporate governance guidelines that provide that one of our independent directors should serve as our Lead Independent Director if the Chair of the Board of Directors is not independent. Our Board of Directors has appointed Mr. Chadwick to serve as our Lead Independent Director. As Lead Independent Director, Mr. Chadwick carries out the duties and responsibilities outlined below and performs such additional duties as our Board of Directors may otherwise determine and delegate. Our Board of Directors believes that this structure is appropriate and offers independent leadership and engagement from the Lead Independent Director, while providing the benefit of having our Chief Executive Officer, the individual with primary responsibility for managing the company's day-to-day operations, chair regular Board of Directors' meetings as key business and strategic issues are discussed.

Duties and Responsibilities of our Lead Independent Director

- ✓ Maintain significant involvement in meetings of the Board of Directors and executive sessions, including presiding over meetings at which the Chair is not present
- ✓ Act as liaison among the Chair, our independent directors and company management
- ✓ Evaluate and advise the Chair as to the quality, quantity and timeliness of the flow of information between company management and the independent directors as is appropriate for the independent directors to effectively perform their duties
- ✓ Provide input to the Chair, as appropriate, with respect to the meeting agendas for the Board of Directors and its committees
- ✓ Call and preside at periodic meetings of the independent directors and communicate relevant feedback to the Chair and company management as needed
- ✓ Be available for consultation and communication with significant stockholders wishing to communicate directly with our independent directors
- ✓ Coordinate the assessment of Board committee structure, organization and effectiveness in partnership with the Chair

Role of Board in Risk Oversight Process

Risk is inherent in our business and effective risk management is essential for executing our business strategy and protecting the interests of our stockholders. We face a number of risks, including strategic, financial, business, operational, legal, compliance, cybersecurity and reputational risks that are disclosed in our annual report. On cybersecurity in particular, like other technology companies, we have faced and expect to face cybersecurity threats on an ongoing basis. We routinely monitor and test our safeguards, and have taken affirmative steps to demonstrate our commitment to data security and privacy, such as obtaining cybersecurity-related certifications under standards promulgated by the International Organization for Standardization.

We have designed and implemented processes to manage risk in our operations. Risks are identified, categorized and assessed based on their estimated impact and likelihood to occur, the speed at which they may materialize, and our current and future capabilities to address each risk. Risks are evaluated in the context of our risk appetite and tolerance with escalation and reporting calibrated to the nature and severity of the risk. On a regular basis, specific departmental risk reviews are conducted with senior leaders from across the company. The company's highest priority risks are presented regularly to its risk steering committee, which consists of executive management and is chaired by our Vice President of Internal Audit and Risk Governance. At the risk steering committee, individual owners responsible for each priority risk report on mitigation progress and receive cross-functional feedback. Management is responsible for the day-to-day management of risks the company faces, while our Board of Directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. Our Board reviews strategic and operational risk in the context of discussions, question and answer sessions, and reports from the management team at regularly scheduled Board and/or audit committee meetings. Our Vice President of Internal Audit and Risk Governance reports directly to the audit committee and provides periodic updates on risk management and governance matters. Our Board has full access to management and has the ability to engage outside advisors and experts as needed to assess current and potential future risks.

In addition, our Board has tasked designated standing committees with oversight over certain categories of risk management. Our audit committee, on behalf of the Board, oversees enterprise risk management in the areas of internal control over financial reporting, disclosure controls and procedures, legal and regulatory compliance, cybersecurity, AI governance and other information technology risks. Our compensation committee, on behalf of the Board, oversees compensation and other employee-related risks, including risks relating to our executive compensation plans and arrangements as well as talent and leadership development and management, including matters relating to the attraction, development and retention of top-level talent. Our nominating and corporate governance committee, on behalf of the Board, oversees risks relating to governance, including our corporate governance practices, the composition and effectiveness of our Board of Directors, and issues related to corporate social responsibility and sustainability. The Board receives reports on all significant committee activities at regularly scheduled Board meetings. Between meetings, the Board and its committees receive updates as appropriate on significant risk developments, including emerging risks and incidents, and evaluate the risks inherent in significant transactions. Together with the committees, our Board reviews the overall risk profile of the company on at least an annual basis.

Our Board of Directors periodically reviews its risk oversight practices and committee structure to support effective oversight of the company's risk profile.

Board Committees

Our Board of Directors has established the following standing committees of the Board: an audit committee, a compensation committee and a nominating and corporate governance committee. The composition and responsibilities of each of those committees is described below.

Audit Committee

The current members of our audit committee are Mr. Chadwick, Ms. Henry, Mr. Steele and Ms. Wagner. Mr. Chadwick is the chairperson of our audit committee. Our Board of Directors has determined that each member of our audit committee meets the requirements for independence of audit committee members under the rules and regulations of the SEC and the listing standards of the NYSE, and each member also meets the financial literacy requirements of the listing standards of the NYSE. Our Board of Directors has determined that each of Mr. Chadwick, Mr. Steele and Ms. Wagner is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K. Ms. Wagner will continue to serve on our audit committee until her term expires at our fiscal year 2027 annual meeting. Our audit committee will then consist of Mr. Chadwick, Ms. Henry and Mr. Steele. Our audit committee is responsible for, among other things:

- appointing and overseeing our independent auditor;
- reviewing and approving audit and non-audit services;
- reviewing and approving (or recommending for approval to our Board of Directors) earnings materials, financial statements and related disclosures in periodic reports;
- reviewing internal controls and disclosure controls and procedures;
- overseeing the design, implementation and performance of our internal audit function;
- reviewing and discussing the adequacy and effectiveness of our legal, regulatory and ethical compliance programs;
- overseeing our policies on risk assessment and management;
- reviewing and monitoring compliance with our Code of Conduct; and
- reviewing and approving related party transactions.

No member of our audit committee should simultaneously serve on the audit committee of more than two additional public companies unless the Board of Directors determines that such simultaneous service would not impair the ability of such member to effectively serve on the audit committee and discloses such determination in accordance with the requirements of the NYSE. Our Board of Directors has considered Mr. Chadwick's simultaneous service on the audit committees of Samsara and three other public companies and has determined that such simultaneous service does not impair his ability to effectively serve as a member and chairperson of our audit committee.

Our audit committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the NYSE. A copy of the charter of our audit committee is available on our investor relations website at <https://investors.samsara.com/governance/governance-documents>.

During fiscal year 2026, our audit committee held five meetings.

Compensation Committee

The current members of our compensation committee are Mr. Bluedorn, Ms. Bostrom and Ms. Livermore. Mr. Bluedorn is the chairperson of our compensation committee. Our Board of Directors has determined that each member of our compensation committee meets the requirements for independence for compensation committee members under the rules and regulations of the SEC and the listing standards of the NYSE. Each member of the compensation committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. Ms. Bostrom will continue to serve on our compensation committee until her term expires at our fiscal year 2027 annual meeting. Our compensation committee will then consist of Mr. Bluedorn and Ms. Livermore. Our compensation committee is responsible for, among other things:

- reviewing and approving (or recommending to our Board of Directors) CEO and executive officer compensation;
- reviewing, approving, administering and overseeing our employee benefit and equity incentive plans;
- retaining compensation consultants and other advisors; and
- reviewing and recommending to the Board of Directors compensation for non-employee directors.

Our compensation committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the NYSE. A copy of the charter of our compensation committee is available on our investor relations website at <https://investors.samsara.com/governance/governance-documents>.

During fiscal year 2026, our compensation committee held five meetings.

Nominating and Corporate Governance Committee

The current members of our nominating and corporate governance committee are Ms. Livermore, Mr. Bluedorn and Ms. Wagner. Ms. Livermore is the chairperson of our nominating and corporate governance committee. Our Board of Directors has determined that each member of our nominating and corporate governance committee meets the requirements for independence for nominating and corporate governance committee members under the listing standards of the NYSE. Ms. Wagner will continue to serve on our nominating and corporate governance committee until her term expires at our fiscal year 2027 annual meeting. Our nominating and corporate governance committee will then consist of Ms. Livermore and Mr. Bluedorn. Our nominating and corporate governance committee is responsible for, among other things:

- assisting the Board of Directors by identifying individuals qualified to become members of the Board of Directors, and recommending to the Board of Directors, proposed nominees for election to the Board of Directors and appointment to its committees;
- considering director nominees properly recommended or nominated by stockholders;

- evaluating and recommending to the Board of Directors corporate governance policies, practices and guidelines applicable to the company;
- reviewing potential conflicts of interest;
- facilitating the annual performance review of the Board of Directors and its committees; and
- periodically reviewing and making recommendations to the Board of Directors regarding corporate governance trends, including developments related to corporate social responsibility, sustainability and other matters.

Our nominating and corporate governance committee operates under a written charter that satisfies the applicable listing standards of the NYSE. A copy of the charter of our nominating and corporate governance committee is available on our investor relations website at <https://investors.samsara.com/governance/governance-documents>.

During fiscal year 2026, our nominating and corporate governance committee held four meetings.

External Director Commitments

Our corporate governance guidelines contain a description of our overboarding policy, which is designed to help ensure that our directors can perform their duties and responsibilities as a director by limiting the number of additional public company boards on which they may serve. Our directors are not permitted to serve on more than four additional public company boards without the approval of the Board of Directors. In addition, any director who is the chief executive officer of a public company, including our CEO, should not serve on more than two additional public company boards, and no member of our audit committee should serve on the audit committee of more than two other public companies, without the approval of the Board of Directors. In partnership with our nominating and corporate governance committee, the Board of Directors will consider multiple factors when reviewing a request for an exception to this policy. These factors include a director's attendance and level of engagement at Board and committee meetings, the role that the director plays on the Board of Directors as well as his or her role on the boards and committees of the other public companies, the diversity of experience and background that the director contributes to the Board's composition, and other relevant factors as needed.

Attendance at Board and Stockholder Meetings

During our fiscal year ended January 31, 2026, our Board of Directors held four meetings, and each director attended at least 75% of the aggregate of (1) the total number of meetings of the Board of Directors held during the period for which he or she has been a director and (2) the total number of meetings held by all committees on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our Board of Directors at the annual meetings of stockholders, we encourage directors to attend. Seven members of our Board of Directors at the time attended the fiscal year 2026 annual meeting.

Executive Sessions of Non-Employee Directors

To encourage and enhance communication among non-employee directors, and as required under applicable NYSE rules, our corporate governance guidelines provide that the non-employee directors will meet in executive sessions led by our Lead Independent Director without management directors or management present on a periodic basis. In addition, if any of our non-employee directors are not independent directors, then our independent directors will also meet in executive session on a periodic basis.

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions) of any entity that has one or more executive officers serving on our Board of Directors or compensation committee.

Considerations in Evaluating Directors and Director Nominees

Our nominating and corporate governance committee uses a variety of methods for identifying and evaluating potential director nominees. In its evaluation of director candidates, including the current directors eligible for re-election, our nominating and corporate governance committee will consider the current size and composition of our Board of Directors and the needs of our Board of Directors and its respective committees and other director qualifications. While our Board has not set specific minimum qualifications for its members, our nominating and corporate governance committee evaluates director nominees based on various factors, including but not limited to character, professional ethics, integrity, judgment, business acumen, demonstrated expertise, and competence in their field. Additional considerations include the ability to exercise sound business judgment, tenure on the Board, complementary skills, understanding of our business, awareness of Board responsibilities, time commitments, and diversity across professional background, education, race, ethnicity, gender, age, and geography. The Board values a mix of perspectives and experiences that enhance decision-making. While there is no formal policy regarding a balanced representation of backgrounds and experiences, the Board is committed to fostering a well-rounded and inclusive membership and considers a wide range of perspectives, professional experiences, and expertise in its selection process.

If our nominating and corporate governance committee determines that an additional or replacement director is required, then the committee may take such measures as it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the committee, Board or management. During fiscal year 2026, our nominating and corporate governance committee utilized the services of Heidrick & Struggles to assist in the identification and selection of a potential director, including with respect to Mr. Steele, to join our Board of Directors.

After completing its review and evaluation of director candidates, our nominating and corporate governance committee recommends to our Board of Directors the director nominees for selection. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors and our Board of Directors has the final authority in determining the selection of director candidates for nomination to our Board.

Our nominating and corporate governance committee also oversees the annual self-evaluation process for our Board of Directors and its committees, including conducting surveys of director observations and suggestions on the effectiveness of the Board. The nominating and corporate governance committee is responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as making recommendations to the Board regarding any changes they may deem appropriate based on insights collected through the evaluation process. We utilize the results of the evaluation process to analyze the effectiveness of our current Board composition, structure, and processes and to determine the critical skills and characteristics required of prospective candidates for election to our Board.

Stockholder Recommendations and Nominations to our Board of Directors

Our nominating and corporate governance committee will consider recommendations and nominations for candidates to our Board of Directors from stockholders in the same manner as candidates recommended to the committee from other sources, so long as such recommendations and nominations comply with our articles of incorporation and bylaws, all applicable company policies and all applicable laws, rules and regulations, including those promulgated by the SEC. Our nominating and corporate governance committee will evaluate such recommendations in accordance with its charter, our bylaws and corporate governance guidelines and the director nominee criteria described above.

A stockholder that wants to recommend a candidate to our Board of Directors should direct the recommendation in writing by letter to our corporate secretary at Samsara Inc., 1 De Haro Street, San Francisco, California 94107, Attention: Corporate Secretary. Such recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a statement of support by the recommending stockholder, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and us and evidence of the recommending stockholder's ownership of our capital stock, among other required information. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

Under our bylaws, stockholders may also directly nominate persons for our Board of Directors. Any nomination must comply with the requirements set forth in our bylaws and the rules and regulations of the SEC and should be sent in writing to our corporate secretary at the address above. To be timely for our fiscal year 2028 annual meeting of stockholders, nominations must be received by our corporate secretary observing the deadlines discussed below under “*Other Matters—Stockholder Proposals or Director Nominations for Fiscal Year 2028 Annual Meeting.*”

Communications with the Board of Directors

Stockholders and other interested parties wishing to communicate directly with our non-management directors may do so by writing and sending the correspondence to our corporate secretary or legal department by mail to our principal executive offices at Samsara Inc., 1 De Haro Street, San Francisco, California 94107. Our corporate secretary or legal department, in consultation with appropriate directors as necessary, will review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for our stockholders to act on or for our Board of Directors to consider and (3) matters that are of a type that render them improper or irrelevant to the functioning of our Board of Directors or our business, including, without limitation, mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material. If appropriate, our corporate secretary or legal department will route such communications to the appropriate director(s) or, if none is specified, then to the chair of the Board or the lead independent director. These policies and procedures do not apply to communications to non-management directors from our officers or directors who are stockholders or stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act.

Policy Prohibiting Hedging or Pledging of Securities

Under our insider trading policy, our employees, including our executive officers, and the members of our Board of Directors are prohibited from, among other things, (1) engaging in short sales of our securities, (2) engaging in transactions in puts, calls, or other derivative securities involving our equity securities on an exchange or in any other organized market, (3) engaging in hedging transactions involving our securities, including prepaid variable forward contracts, equity swaps, collars and exchange funds, (4) pledging any of our securities as collateral for any loans unless explicitly approved in writing by our Chief Administrative Officer and (5) holding our securities in a margin account.

Corporate Governance Guidelines and Code of Conduct

Our Board of Directors has adopted corporate governance guidelines. These guidelines address, among other items, the qualifications and responsibilities of our directors and director candidates, the structure and composition of our Board of Directors and corporate governance policies and standards applicable to us in general. In addition, our Board of Directors has adopted a code of conduct that applies to all of our employees, officers and directors, including our chief executive officer, chief financial officer and other executive and senior financial officers. The full text of our corporate governance guidelines and code of conduct are available on our investor relations website at <https://investors.samsara.com/governance/governance-documents>. We will post amendments to our corporate governance guidelines and code of conduct or any waivers of our code of conduct for directors and executive officers on the same website.

Director Compensation

We have an outside director compensation policy for our non-employee directors, which we most recently updated in June 2025 to align with peer and market practices. The current outside director compensation policy was developed with input from our independent compensation consultant, Compensia, Inc. (“**Compensia**”) regarding practices and compensation levels of similarly situated companies and is intended to attract, retain, and reward non-employee directors.

Under our outside director compensation policy, non-employee directors are entitled to receive compensation in the form of cash and equity, as described below.

- \$47,500 retainer per year for each non-employee director (increased from \$40,000 in June 2025);
- \$50,000 retainer per year for the non-executive chair of the Board of Directors (if appointed);

- \$22,000 retainer for the lead independent director (increased from \$20,000 in June 2025);
- \$25,000 retainer per year for the chair of the audit committee or \$12,500 retainer per year for each other member of the audit committee (increased from \$10,000 in June 2025);
- \$20,000 retainer per year for the chair of the compensation committee or \$10,000 retainer per year for each other member of the compensation committee; and
- \$12,000 retainer per year for the chair of the nominating and corporate governance committee or \$6,000 retainer per year for each other member of the nominating and corporate governance committee.

Each non-employee director who serves as the chair of a committee will receive only the additional annual fee as the chair of the committee and will not receive the additional annual fee as a member of the committee. All cash payments to non-employee directors will be paid quarterly in arrears on a prorated basis.

Each person who first becomes a non-employee director under the outside director compensation policy will receive, on the first trading date on or after the date on which the person first becomes a non-employee director, an initial award of restricted stock units covering a number of shares of our Class A common stock, with such award having a grant value equal to \$500,000, rounded to the nearest whole share. Each initial award will vest as to 1/3rd of the underlying shares on the first quarterly vesting date following the date the individual became a non-employee director, and as to 1/3rd of the underlying shares on each of the next two anniversaries thereafter, subject to continued service through each relevant vesting date. If the person was a member of our Board of Directors and also an employee, becoming a non-employee director due to termination of employment will not entitle the non-employee director to an initial award.

On the date of each of our annual stockholder meetings, each non-employee director who is continuing as a director following our annual stockholder meeting automatically will be granted an award of restricted stock units covering a number of shares of our Class A common stock, with such award having a grant value of \$250,000, rounded to the nearest whole share. Each annual award will vest on the earlier of the first anniversary of the award's grant date or the day before the annual stockholder meeting following the date the annual award was granted, in each case subject to continued service through the relevant vesting date.

In the event of a change in control of our company, all equity awards granted to a non-employee director (including those granted pursuant to our outside director compensation policy) will fully vest and become immediately exercisable (if applicable), unless specifically provided otherwise under the applicable award agreement or other written agreement between the non-employee director and us.

Under our outside director compensation policy, in any fiscal year, no non-employee director may be paid, issued or granted cash compensation and equity awards following the effective date of our outside director compensation policy with a total value of greater than \$750,000, with the value of an equity award based on its grant-date fair value for purposes of this limit. Any cash compensation paid or equity awards granted to a non-employee director while he or she was an employee or consultant (other than a non-employee director) will not count toward this limit. The maximum annual limit does not reflect the intended size of any potential compensation or equity awards to our non-employee directors.

Our outside director compensation policy also provides for the reimbursement of our non-employee directors for reasonable, customary and documented travel expenses to attend meetings of our Board of Directors and committees thereof.

Our non-employee directors will remain eligible to receive equity awards and cash or other compensation outside of the outside director compensation policy, as may be provided from time to time at the discretion of our Board of Directors.

Director Compensation for Fiscal Year 2026

The following table sets forth information regarding the total compensation awarded to, earned by or paid to our non-employee directors for their service on our Board of Directors for the fiscal year ended January 31, 2026. Directors who are also our employees receive no additional compensation for their service as directors. During fiscal year 2026, Mr. Biswas and Mr. Bicket were employees and executive officers of the company and therefore did not receive compensation as directors. See “*Executive Compensation*” for additional information regarding Mr. Biswas’ and Mr. Bicket’s compensation.

Name	Fees Paid or Earned in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Marc Andreessen ⁽²⁾	—	—	—	—	—
Todd Bluedorn ⁽³⁾	62,250	249,998	—	—	312,248
Sue Bostrom ⁽⁴⁾	61,250	249,998	—	—	311,248
Jonathan Chadwick	89,750	249,998	—	—	339,748
Alyssa Henry	55,000	249,998	—	—	304,998
Ann Livermore	65,750	249,998	—	—	315,748
Gary Steele ⁽⁵⁾	23,091	499,983	—	—	523,074
Sue Wagner	61,000	249,998	—	—	310,998

(1) The dollar value of the restricted stock unit, or RSU, awards shown in the “Stock Awards” column represents the aggregate grant-date fair value calculated on the basis of the fair market value of the underlying shares of Class A common stock on the grant date in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718, or FASB ASC Topic 718. On July 29, 2025, each non-employee director, other than Mr. Andreessen and Mr. Steele, received an annual grant of 6,371 RSUs with a grant-date fair value of \$39.24 per share, the closing stock price as of the date of grant, in accordance with the terms of our outside director compensation policy that was in place at the time. On September 2, 2025, Mr. Steele received an initial grant in connection with his appointment to our Board of Directors of 14,088 RSUs with a grant-date fair value of \$35.49 per share, the closing stock price as of the date of grant, in accordance with the terms of our outside director compensation policy.

(2) Mr. Andreessen declined all compensation, including equity awards, for his service on our Board of Directors for the fiscal year ended January 31, 2026.

(3) Committee fees for Mr. Bluedorn are prorated to reflect his appointment as chair of the compensation committee, effective November 2, 2025.

(4) Committee fees for Ms. Bostrom are prorated to reflect her transition from chair to member of the compensation committee, effective November 2, 2025.

(5) Board fees for Mr. Steele are prorated to reflect his appointment to our Board of Directors, effective September 1, 2025, and committee fees for Mr. Steele are prorated to reflect his appointment to the audit committee, effective November 2, 2025.

The following table lists the number of shares underlying all outstanding equity awards held by non-employee directors as of January 31, 2026:

Name	Aggregate Number of Shares Underlying Outstanding Stock Awards
Marc Andreessen ⁽¹⁾	—
Todd Bluedorn	6,371
Sue Bostrom	6,371
Jonathan Chadwick	6,371
Alyssa Henry	11,059
Ann Livermore	6,371
Gary Steele	9,393
Sue Wagner	6,371

(1) Mr. Andreessen declined all compensation, including equity awards, for his service on our Board of Directors for the fiscal year ended January 31, 2026.

PROPOSAL NO. 1:

ELECTION OF DIRECTORS

Our Board of Directors currently consists of ten directors. The current terms of each of Ms. Bostrom and Ms. Wagner will expire at the fiscal year 2027 annual meeting. As such, at the fiscal year 2027 annual meeting, our Board will consist of eight directors, each of whom will be elected for a one-year term and until their respective successors are duly elected and qualified or until their earlier death, resignation or removal.

We extend our sincere thanks to Ms. Bostrom and Ms. Wagner for their distinguished service on our Board since before our IPO in December 2021. We are deeply grateful for their expertise and dedication to our Board.

Nominees

Our nominating and corporate governance committee has recommended, and our Board of Directors has approved, Sanjit Biswas, John Bicket, Marc Andreessen, Todd Bluedorn, Jonathan Chadwick, Alyssa Henry, Ann Livermore and Gary Steele as nominees for election as directors at the annual meeting. If elected, each of Mr. Biswas, Mr. Bicket, Mr. Andreessen, Mr. Bluedorn, Mr. Chadwick, Ms. Henry, Ms. Livermore and Mr. Steele will serve as a director until the fiscal year 2028 annual meeting of stockholders and until his or her respective successor is elected and qualified or until his or her earlier death, resignation or removal. For more information concerning the nominees, please see the section titled *“Board of Directors and Corporate Governance.”*

Mr. Biswas, Mr. Bicket, Mr. Andreessen, Mr. Bluedorn, Mr. Chadwick, Ms. Henry, Ms. Livermore and Mr. Steele have agreed to serve as directors if elected, and management has no reason to believe that they will be unavailable to serve. In the event a nominee is unable or declines to serve as a director at the time of the annual meeting, proxies will be voted for any nominee designated by the present Board of Directors to fill the vacancy.

Vote Required

Each director is elected by a plurality of the voting power of the shares present in person (including virtually) or represented by proxy at the meeting and entitled to vote on the election of directors. Because the outcome of this proposal will be determined by a plurality vote, any shares not voted “FOR” a particular nominee, whether as a result of an abstention, choosing to “WITHHOLD” authority to vote or a broker non-vote, will have no effect on the outcome of the election.

Board Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

PROPOSAL NO. 2:

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed Deloitte & Touche LLP as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending January 30, 2027. Deloitte & Touche LLP served as our independent registered public accounting firm for the fiscal year ended January 31, 2026.

At the annual meeting, we are asking our stockholders to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027. Our audit committee is submitting the appointment of Deloitte & Touche LLP to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Notwithstanding the appointment of Deloitte & Touche LLP, and even if our stockholders ratify the appointment, our audit committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our audit committee believes that such a change would be in the best interests of our company and our stockholders. If our stockholders do not ratify the appointment of Deloitte & Touche LLP, then our audit committee may reconsider the appointment. One or more representatives of Deloitte & Touche LLP are expected to be present at the annual meeting, and they will have an opportunity to make a statement and are expected to be available to respond to appropriate questions from our stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees billed or expected to be billed (in thousands) for professional audit services and other services rendered to us by Deloitte & Touche LLP and the member firms of Deloitte Touche Tohmatsu Limited and their respective affiliates for our fiscal years ended January 31, 2026 and February 1, 2025.

	2026	2025
Audit Fees ⁽¹⁾	\$3,782	\$3,745
Audit-Related Fees ⁽²⁾	—	—
Tax Fees ⁽³⁾	249	296
All Other Fees ⁽⁴⁾	—	9
Total Fees	\$4,031	\$4,050

(1) "Audit Fees" consist of fees billed for professional services rendered in connection with the audits of our consolidated financial statements and the effectiveness of our internal control over financial reporting, reviews of our quarterly condensed consolidated financial statements, and related accounting consultations and services that are normally provided by the independent registered public accountants in connection with regulatory filings or engagements, and services rendered in connection with statutory audit filings for those fiscal years.

(2) For the fiscal years ended January 31, 2026 and February 1, 2025, there were no fees billed by Deloitte & Touche LLP for professional services rendered under "Audit-Related Fees" in the table above.

(3) "Tax Fees" consist of fees for professional services for tax compliance and tax consulting.

(4) "All Other Fees" consist of fees related to subscriptions to an accounting research database for the fiscal year ended February 1, 2025.

Auditor Independence

In fiscal year 2026, there were no other professional services provided by Deloitte & Touche LLP, other than those listed above, that would have required our audit committee to consider their compatibility with maintaining the independence of Deloitte & Touche LLP.

Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our audit committee is generally required to pre-approve the audit and non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair such accounting firm's independence. All services provided by Deloitte & Touche LLP for our fiscal years ended January 31, 2026 and February 1, 2025 were pre-approved by our audit committee.

Vote Required

The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending January 30, 2027 requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. Abstentions will have the same effect as a vote "AGAINST" this proposal. Because this is a routine proposal, we do not expect any broker non-votes on this proposal.

Board Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING JANUARY 30, 2027.

REPORT OF THE AUDIT COMMITTEE

The audit committee is a committee of the Board of Directors comprised solely of independent directors as required by the NYSE listing rules and the rules and regulations of the SEC. The audit committee operates under a written charter adopted by the Board of Directors. This written charter is reviewed annually for changes, as appropriate. With respect to Samsara's financial reporting process, Samsara's management is responsible for (1) establishing and maintaining internal controls and (2) preparing Samsara's consolidated financial statements. Samsara's independent registered public accounting firm, Deloitte & Touche LLP, is responsible for performing an independent audit of Samsara's consolidated financial statements. It is the responsibility of the audit committee to oversee these activities. It is not the responsibility of the audit committee to prepare Samsara's financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the audit committee has:

- reviewed and discussed the audited consolidated financial statements with management and Deloitte & Touche LLP;
- discussed with Deloitte & Touche LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board, or PCAOB, and the SEC; and
- received the written disclosures and the letter from Deloitte & Touche LLP required by the applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with Deloitte & Touche LLP its independence.

Based on the review and discussions noted above, the audit committee recommended to the Board of Directors that the audited consolidated financial statements be included in Samsara's Annual Report on Form 10-K for the fiscal year ended January 31, 2026 for filing with the SEC.

Respectfully submitted by the members of the audit committee of the Board of Directors:

Jonathan Chadwick (Chair)
Alyssa Henry
Gary Steele
Sue Wagner

This audit committee report shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A promulgated by the SEC or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any prior or subsequent filing by Samsara under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except to the extent Samsara specifically requests that the information be treated as "soliciting material" or specifically incorporates it by reference.

PROPOSAL NO. 3:

ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “**Dodd-Frank Act**”) and SEC rules, we are providing our stockholders with the opportunity to vote to approve, on a non-binding advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement. This proposal, commonly known as a “Say-on-Pay” vote, gives our stockholders the opportunity to express their view on our named executive officers’ compensation as a whole. This vote is not intended to address any specific items of compensation or any specific named executive officer but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement. At our fiscal year 2024 annual meeting, we asked our stockholders to express a preference for the frequency of our Say-on-Pay vote. The majority of our stockholders voted to hold the Say-on-Pay vote on an annual basis, and therefore, we will present this vote every year to our stockholders.

The Board encourages stockholders to carefully review the section of this proxy statement titled “*Executive Compensation*,” including the Compensation Discussion and Analysis and the Executive Compensation Tables, for a thorough discussion of the compensation of our named executive officers as well as our compensation philosophy and programs. We believe that the information provided in the section titled “*Executive Compensation*,” including the Compensation Discussion and Analysis and the Executive Compensation Tables, demonstrates that our executive compensation program was designed appropriately and is working to ensure that the interests of our executives are aligned with those of our stockholders in order to support long-term value creation.

Accordingly, our Board of Directors requests that stockholders approve, on a non-binding advisory basis, the following resolution at the fiscal year 2027 annual meeting:

“**RESOLVED**, that the compensation paid to the company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion set forth in this proxy statement, is hereby approved.”

Vote Required

The approval, on a non-binding advisory basis, of the compensation of our named executive officers, requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. You may vote “FOR,” “AGAINST,” or “ABSTAIN” with respect to this proposal. Abstentions will have the same effect as a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Because this proposal is an advisory vote, the result will not be binding on us or our Board of Directors. Our Board of Directors and our compensation committee, however, will consider the outcome of the vote when making future compensation decisions regarding our named executive officers.

Board Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

EXECUTIVE OFFICERS

The following table sets forth certain information about our executive officers as of June 1, 2026.

Name	Age	Position
Sanjit Biswas	44	Co-Founder, Chief Executive Officer and Chair
John Bicket	46	Co-Founder, Executive Vice President, Chief Technology Officer and Director
Dominic Phillips	44	Executive Vice President, Chief Financial Officer
Adam Eltoukhy	42	Executive Vice President, Chief Administrative Officer and Corporate Secretary

Sanjit Biswas. For the biography of Mr. Biswas, see the section of this proxy statement titled “*Board of Directors and Corporate Governance—Nominees for Director.*”

John Bicket. For the biography of Mr. Bicket, see the section of this proxy statement titled “*Board of Directors and Corporate Governance—Nominees for Director.*”

Dominic Phillips. Mr. Phillips has served as our Chief Financial Officer since December 2019. From April 2014 to November 2019, he held various finance roles at ServiceNow, Inc., most recently Vice President, Finance and Head of Corporate Development, and from August 2010 to April 2014, he held various roles on Morgan Stanley’s technology investment banking team, most recently Vice President. He currently serves on the board of directors of Datadog, Inc., a public software security company. Mr. Phillips holds a B.S. in Business from California Polytechnic State University—San Luis Obispo and an M.B.A. from University of California, Berkeley, Haas School of Business.

Adam Eltoukhy. Mr. Eltoukhy has served in various roles at Samsara since October 2018, most recently as our Chief Administrative Officer. From November 2012 to October 2018, he was Legal Counsel at Palantir Technologies, where he served in a variety of positions, including most recently as the head of the litigation and intellectual property groups. Prior to joining Palantir, he was an associate with the firms of Morrison & Foerster and Weil, Gotshal & Manges. He also served as a law clerk on the United States District Court for the Northern District of California and the United States Court of Appeals for the Federal Circuit. Mr. Eltoukhy holds a B.S. in Electrical Engineering from Santa Clara University and a J.D. from Stanford Law School.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section describes the material elements of our executive compensation program for the following current and former executive officers, who are our named executive officers for the fiscal year ended January 31, 2026 (“FY 2026”):

- **Sanjit Biswas**, our Chief Executive Officer;
- **Dominic Phillips**, our Executive Vice President and Chief Financial Officer;
- **John Bicket**, our Executive Vice President and Chief Technology Officer;
- **Adam Eltoukhy**, our Executive Vice President and Chief Administrative Officer and Corporate Secretary; and
- **Lara Caimi**, our former Executive Vice President and President of Worldwide Field Operations ⁽¹⁾.

(1) Ms. Caimi is included as a named executive officer in this Compensation Discussion and Analysis because she was an executive officer at the beginning of FY 2026 and would have been one of the three most highly compensated individuals (other than the CEO and CFO) at the end of FY 2026, but for the fact that she was no longer serving as an executive officer at the end of FY 2026. Ms. Caimi stepped down from her position as President of Worldwide Field Operations, effective March 3, 2025, at which time she also ceased being an executive officer. Ms. Caimi continued to be employed with the company as an advisor through her departure on September 5, 2025.

Executive Summary

Samsara, the pioneer of the Connected Operations Platform, is on a mission to increase the safety, efficiency and sustainability of the operations that power the global economy. Our executive compensation program is designed to attract, retain and motivate our leadership team to fulfill this mission. We believe that our approach to executive compensation is aligned with the interests of our stockholders, as compensation for our executive officers is primarily delivered in the form of equity and therefore tied to our company performance.

FY 2026 Financial & Operational Highlights

We were founded in 2015 and have achieved significant growth since our inception. In FY 2026, we reached several significant financial and operational milestones, a few of which are highlighted below. Our business model focuses on maximizing the lifetime value of our customer relationships, and we continue to make significant investments to expand our customers' use of our Connected Operations Platform.

Revenue Growth at Scale

\$1.6 billion in total revenue, representing year-over-year growth of 30%

Consistent Growth of Annual Recurring Revenue⁽¹⁾

Ended FY 2026 with **\$1.9 billion in ARR**, an increase of 30% year-over-year in constant currency⁽²⁾

Continued Large Customer Momentum

Ended FY 2026 with **3,194 customers over \$100,000 in ARR**, an increase of 29% year-over-year

GAAP Profitability

Ended FY 2026 with **two consecutive quarters of GAAP profitability**

Broad Multi-Product Adoption

96% of customers with over \$100,000 in ARR subscribe to **2+ products** and 69% of those customers subscribe to **3+ products**

AI Innovation Fueled by Large Proprietary Dataset

In FY 2026, we processed more than **25 trillion data points**, enabling our AI models to deliver deeper actionable insights

(1) Annual Recurring Revenue (“ARR”) is the annualized value of subscription contracts that have commenced revenue recognition as of the measurement date.

- (2) Constant currency is a methodology for assessing how our underlying business performed excluding the effect of foreign currency rate fluctuations. To present this information, current period results for customer contracts denominated in currencies other than U.S. dollars are converted into U.S. dollars using the average currency exchange rates in effect during the comparative period, rather than the actual currency exchange rates in effect during the current period. For ARR, customer contracts denominated in currencies other than U.S. dollars are translated into U.S. dollars based on the currency exchange rate as of the day of the effective date of the contract.

FY 2026 Executive Compensation Highlights

Our FY 2026 executive compensation program was designed to be consistent with our executive compensation philosophy and had the following features:

Continued Use of Minimal Base Salary for our CEO and CTO.	Each of our co-founders, Mr. Biswas and Mr. Bicket, continued to voluntarily receive a minimal base salary of \$50,000 each in FY 2026.
Limited Merit-Based Salary Increases for Two Named Executive Officers.	We made limited merit-based salary increases of approximately 4% for Mr. Phillips and 5% for Mr. Eltoukhy in FY 2026.
No Changes to Non-Equity Incentive Plan Target Percentages.	For our FY 2026 non-equity incentive compensation plan for our executives (the “ Executive Non-Equity Incentive Plan ”), we made no changes to the target percentages for our named executive officers.
Annual Executive Non-Equity Incentive Plan Based Solely on Pre-Established Corporate Performance Objectives.	Our Executive Non-Equity Incentive Plan rewards achievement of our annual performance targets through quarterly payouts (capped at 100% of the target payout for the first three quarters) and a final year-end payout, which is calculated as the full-year achievement minus the sum of the quarterly payments for the prior three quarters (with a maximum annual earning opportunity of 150% of target). This plan structure balances our desire to incentivize incremental performance throughout the year while emphasizing achievement of our annual performance targets. For FY 2026, our compensation committee approved an annual total payout result under the Executive Non-Equity Incentive Plan of 127.9% of target.
Long-Term Vesting Schedule for RSUs Continues to Promote Management Longevity and Align Executive and Stockholder Interests.	We utilize a four-year vesting schedule for restricted stock units (“RSUs”), granted to employees at the Vice President level and above to ensure our leadership is fundamentally aligned with long-term stockholder interests. By delivering the vast majority of our named executive officers’ total direct compensation in the form of RSUs, we incentivize sustained value creation and reward the management longevity essential to our strategic goals.

Say-on-Pay Results

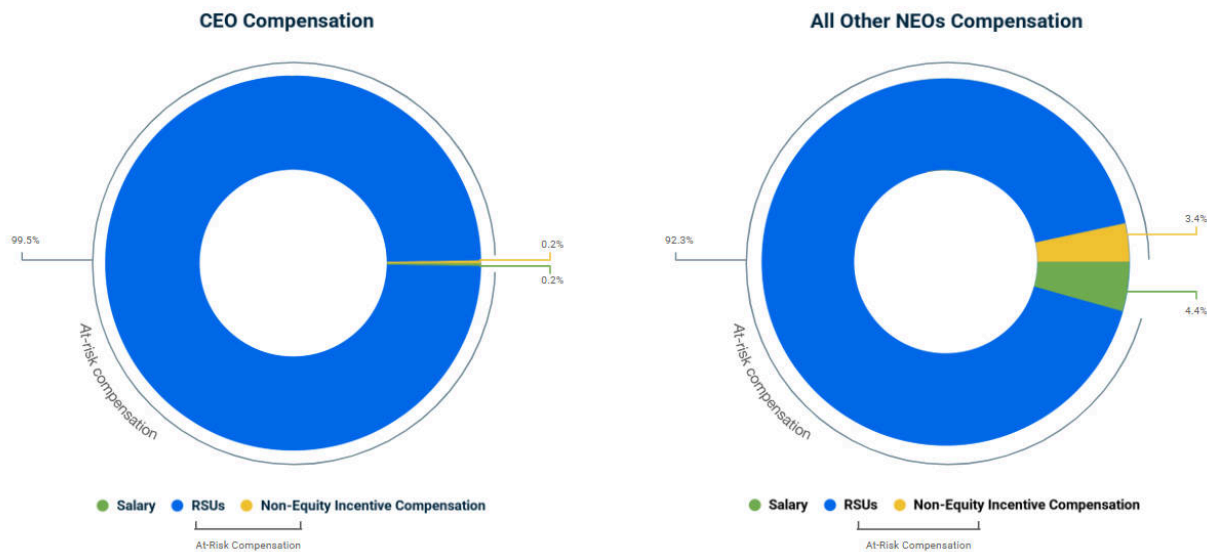
At our fiscal year 2026 annual meeting of stockholders, we conducted our “say-on-pay” vote. Approximately 98.6% of the shares represented and entitled to vote on this proposal voted, on a non-binding advisory basis, in favor of the compensation of our named executive officers for fiscal year 2025 (“**FY 2025**”).

We value the opinions of our stockholders. Our goal is to be responsive to our stockholders and ensure we understand and address their concerns and observations. Our compensation committee considers the result of our say-on-pay vote in determining the compensation of our named executive officers and will continue to monitor the outcome of our say-on-pay vote, as well as feedback received throughout the year, when making future compensation decisions for our named executive officers.

After considering the above results and feedback from our stockholders, the compensation committee decided to maintain its overall approach to executive compensation.

Mix of Pay

Compensation for our named executive officers is intended to be competitive with our compensation peer group and reward executives when performance exceeds expectations and value is created for our stockholders. To create meaningful alignment between our executives and our stockholders, we allocate the majority of the total target compensation paid to our named executive officers to “at-risk” compensation that is tied to defined performance targets and/or continued service. For FY 2026, the annual pay mix for our CEO and our other named executive officers (excluding Ms. Caimi who was employed with the company for a portion of FY 2026) consisted of base salary, non-equity incentive awards and time-based restricted stock units, with “at-risk” compensation representing nearly all of our CEO’s overall pay at target and representing approximately 96% of our named executive officers’ overall pay at target.



Our Compensation Philosophy

Our executive compensation philosophy is shaped by our strong belief that competitiveness, management longevity, long-term ownership and a strong performance orientation are vital to our success and to creating value for our stockholders. Our program aims to attract, retain and incentivize highly talented individuals who embody our mission to increase the safety, efficiency and sustainability of the operations that power the global economy. We achieve this by directly linking executive compensation to executive team performance, overall company performance and the interests of our stockholders, particularly through focusing our compensation philosophy and program primarily on the long-term elements of target total compensation.

We use the following principles to accomplish our philosophy:

Competitiveness

The ability to attract and retain elite talent is paramount to our success. We operate in a highly competitive market and design our pay programs to attract and retain an executive team capable of driving our growth trajectory. We aim for the total target compensation of our named executive officers (including base salary, non-equity incentive awards and annual equity awards) to be competitive with our peer group. Our non-equity incentive plan rewards exceptional performance against predetermined targets through a quarterly payout structure.

Management Longevity

We believe management longevity is a key driver of long-term value creation. Our executive compensation program promotes retention through annual equity awards featuring a four-year vesting period. Because the value realized from these grants depends on our stock price at the time of vesting, this structure further enhances the link between the interests of our executives and those of our stockholders.

Long-Term Ownership

We align the interests of our named executive officers with those of our stockholders by prioritizing long-term value creation. In line with this philosophy, we heavily weight total compensation toward long-term equity incentives. This ensures our executive team operates with an ownership mentality, focused entirely on the company's enduring success.

Strong Performance Orientation

We maintain high standards for corporate performance. Our executives earn annual non-equity incentive awards only through the achievement of rigorous business objectives that benefit stockholders. In addition, the value realized from executives' equity awards is dependent on our stock price performance over time.

Executive Compensation Practices

Our executive compensation policies and practices reinforce our long-term, performance-oriented philosophy.

What We Do

- ✓ Link a significant portion of compensation for named executive officers to at-risk outcomes, based on stock performance or pre-established corporate objectives
- ✓ Annually review our named executive officer compensation against competitive market data
- ✓ Maintain a compensation committee comprised of 100% independent directors
- ✓ Maintain an executive compensation clawback policy
- ✓ Retain an independent compensation advisor who advises the compensation committee and provides no other services to the company
- ✓ Provide double-trigger change in control arrangements
- ✓ Assess the risk-reward balance of our compensation programs to mitigate undue risks

What We Don't Do

- ✗ No guaranteed bonuses
- ✗ No excessive perquisites
- ✗ No pension plans or supplemental retirement plans
- ✗ No pledging of our stock by directors or executive officers
- ✗ No short sales, hedging or margin accounts
- ✗ No excise tax gross-ups upon a change in control

Our Compensation-Setting Process

Role of Management and the Compensation Committee

Our compensation-setting process is collaborative. Our compensation committee is primarily responsible for establishing and reviewing our general compensation strategy. In addition, our compensation committee oversees our compensation and benefit plans and policies, administers our equity incentive plans and reviews and approves annually all compensation decisions relating to all of our executive officers, including our Chief Executive Officer, and the compensation of our non-employee directors. Our compensation committee considers recommendations from our Chief Executive Officer regarding the compensation of our executive officers, other than himself, as well as recommendations from other independent Board members and our management team and the committee's independent compensation consultant, Compensia, as discussed below. Each of these contributors provides valuable input and perspectives that are used to make executive compensation decisions. We believe this approach enables us to draw upon the diverse experience and expertise of these groups when setting compensation levels, selecting performance metrics, and defining how value will be delivered to executive officers upon meeting or exceeding expectations.

Use of Independent Compensation Consultant

During the fiscal year ended January 31, 2026, our compensation committee, on behalf of our Board of Directors, retained Compensia to provide it with market information, analysis, and other advice relating to executive officer and non-executive director compensation on an ongoing basis, as well as equity plan design and strategy. Compensia does not provide any services to us other than the consulting services to our compensation committee. Our compensation committee has evaluated its relationship with Compensia to ensure that it believes that such firm is independent from management, including such factors as were deemed relevant under the circumstances, and has determined that no conflict of interest was raised as a result of the work performed by Compensia and that Compensia is independent pursuant to SEC and NYSE rules.

Overview of Factors Considered in Setting Executive Compensation

Our compensation committee assesses the competitiveness of each element of the executive officers' total direct compensation against the compensation peer group, as discussed below, as well as taking into account Radford survey data. This assessment is one factor that our compensation committee considers when it sets pay levels for our executive officers.

We believe market data is a helpful reference to assess the competitiveness and appropriateness of our executive compensation program and our goals of attracting and retaining qualified executive officers. When making its compensation decisions, our compensation committee applies its own business judgment and experience and also considers a number of other factors, including: company performance, each executive's impact and criticality to our strategy and mission, relative scope of responsibility and potential, executive team performance, and internal pay equity considerations.

FY 2026 Peer Group

In December 2024, our compensation committee approved a peer group for use in making FY 2026 compensation decisions. The compensation committee used the following criteria in determining the appropriate peers:

Industry/Sector	Our compensation committee considered companies in the application software industry, the internet services and infrastructure industry and the systems software industry, among other industries and sectors;
Revenue	Our compensation committee generally considered companies whose revenue was between approximately 0.3x – 3.0x Samsara’s fourth quarter revenue in fiscal year 2024;
Market Capitalization	Our compensation committee generally considered companies whose market capitalization was between approximately 0.25x – 4.0x Samsara’s 30-day average market capitalization at the time of the peer group approval; and
M&A Activity	Our compensation committee eliminated any companies from the FY 2025 peer group that underwent mergers or acquisitions since approval of the FY 2025 peer group.

Based on these criteria and considerations, our peer group for FY 2026, referred to as our FY 2026 peer group, as approved by our compensation committee, consisted of the following companies:

FY 2026 Peer Group		
Atlassian Corporation	Elastic N.V.	Snowflake Inc.
Cloudflare, Inc.	GitLab Inc.	Toast, Inc.
Confluent, Inc.	HubSpot, Inc.	UiPath, Inc.
CrowdStrike Holdings, Inc.	MongoDB, Inc.	Unity Software Inc.
Datadog, Inc.	Okta, Inc.	Veeva Systems Inc.
Docusign, Inc.	Palantir Technologies Inc.	Zscaler, Inc.
Dynatrace, Inc.	Procore Technologies, Inc.	

FY 2027 Peer Group

In November 2025, our compensation committee reassessed the composition of our peer group using the same criteria as for FY 2026 and approved a new peer group for use in making compensation decisions for fiscal year 2027 ("**FY 2027**").

Based on these criteria and considerations, we added Axon Enterprise, Inc., Klaviyo, Inc. and ServiceTitan, Inc. and removed Palantir Technologies, Inc. and UiPath, Inc. in order to position us closer to the median of the group on market capitalization. As such, our peer group for FY 2027, referred to as our FY 2027 peer group, as approved by our compensation committee, consisted of the following companies:

FY 2027 Peer Group		
Atlassian Corporation	Dynatrace, Inc.	Procore Technologies, Inc.
Axon Enterprise, Inc.	Elastic N.V.	ServiceTitan, Inc.
Cloudflare, Inc.	GitLab Inc.	Snowflake Inc.
Confluent, Inc.	HubSpot, Inc.	Toast, Inc.
CrowdStrike Holdings, Inc.	Klaviyo, Inc.	Unity Software Inc.
Datadog, Inc.	MongoDB, Inc.	Veeva Systems Inc.
Docusign, Inc.	Okta, Inc.	Zscaler, Inc.

Elements of Executive Pay and FY 2026 Compensation

Our compensation program for FY 2026 consists primarily of base salary, non-equity incentive compensation, and long-term equity compensation in the form of restricted stock units. We also provide certain other benefits, as described under the heading "*Benefits*."

Base Salary

We use base salary to provide a fixed amount of compensation for our named executive officers in exchange for their services. We generally position base salary for our named executive officers around the market median, emphasizing instead at-risk equity compensation as the primary vehicle for delivering compensation. In determining FY 2026 base salaries for the named executive officers other than our co-founders, our compensation committee considered each executive's impact and criticality to our strategy and mission, relative scope of responsibility and potential, executive team performance, and internal pay equity considerations. Based on this analysis, limited merit-based salary increases were approved for Mr. Phillips and Mr. Eltoukhy in the amounts shown below.

Executive	FY 2025 Base Salary	FY 2026 Base Salary	Total Increase
Sanjit Biswas	\$50,000	\$50,000	—
Dominic Phillips	\$500,000	\$520,000	\$20,000
John Bicket	\$50,000	\$50,000	—
Adam Eltoukhy	\$437,333	\$459,333	\$22,000
Lara Caimi ⁽¹⁾	\$600,000	—	—

(1) At the time of the base salary approval for FY 2026, Ms. Caimi had already ceased being an executive officer and had notified the company of her intended departure. As such, Ms. Caimi's FY 2025 base salary remained in effect until her departure from the company on September 5, 2025.

Non-Equity Incentive Plan Compensation

We use non-equity incentive compensation to motivate our named executive officers to achieve our annual financial and key operational objectives, which in turn contribute towards progressing our longer-term strategic goals.

For FY 2026, our compensation committee set the terms and conditions of our Executive Non-Equity Incentive Plan and established the following target incentive amounts for our named executive officers, which as a percentage of base salary were unchanged from FY 2025 for all named executive officers:

Executive	Non-Equity Incentive Compensation as Percentage of Base Salary	Target Non-Equity Incentive Compensation as Dollar Amount
Sanjit Biswas	100%	\$50,000
Dominic Phillips	100%	\$520,000
John Bicket	100%	\$50,000
Adam Eltoukhy	50%	\$229,666
Lara Caimi	100%	\$600,000

In line with our compensation philosophy, in designing our Executive Non-Equity Incentive Plan for FY 2026, our compensation committee considered the competitiveness of our program. Our compensation committee designed our plan to pay out based on achievement against (i) net new annual recurring revenue targets (weighted at 75%), in line with the annual operating plan approved by our Board of Directors, and (ii) adjusted free cash flow targets (weighted at 25%), re-forecasted after each quarter. Our compensation committee chose these two performance measures because it believed they are indicators of both top line and bottom line financial performance and provide incentives that drive the efficient, long-term growth of the company. At the beginning of FY 2026, the compensation committee approved the net new annual recurring revenue performance target for each fiscal quarter of FY 2026. After considering re-forecasting by our CEO and CFO prior to the beginning of each fiscal quarter of FY 2026, the compensation committee approved the adjusted free cash flow performance target for each fiscal quarter.

Achievement of at least 80% of the quarterly performance objective was required in order to be funded each quarter, with a maximum annual earning opportunity of a 150% payout if the overall annual performance objective was achieved at 110% or more. The quarterly payouts for the first, second and third quarters of FY 2026 were each capped at 100% of the target award, and the final year-end payout was calculated as the full-year achievement minus the sum of the payments for the prior three quarters. Payout for achievement ranging from 80% to 110% of the quarterly and annual performance objective was determined by a straight-line interpolation from 50% to 150%.

Following the end of each quarter for FY 2026, our compensation committee reviewed our financial performance against the approved performance objectives under the Executive Non-Equity Incentive Plan and approved each quarter's achievement and payout, with an annual total payout result of 127.9% of target.

As a result, our named executive officers received the aggregate payouts listed in the table below with respect to fiscal year 2026.

Executive	Executive Non-Equity Incentive Plan Compensation
Sanjit Biswas	\$63,945
Dominic Phillips	\$665,029
John Bicket	\$63,945
Adam Eltoukhy	\$293,721
Lara Caimi ⁽¹⁾	\$150,000

(1) The payout provided to Ms. Caimi was prorated for the first two fiscal quarters of FY 2026 based on her employment with the company through September 5, 2025. Ms. Caimi was not entitled to a final year-end payout, as she was not employed by the company as of the payment date.

Equity Compensation

Our equity award program serves as the primary vehicle for differentiating compensation and providing long-term incentives to our named executive officers. We believe that equity awards align the interests of our named executive officers with our stockholders, provide our named executive officers with incentives linked to long-term performance, and foster an ownership mentality. In addition, the long-term vesting features of our equity awards are designed to support management longevity by creating strong retentive hold. Generally, we grant annual equity awards that are competitive, transparent and aligned with the performance, contribution, and criticality of each named executive officer's role in our company.

For FY 2026, our compensation committee set the terms and conditions of our CEO and Executive Vice Presidents' equity incentive compensation so that their total compensation was competitive with the total target compensation of our FY 2026 peer group, with certain adjustments made based on the market, executive performance and the current unvested equity holdings of each executive.

On April 3, 2025, we granted RSUs to our named executive officers in accordance with our 2021 Equity Incentive Plan (the "**2021 Plan**"). The awards vest over a period of approximately four years in 16 quarterly installments, with the first quarterly vest event on June 10, 2025. We believe this straightforward approach to equity compensation closely aligns the interests of our executives and our stockholders and incentivizes executives to focus on long-term value creation.

The number of shares of our Class A common stock covered by each RSU award granted to our named executive officers in FY 2026 as well as the grant-date fair values of those awards are as set forth in the chart below. To calculate the number of RSUs granted, the proposed grant value was divided by the 20-day trailing average closing stock price of Samsara shares as of April 3, 2025, which was \$38.51. The column titled "Grant-Date Fair Value" represents the fair value of the grants calculated as of the grant date, April 3, 2025, in accordance with ASC Topic 718.

Executive	Grant-Date Fair Value	Number of RSUs
Sanjit Biswas	\$18,069,159	529,732
Dominic Phillips	\$9,034,579	264,866
John Bicket	\$5,403,024	158,400
Adam Eltoukhy	\$4,871,590	142,820
Lara Caimi ⁽¹⁾	—	—

(1) At the time of the RSU award grant for FY 2026, Ms. Caimi had ceased being an executive officer and had notified the company of her intended departure from the company. As such, Ms. Caimi did not receive an RSU award for FY 2026.

Benefits

Our executive officers are eligible to participate in the same benefits programs offered to all full-time employees. These benefits include health, dental and vision benefits as well as fertility benefits, commuter and wellness reimbursement programs, health and dependent care flexible spending accounts, short-term and long-term disability insurance, accidental death and dismemberment insurance and basic life insurance coverage. We have established a tax-qualified retirement savings plan under Section 401(k) of the Internal Revenue Code of 1986, as amended (the "**Code**") for all eligible employees, including our executive officers. In FY 2026, we matched contributions made by participants up to a maximum of 4% of an employee's eligible earnings, subject to certain limits set by the Internal Revenue Service. We intend for the plan to be a qualified retirement plan under the Code so that contributions by employees to the plan, and income earned on plan contributions, are not taxable to employees until withdrawn from the plan.

We design our employee benefits programs to be affordable and competitive in relation to the market, as well as compliant with applicable laws and practices. We adjust our employee benefits programs as needed based upon regular monitoring of applicable laws and practices, the competitive market and the needs of our employees.

We do not view perquisites or other personal benefits as a significant component of our executive compensation program. We provide certain parking benefits at our corporate headquarters to our executive officers. Aside from this benefit, we typically do not provide any other perquisites or other personal benefits to our executive officers.

Other Compensation Information

Executive Employment Agreements

We have entered into an employment letter setting forth the terms and conditions of employment for each of our named executive officers. None of the employment letters has a specific term and each provides that the applicable named executive officer is an at-will employee. Ms. Caimi's employment letter expired with her departure from the company on September 5, 2025.

Executive Compensation Clawback Policy

We have adopted an Executive Compensation Clawback Policy, effective as of November 28, 2023, that is compliant with the NYSE listing standards and the SEC rules under the Dodd-Frank Act. Under our Executive Compensation Clawback Policy, our compensation committee, or the independent members of our Board of Directors or another committee of the Board of Directors made up of independent directors, may seek to recover cash or equity compensation, or severance or termination payments, paid to an executive officer or certain other direct reports to our CEO in the three completed fiscal years immediately preceding an accounting restatement as a result of material non-compliance with any financial reporting requirement under applicable securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

Equity Award Grant Practices

We have implemented an equity award grant policy that provides that the terms of equity awards are determined by our Board, compensation committee, or, with respect to employees other than our executive officers and certain other employees and subject to certain specified limitations, our equity award grant committee, which consists of designated members of our management team.

Grants of equity awards (other than our annual equity awards) are typically approved no later than the 22nd of a month and become effective on the same date as the equity award approval. Our annual equity awards granted under the equity award grant policy are typically approved no later than the 20th trading day following the trading day immediately after the day we have publicly announced our fourth quarter and fiscal year-end financial results. We do not time the grant of equity awards in relation to the release of material non-public information, and it is the intent of the equity award grant policy to specify the timing of effectiveness of equity awards in order to avoid such timing.

Insider Trading Policy

We have adopted an insider trading policy governing the purchase, sale and/or other dispositions of our securities by directors, officers, employees and other covered persons that we believe is reasonably designed to promote compliance with insider trading laws, rules, and regulations and the exchange listing standards applicable to us. A copy of our Insider Trading Policy is filed as Exhibit 19.1 to our Annual Report on Form 10-K for our fiscal year ended January 31, 2026.

From time to time, we may engage in transactions in our own securities. We comply with all applicable securities laws when engaging in transactions in our securities.

Post-Employment Compensation

We maintain an Executive Change in Control and Severance Plan, (the “**Severance Plan**”), pursuant to which our executive officers and certain other key employees are eligible to receive severance benefits, as specified in and subject to the employee signing a participation agreement under our Severance Plan. This Severance Plan was developed with input from our compensation consultant regarding severance practices at comparable companies. It is designed to serve our retention objectives by providing protection to our executives and other key employees so that they can maintain their focus on maximizing stockholder value, including during potentially uncertain periods. We believe the benefits provided by the Severance Plan are consistent with the benefits offered by companies with whom we compete for talent, and accordingly allow us to attract and retain talented and experienced executive officers. The Severance Plan generally will be in lieu of any other severance payments and benefits to which such key employee was entitled prior to signing the participation agreement, except as specifically provided under that employee’s participation agreement under the Severance Plan.

Our Board of Directors has designated each of our current named executive officers as a participant under our Severance Plan eligible for the rights to the applicable payments and benefits described in the section titled “Potential Payments Upon Termination or Change in Control.”

Other Compensation Policies and Practices

Deductibility of Executive Compensation. Generally, Section 162(m) of the Code limits the amount we may deduct from our federal income taxes for compensation paid to our chief executive officer and certain other current and former executive officers that are “covered employees” within the meaning of Section 162(m) of the Code to \$1 million per individual per year, except to the extent provided in limited transition relief. In approving the amount and form of compensation for our named executive officers, we generally consider all elements of the cost to us of providing such compensation, including the potential impact of Section 162(m) of the Code, as well as our need to maintain flexibility in compensating executive officers in a manner designed to promote our goals. We may, in our judgment, authorize compensation payments that will or may not be deductible when we believe that such payments are appropriate to attract, retain or motivate executive talent.

Taxation of Parachute Payments and Deferred Compensation. We do not provide, and have no obligation to provide, any executive officer, including any named executive officer, with a “gross-up” or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Section 280G, 4999, or 409A of the Code. If any of the payments or benefits provided for under the change of control and severance agreements or otherwise payable to a named executive officer would constitute “parachute payments” within the meaning of Section 280G of the Code and could be subject to the related excise tax, he or she would be entitled to receive either full payment of such payments and benefits or such lesser amount that would result in no portion of the payments and benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to the named executive officer.

Accounting for Stock-Based Compensation. We follow ASC Topic 718 for our stock-based compensation awards. ASC Topic 718 requires us to measure the compensation expense for all share-based payment awards made to our employees and members of our Board of Directors, including options to purchase our equity securities and other stock awards, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may never realize any value from their awards.

Hedging and Pledging Policies. We maintain an Insider Trading Policy, which, among other things, prohibits short sales, transactions in publicly-traded options (such as puts and calls), hedging transactions (such as prepaid variable forward contracts, equity swaps, collars, and exchange funds), pledging any of our securities as collateral for a loan without prior written approval from our Chief Administrative Officer, and holding any of our securities in a margin account.

Risk Assessment. Our compensation committee reviews the company’s compensation plans, including incentive and equity plans, to identify potential material adverse risks to the company and to ensure our compensation practices do not encourage excessive or inappropriate risk-taking. In FY 2026, after reviewing our plans, the compensation committee found that none of these plans posed material adverse risks requiring disclosure.

REPORT OF THE COMPENSATION COMMITTEE

The compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis provided above. Based on its review and discussions, the compensation committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and Samsara's Annual Report on Form 10-K for the year ended January 31, 2026.

Respectfully submitted by the members of the compensation committee of the Board of Directors:

Todd Bluedorn (Chair)

Sue Bostrom

Ann Livermore

This Compensation Committee Report is required by the Securities and Exchange Commission (the "SEC") and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Summary Compensation Table for Fiscal Year 2026

The following table sets forth information regarding the compensation reportable for our named executive officers for fiscal year 2026 and prior years where applicable, as determined under SEC rules.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Sanjit Biswas ⁽⁴⁾ <i>Chief Executive Officer</i>	2026	50,000	—	18,069,159	—	63,945	1,541	18,184,644
	2025	49,621	—	19,733,695	—	44,050	1,536	19,828,903
	2024	50,561	—	18,248,949	—	55,950	1,533	18,356,993
Dominic Phillips <i>EVP, Chief Financial Officer</i>	2026	520,000	—	9,034,579	—	665,029	14,787	10,234,395
	2025	496,203	—	19,733,695	—	440,502	14,527	20,684,928
	2024	430,487	—	6,843,350	—	332,370	14,067	7,620,274
John Bicket ⁽⁴⁾ <i>EVP, Chief Technology Officer</i>	2026	50,000	—	5,403,024	—	63,945	3,039	5,520,008
	2025	49,621	—	5,426,745	—	44,050	3,025	5,523,442
	2024	50,616	—	2,851,396	—	55,950	8,108	2,966,070
Adam Eltoukhy <i>EVP, Chief Administrative Officer and Corporate Secretary</i>	2026	459,333	—	4,871,590	—	293,721	14,793	5,639,438
	2025	434,010	—	5,426,745	—	192,646	20,781	6,074,183
	2024	355,293	—	5,702,792	—	195,937	14,047	6,268,068
Lara Caimi ⁽⁵⁾ <i>EVP, President of Worldwide Field Operations</i>	2026	361,364	—	—	—	150,000	3,845	515,208
	2025	595,443	—	7,893,478	—	528,602	18,948	9,036,471
	2024	340,967	—	22,751,787	—	377,022	3,176	23,472,951

(1) For stock awards granted during fiscal year 2026, fiscal year 2025, and fiscal year 2024 reflected in the table above, the dollar value of the RSU awards shown in the "Stock Awards" column represents the aggregate grant-date fair value calculated on the basis of the fair market value of the underlying shares of Class A common stock on the grant date in accordance with FASB ASC Topic 718. The stock awards granted during fiscal year 2026, fiscal year 2025, and fiscal year 2024 represent RSUs that are subject to a service condition. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant-date fair value of the RSUs reported in this column are set forth in our consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended January 31, 2026. The actual value that the named executive officer will realize on each RSU will depend on the price per share of our shares of Class A common stock at the time shares underlying the RSUs are sold. Accordingly, these amounts do not necessarily correspond to the actual value recognized or that may be recognized by our named executive officers.

(2) The amounts reported for fiscal year 2026, fiscal year 2025, and fiscal year 2024 in this column represent amounts earned under the individualized incentive plan in which the named executive officer participated, as described in the section titled "Non-Equity Incentive Plan Compensation."

(3) The amounts reported for fiscal year 2026, fiscal year 2025, and fiscal year 2024 represent 401(k) plan matching contributions, life insurance premiums, and parking expenses. The amounts reported also include de minimis travel-related benefits (for Mr. Biswas for fiscal year 2026 and for Mr. Eltoukhy and Ms. Caimi for fiscal year 2025), and guest travel expenses for certain company events (for Mr. Eltoukhy, Ms. Caimi for fiscal year 2025 and for Mr. Bicket for fiscal year 2024).

(4) Mr. Biswas and Mr. Bicket serve on our Board of Directors but are not paid additional compensation for such service.

(5) Ms. Caimi stepped down from her position as President of Worldwide Field Operations, effective March 3, 2025, at which time she also ceased being an executive officer. Ms. Caimi remained employed by the company in an advisory capacity through her departure on September 5, 2025. The salary and non-equity incentive plan compensation amounts presented for fiscal year 2026 are prorated based on the number of days during which she was employed by the company in fiscal year 2026. Ms. Caimi did not receive an RSU award for fiscal year 2026 since she had notified the company of her intended departure prior to the approval of the RSU awards. The salary and non-equity incentive plan compensation amounts presented for fiscal year 2024 are also prorated based on the beginning of her employment with the company, which commenced on May 30, 2023.

Grants of Plan-Based Awards for Fiscal Year 2026

The following table sets forth information regarding the grants of plan-based awards made to our named executive officers for fiscal year 2026.

Name	Grant Date ⁽¹⁾	All Other Stock Awards: Number of shares of stock or units (#)	Closing Market Price on Grant Date (\$) ⁽²⁾	Grant-Date Fair Value of Stock Awards (\$) ⁽³⁾
Sanjit Biswas	4/3/2025	529,732	34.11	18,069,159
Dominic Phillips	4/3/2025	264,866	34.11	9,034,579
John Bicket	4/3/2025	158,400	34.11	5,403,024
Adam Eltoukhy	4/3/2025	142,820	34.11	4,871,590
Lara Caimi ⁽⁴⁾	—	—	—	—

(1) Shares reported represent awards of RSUs granted under the 2021 Plan. Each award of RSUs is subject to the service-vesting condition described in the footnotes to the table below titled "*Outstanding Equity Awards at Fiscal Year 2026 Year-End*." With the exception of the RSU award granted to Mr. Biswas, which was approved on March 5, 2025, the reported RSU awards were approved on March 4, 2025.

(2) This column represents the closing price of our Class A common stock on the applicable date of grant.

(3) The reported amounts reflect the aggregate grant-date fair value of RSUs awarded under the 2021 Plan to our named executive officers, calculated in accordance with FASB ASC Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant-date fair value of the RSUs reported in this column are set forth in our consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended January 31, 2026. The actual value that the named executive officer will realize on each RSU award will depend on the price per share of our shares of Class A common stock at the time shares underlying the RSUs are sold. Accordingly, these amounts do not necessarily correspond to the actual value recognized or that may be recognized by our named executive officers.

(4) At the time of the RSU award grant for FY 2026, Ms. Caimi had ceased being an executive officer and had notified the company of her intended departure. As such, Ms. Caimi did not receive an RSU award for FY 2026.

Outstanding Equity Awards at Fiscal Year 2026 Year-End

The following table sets forth information regarding outstanding equity awards held by our named executive officers as of January 31, 2026.

Name	Grant Date ⁽¹⁾	Option Awards			Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Option Exercise Price (\$) ⁽²⁾	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares of Units of Stock That Have Not Vested (\$) ⁽³⁾
Sanjit Biswas	5/9/2019	1,140,062 ⁽⁵⁾	3.51	5/8/2029		
	10/15/2020	3,051,280 ⁽⁵⁾	7.59	10/14/2030		
	3/15/2022				45,720 ⁽⁶⁾	1,282,446
	3/1/2023				93,245 ⁽⁷⁾	2,615,522
	3/6/2024				332,840 ⁽⁸⁾	9,336,162
	4/3/2025				430,408 ⁽⁹⁾	12,072,944
Dominic Phillips	3/15/2022				21,810 ⁽⁶⁾	611,771
	3/1/2023				34,967 ⁽⁷⁾	980,824
	3/6/2024				295,858 ⁽¹⁰⁾	8,298,817
	4/3/2025				215,204 ⁽⁹⁾	6,036,472
John Bicket	5/9/2019	570,031 ⁽⁵⁾	3.51	5/8/2029		
	3/15/2022				13,904 ⁽⁶⁾	390,007
	3/1/2023				21,854 ⁽⁷⁾	613,005
	3/6/2024				91,531 ⁽⁸⁾	2,567,445
	4/3/2025				128,700 ⁽⁹⁾	3,610,035
Adam Eltoukhy	3/15/2022				7,790 ⁽⁶⁾	218,510
	3/1/2023				29,139 ⁽⁷⁾	817,349
	3/6/2024				91,531 ⁽⁸⁾	2,567,445
	4/3/2025				116,042 ⁽⁹⁾	3,254,978
Lara Caimi ⁽⁴⁾	—				—	—

(1) Each of the outstanding equity awards listed in this table that was granted prior to our initial public offering, which occurred in December 2021 ("IPO"), was granted pursuant to our 2015 Equity Incentive Plan (the "2015 Plan") and each of the outstanding equity awards listed in this table that was granted after our IPO was granted pursuant to our 2021 Equity Incentive Plan.

(2) This column represents the fair value of a share of our Class B common stock on the grant date, as determined by our Board.

(3) This column represents the fair market value of the shares of our Class A and Class B common stock underlying the RSUs as of January 31, 2026, based on the closing price of our Class A common stock of \$28.05 per share on the last trading day before January 31, 2026.

(4) In connection with Ms. Caimi's departure from the company on September 5, 2025, all of her outstanding equity awards were terminated.

(5) Amount reflects shares of our Class B common stock subject to a stock option granted pursuant to the terms and conditions of our 2015 Plan and a stock option agreement thereunder. The shares subject to the stock option are immediately exercisable and 100% vested.

(6) Amount reflects shares of our Class A common stock subject to an award of RSUs pursuant to the terms and conditions of our 2021 Plan and an RSU agreement thereunder. The RSUs vest in 16 equal quarterly installments beginning on June 15, 2022, subject to continued service with us through each such date.

(7) Amount reflects shares of our Class A common stock subject to an award of RSUs pursuant to the terms and conditions of our 2021 Plan and an RSU agreement thereunder. The RSUs vest in 12 quarterly installments beginning on June 15, 2023, subject to continued service with us through each such date.

(8) Amount reflects shares of our Class A common stock subject to an award of RSUs pursuant to the terms and conditions of our 2021 Plan and an RSU agreement thereunder. The RSUs vest in 16 quarterly installments beginning on June 10, 2024, subject to continued service with us through each such date.

(9) Amount reflects shares of our Class A common stock subject to an award of RSUs pursuant to the terms and conditions of our 2021 Plan and an RSU agreement thereunder. The RSUs vest in 16 equal quarterly installments beginning on June 10, 2025, subject to continued service with us through each such date.

(10) Amount reflects shares of our Class A common stock subject to an award of RSUs pursuant to the terms and conditions of our 2021 Plan and an RSU agreement thereunder. The RSUs vest in 16 quarterly installments beginning on March 15, 2024, subject to continued service with us through each such date.

Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Sanjit Biswas	—	—	803,088	32,020,164
Dominic Phillips	—	—	447,292	17,676,264
John Bicket	—	—	204,666	8,188,375
Adam Eltoukhy	—	—	227,251	9,040,869
Lara Caimi	—	—	177,325	6,892,075

(1) The value realized on vesting is pre-tax and determined by multiplying (i) the number of shares of common stock acquired upon vesting of RSUs by (ii) the closing price of our Class A common stock on the last trading day prior to the RSU vesting date. It is our policy to release vested RSUs on the applicable quarterly vesting date of each year for the awards listed above (or, in the event the vest date occurs on a holiday or weekend, on the immediately following trading day).

Potential Payments upon Termination or Change in Control

Executive Change in Control and Severance Plan

We maintain an Executive Change in Control and Severance Plan pursuant to which our named executive officers (including Ms. Caimi while she served as our President of Worldwide Field Operations) and certain other key employees are eligible to receive severance benefits, as specified in and subject to the employee signing a participation agreement under our Severance Plan. Our Severance Plan is designed to attract, retain, and reward senior level employees. The severance payments and benefits under the Severance Plan generally are in lieu of any other severance payments and benefits to which a participant was entitled before signing his or her participation agreement, except as specifically provided under the participation agreement.

Each of our named executive officers is, or was during the course of their employment with the company, a participant under our Severance Plan and eligible for the rights to the applicable payments and benefits described below.

In the event of a termination of the employment of our CEO, Mr. Biswas, by us for a reason other than “cause” or his death or “disability” (as such terms are defined in our Severance Plan), that occurs outside the change in control period (as described below), our CEO would be entitled to the following payments and benefits from the company:

- a lump sum payment equal to 100% of his annual base salary, plus 100% of his target annual non-equity incentive amount as in effect for the fiscal year in which the termination occurs;
- reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under the Consolidated Omnibus Reconciliation Act of 1985, as amended, or COBRA, for a period of 12 months; and
- satisfaction of the time and service-based vesting requirements under then-outstanding and unvested equity awards (but without waiver of any cliff service vesting date) with respect to (i) any vesting date applicable to an equity award occurring after the date of termination but within the same fiscal quarter in which the termination occurred, (ii) any vesting date applicable to an equity award occurring in the first fiscal quarter following the fiscal quarter in which the termination occurred, and (iii) only if subclause (i) is not applicable because the termination occurred after the applicable vesting date, then any vesting date applicable to an equity award occurring in the second fiscal quarter following the termination.

In the event of a termination of the employment of a named executive officer, other than our CEO, by us for a reason other than “cause” or the named executive officer’s death or “disability” (as such terms are defined in our Severance Plan), that occurs outside the change in control period (as described below), the named executive officer would be entitled to the following payments and benefits from the company:

- a lump sum payment equal to 50% of the named executive officer’s annual base salary, plus 50% of the named executive officer’s target annual non-equity incentive amount as in effect for the fiscal year in which the termination occurs;
- reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under COBRA, for a period of six months; and
- satisfaction of the time and service-based vesting requirements under then-outstanding and unvested equity awards (but without waiver of any cliff service vesting date) with respect to (i) any vesting date applicable to an equity award occurring after the date of termination but within the same fiscal quarter in which the termination occurred, (ii) any vesting date applicable to an equity award occurring in the first fiscal quarter following the fiscal quarter in which the termination occurred, and (iii) only if subclause (i) is not applicable because the termination occurred after the applicable vesting date, then any vesting date applicable to an equity award occurring in the second fiscal quarter following the termination.

In the event of a termination of the employment of our CEO, Mr. Biswas, by us for a reason other than “cause” or his death or “disability” or by him for “good reason” (as such terms are defined in our Severance Plan), in either case, occurring within a period beginning three months prior to and ending 18 months following a “change in control” (as defined in our Severance Plan), Mr. Biswas would be entitled to the following payments and benefits from the company:

- a lump sum payment equal to 150% of his annual base salary, plus 150% of his target annual non-equity incentive amount as in effect for the fiscal year in which the change in control qualifying termination of employment occurs;
- reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under COBRA for a period of 12 months; and
- 100% accelerated vesting of all outstanding equity awards, and, with respect to equity awards with performance-based vesting (other than a “Liquidity Event Trigger,” as defined in our Severance Plan), all performance goals or other vesting criteria will be deemed achieved at 100% of target levels for the relevant performance period(s), unless otherwise determined by the applicable agreement governing the equity award with performance-based vesting.

In the event of a termination of the employment of a named executive officer, other than our CEO, by us for a reason other than “cause” or the named executive officer’s death or “disability” or by the named executive officer for “good reason” (as such terms are defined in our Severance Plan), in either case, occurring within a period beginning three months prior to and ending 18 months following a “change in control” (as defined in our Severance Plan), he or she would be entitled to the following payments and benefits from the company:

- a lump sum payment equal to 100% of his or her annual base salary, plus 100% of his or her target annual non-equity incentive amount as in effect for the fiscal year in which the change in control qualifying termination of employment occurs;
- reimbursement, or taxable lump sum payment in lieu of reimbursement, equal to the premium cost of continued health coverage under COBRA for a period of six months; and
- 100% accelerated vesting of all outstanding equity awards, and, with respect to equity awards with performance-based vesting (other than a “Liquidity Event Trigger,” as defined in our Severance Plan), all performance goals or other vesting criteria will be deemed achieved at 100% of target levels for the relevant performance period(s), unless otherwise determined by the applicable agreement governing the equity award with performance-based vesting.

Notwithstanding the foregoing, Ms. Caimi's eligibility for severance benefits under the Severance Plan was terminated upon her last day as President of Worldwide Field Operations, effective March 3, 2025. Ms. Caimi did not receive any severance benefits in connection with her departure from the company.

The receipt of the payments and benefits provided for under the Severance Plan described above is conditioned on the named executive officer signing and not revoking a separation and release of claims agreement and such release becoming effective and irrevocable no later than the 60th day following the named executive officer's involuntary termination of employment, as well as continued compliance with (i) any confidentiality, proprietary information, and inventions agreement applicable to the named executive officer and (ii) the non-disparagement covenant in the Severance Plan.

In addition, if any of the payments or benefits provided for under our Severance Plan or otherwise payable to the named executive officer would constitute "parachute payments" within the meaning of Section 280G of the Code and could be subject to the related excise tax, the named executive officer will receive either full payment of such payments and benefits or such lesser amount that would result in no portion of the payments and benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to them. Our Severance Plan does not require us to provide any tax gross-up payments to the named executive officers.

The following table sets forth amounts payable to each of our named executive officers based on an assumed termination or change in control of the company, assuming the triggering event took place on January 30, 2026, the last trading day of FY 2026. Unless otherwise noted, the amounts shown in the table assume that all the eligibility requirements under our Severance Plan were met.

Name	Termination Without Cause				Termination Without Cause or Resignation for Good Reason in Connection with a Change in Control ("Double Trigger")			
	Salary Severance (\$)	Non-Equity Incentive Severance (\$)	Value of Continued Health Coverage (\$)	Value of Accelerated Vesting (\$) ⁽¹⁾	Salary Severance (\$)	Non-Equity Incentive Severance (\$)	Value of Continued Health Coverage (\$)	Value of Accelerated Vesting (\$) ⁽¹⁾
Sanjit Biswas	50,000	50,000	38,373	7,830,045	75,000	75,000	38,373	25,307,075
Dominic Phillips	260,000	260,000	18,866	4,595,964	520,000	520,000	18,866	15,927,884
John Bicket	25,000	25,000	19,049	2,128,939	50,000	50,000	19,049	7,180,491
Adam Eltoukhy	229,667	114,833	19,187	2,107,172	459,333	229,666	19,187	6,858,281
Lara Caimi ⁽²⁾	—	—	—	—	—	—	—	—

(1) The value of accelerated RSUs was determined by multiplying (i) the number of shares of common stock acquired upon the acceleration of vesting of RSUs by (ii) the closing price of our Class A common stock on January 30, 2026 (the last trading day of the fiscal year ending January 31, 2026), which was \$28.05.

(2) In connection with Ms. Caimi's last day as President of Worldwide Field Operations, her eligibility for severance benefits under the Severance Plan was terminated, effective March 3, 2025.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of January 31, 2026. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$) ⁽¹⁾	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders			
2015 Equity Incentive Plan ⁽²⁾	5,406,188	5.62	—
2021 Equity Incentive Plan ⁽³⁾	17,326,116	—	109,926,401
2021 Employee Stock Purchase Plan ⁽³⁾	—	—	26,034,934
Equity compensation plans not approved by security holders	—	—	—
Total	22,732,304	5.62	135,961,335

- (1) The weighted average exercise price is calculated based solely on outstanding stock options. It does not take into account the shares of our Class A common stock or Class B common stock subject to outstanding RSUs, which have no exercise price.
- (2) As a result of our IPO and the adoption of the 2021 Plan, we no longer grant awards under the 2015 Plan; however, all outstanding awards under the 2015 Plan remain subject to the terms of the 2015 Plan. The shares of Class A common stock available for issuance under the 2021 Plan will be increased by a number of shares of Class A common stock equal to (a) any shares of Class B common stock subject to outstanding awards under the 2015 Plan that, on or after the effective date of the registration statement relating to our IPO (the "Registration Date"), expire or otherwise terminate without having been exercised or issued in full, (b) any shares of Class B common stock that, on or after the Registration Date, are tendered to or withheld by us for payment of an exercise price or for tax withholding obligations and (c) any shares of Class B common stock issued pursuant to the 2015 Plan that, on or after the Registration Date, are forfeited to or repurchased by us due to failure to vest. The maximum number of shares of Class A common stock that can be added to the 2021 Plan from the 2015 Plan is 57,631,084.
- (3) Consists of 109,926,401 shares of our Class A common stock reserved for issuance under our 2021 Plan and 26,034,934 shares of our Class A common stock reserved for issuance under our 2021 Employee Stock Purchase Plan (our "2021 ESPP"). Our 2021 Plan provides that on the first day of each fiscal year, the number of shares of our Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 50,600,000 shares, (ii) five percent (5%) of the outstanding shares of all classes of our common stock as of the last day of our immediately preceding fiscal year, or (iii) such number of shares of Class A common stock determined by the administrator of our 2021 Plan. Our 2021 ESPP provides that on the first day of each fiscal year, the number of shares of our Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 10,200,000 shares, (ii) one percent (1%) of the outstanding shares of all classes of our common stock as of the last day of our immediately preceding fiscal year, or (iii) such number of shares of Class A common stock determined by the administrator of our 2021 ESPP. On February 1, 2026, the number of shares of our Class A common stock available for issuance under our 2021 Plan and our 2021 ESPP increased by 29,035,779 and 5,807,155 shares, respectively, pursuant to these provisions. These increases are not reflected in the table above.

CHIEF EXECUTIVE OFFICER PAY RATIO

As disclosed in the Summary Compensation Table, the total compensation for our CEO for FY 2026 was \$18,184,644. We estimate that the total compensation for the median of all employees, excluding our CEO, for FY 2026 was \$172,042. The resulting ratio of our CEO's total compensation to that of the median of all employees, excluding our CEO, for FY 2026 was 106 to 1.

Methodology Used to Identify Median Employee

We identified the median employee by aggregating for each employee employed as of January 31, 2026 (A) annual base salary for salaried employees or hourly rate multiplied by estimated work schedule for hourly employees, (B) target non-equity incentive compensation for FY 2026, and (C) the grant-date fair value of equity compensation granted for FY 2026. For international employees, we converted those amounts from local currency to U.S. dollars using the exchange rate in effect as of January 31, 2026. Based on these totals, we ranked our employees, other than our CEO, from lowest to highest and identified the median employee. We then calculated the annual total compensation for the median employee using the same methodology used to calculate the "Total" column of the Summary Compensation Table. As of the last business day of FY 2026, we had more than 4,100 full-time employees.

PAY VERSUS PERFORMANCE

Under rules adopted pursuant to the Dodd-Frank Act, we are required to disclose certain information about the relationship between the compensation actually paid to our named executive officers (“**NEOs**”) and certain measures of company performance. The material that follows is provided in compliance with these rules; however, additional information regarding our compensation philosophy, the structure of our performance-based compensation programs, and compensation decisions made during the fiscal year ended January 31, 2026 is described above in the Compensation Discussion and Analysis.

The following table provides information regarding compensation actually paid to our principal executive officer, or PEO, and our other NEOs for each year from fiscal year 2022, fiscal year 2023, fiscal year 2024, fiscal year 2025, and fiscal year 2026, compared to our total shareholder return (“**TSR**”) from December 15, 2021 (the date our Class A common stock began trading on NYSE) through the end of each such fiscal year, as well as our net loss and our adjusted free cash flow for each such fiscal year. See Appendix A for a reconciliation of financial measures prepared in accordance with generally accepted accounting principles (“**GAAP**”) to non-GAAP measures and other information.

					Value of Initial Fixed \$100 Investment Based On:			
Fiscal Year (a)	Summary Compensation Table Total for PEO (b) ⁽¹⁾⁽²⁾	Compensation Actually Paid to PEO (c) ⁽¹⁾⁽³⁾	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (d) ⁽⁴⁾	Average Compensation Actually Paid to Non-PEO Named Executive Officers (d) ⁽⁵⁾	Total Shareholder Return (f) ⁽⁶⁾	S&P 500 Information Technology Index Total Shareholder Return (g) ⁽⁷⁾	Net Loss (\$K) (h) ⁽⁸⁾	Adjusted Free Cash Flow (\$K) (i) ⁽⁹⁾
2026	\$18,184,644	(\$3,316,826)	\$5,477,262	(\$11,244,574)	\$113.56	\$189.16	(\$9,117)	\$208,661
2025	\$19,828,903	\$51,975,801	\$10,329,756	\$23,939,892	\$208.50	\$150.57	(\$154,907)	\$111,482
2024	\$18,356,993	\$79,225,362	\$11,002,761	\$30,468,318	\$131.62	\$121.21	(\$286,726)	\$27,053
2023	\$10,115,546	(\$129,536)	\$3,952,386	(\$244,003)	\$55.71	\$79.03	(\$247,422)	(\$110,034)
2022	\$1,060,021	\$30,638,749	\$5,008,951	\$12,428,718	\$67.45	\$90.82	(\$355,024)	(\$179,738)

(1) Our PEO was Sanjit Biswas for each of the fiscal years presented herein.

(2) Represents the total compensation paid to our PEO in each listed fiscal year, as shown in our Summary Compensation Table.

(3) Compensation actually paid does not mean that our PEO was actually paid those amounts in the listed year, but this is a dollar amount derived from the starting point of Summary Compensation Table total compensation under the methodology prescribed under the relevant rules as shown in the adjustment table below.

	Fiscal 2026**
Summary Compensation Table Total*	\$18,184,644
<u>Subtract</u> Grant-Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year	(18,069,159)
<u>Add</u> Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year	12,072,944
<u>Add</u> Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years	(11,063,827)
<u>Add</u> Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year	4,162,007
<u>Add</u> Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	(8,603,435)
<u>Subtract</u> Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year	—
<u>Add</u> Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	—
Compensation Actually Paid	(\$3,316,826)

*The assumptions used for determining the fair values shown in this table are materially consistent with those used to determine the fair values disclosed as of the grant date of such awards.

**Note that we have not reported any amounts in our Summary Compensation Table with respect to “Change in Pension and Nonqualified Deferred Compensation” and, accordingly, the adjustments with respect to such items prescribed by the pay-versus-performance rules are not relevant to the calculation of compensation actually paid and no adjustments have been made.

- (4) This figure is the average of the total compensation paid to our NEOs other than our PEO in each listed fiscal year, as shown in our Summary Compensation Table. The names of the non-PEO NEOs in each year are listed in the table below.

Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026
Dominic Phillips	Dominic Phillips	Dominic Phillips	Dominic Phillips	Dominic Phillips
Adam Eltoukhy	Andy McCall	Andy McCall	John Bicket	John Bicket
	John Bicket	John Bicket	Adam Eltoukhy	Adam Eltoukhy
	Adam Eltoukhy	Adam Eltoukhy	Lara Caimi	Lara Caimi
		Kiren Sekar		
		Lara Caimi		

- (5) This figure is the average of compensation actually paid for our NEOs other than our PEO in each listed fiscal year. Compensation actually paid does not mean that these NEOs were actually paid those amounts in the listed fiscal year, but this is a dollar amount derived from the starting point of Summary Compensation Table total compensation under the methodology prescribed under the SEC’s rules as shown in the table below, with the indicated figures showing an average of such figure for all NEOs other than our PEO in each listed fiscal year.

	Fiscal 2026**
Summary Compensation Table Total*	\$5,477,262
<u>Subtract</u> Grant-Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year	(4,827,298)
<u>Add</u> Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year	3,225,371
<u>Add</u> Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years	(3,566,651)
<u>Add</u> Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year	1,111,905
<u>Add</u> Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	(2,961,559)
<u>Subtract</u> Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year	(9,703,604)
<u>Add</u> Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	—
Compensation Actually Paid	(\$11,244,574)

*Note that the fair value assumptions shown with respect to footnote 3 above apply to the figures in this table as well.

**Note that we have not reported any amounts in our Summary Compensation Table with respect to “Change in Pension and Nonqualified Deferred Compensation” and, accordingly, the adjustments with respect to such items prescribed by the pay-versus-performance rules are not relevant to the calculation of compensation actually paid and no adjustments have been made.

- (6) Total shareholder return is calculated by assuming that a \$100 investment was made at the close of trading on December 15, 2021, the date our Class A common stock began trading on NYSE.
- (7) The peer group used is the S&P 500 Information Technology Index, as used in the company’s performance graph in our Annual Report on Form 10-K for our fiscal year ended January 31, 2026. Total shareholder return is calculated by assuming that a \$100 investment was made on the day prior to the first fiscal year reported below and reinvesting all dividends until the last day of each reported fiscal year.
- (8) The dollar amounts reported are the company’s net loss reflected in the company’s audited consolidated financial statements.
- (9) In the company’s assessment, adjusted free cash flow is the financial performance measure that is the most important financial performance measure (other than total shareholder return and net loss) used by the company in fiscal year 2026 to link compensation actually paid to company performance. We define adjusted free cash flow as net cash provided by (used in) operating activities reduced by cash used for purchases of property and equipment, and excluding the cash impact of non-recurring capital expenditures associated with the build-out of our corporate office facilities in San Francisco, California, net of tenant allowances, and legal settlements. We believe that adjusted free cash flow, even if negative, is useful in evaluating liquidity and provides information to management and investors about our ability to fund future operating needs and strategic initiatives.

Tabular List of Performance Measures

The list below includes the two financial performance measures that in our assessment represent the most important financial performance measures used to link compensation actually paid to our NEOs for fiscal year 2026 to company performance. Only two measures are identified because only two measures are currently used to link executive compensation to company performance.

Performance Measures
Adjusted Free Cash Flow
Net New Annual Recurring Revenue

Description of Relationships Between Compensation Actually Paid and Performance

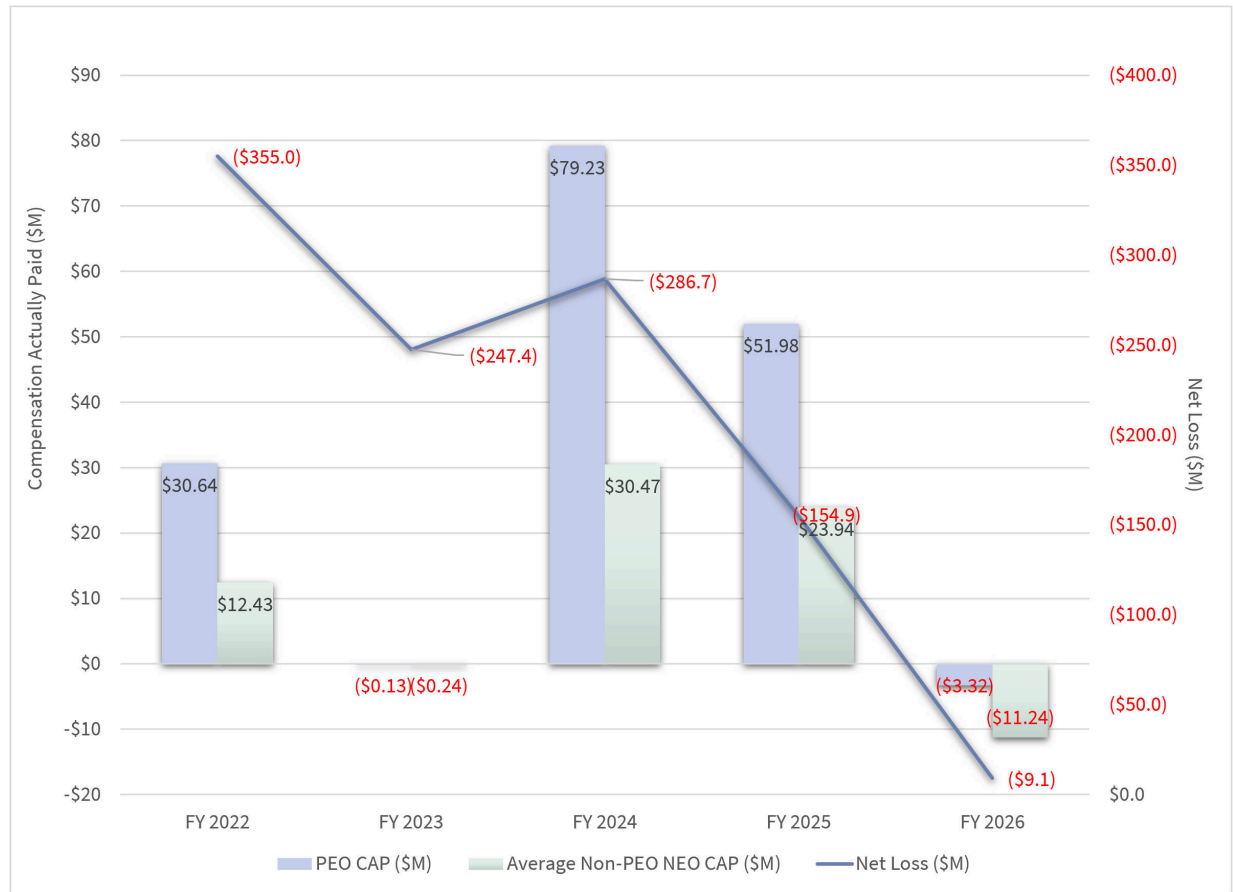
The graphs below describe the relationship between compensation actually paid and the individual performance measures shown.

Compensation Actually Paid Versus TSR

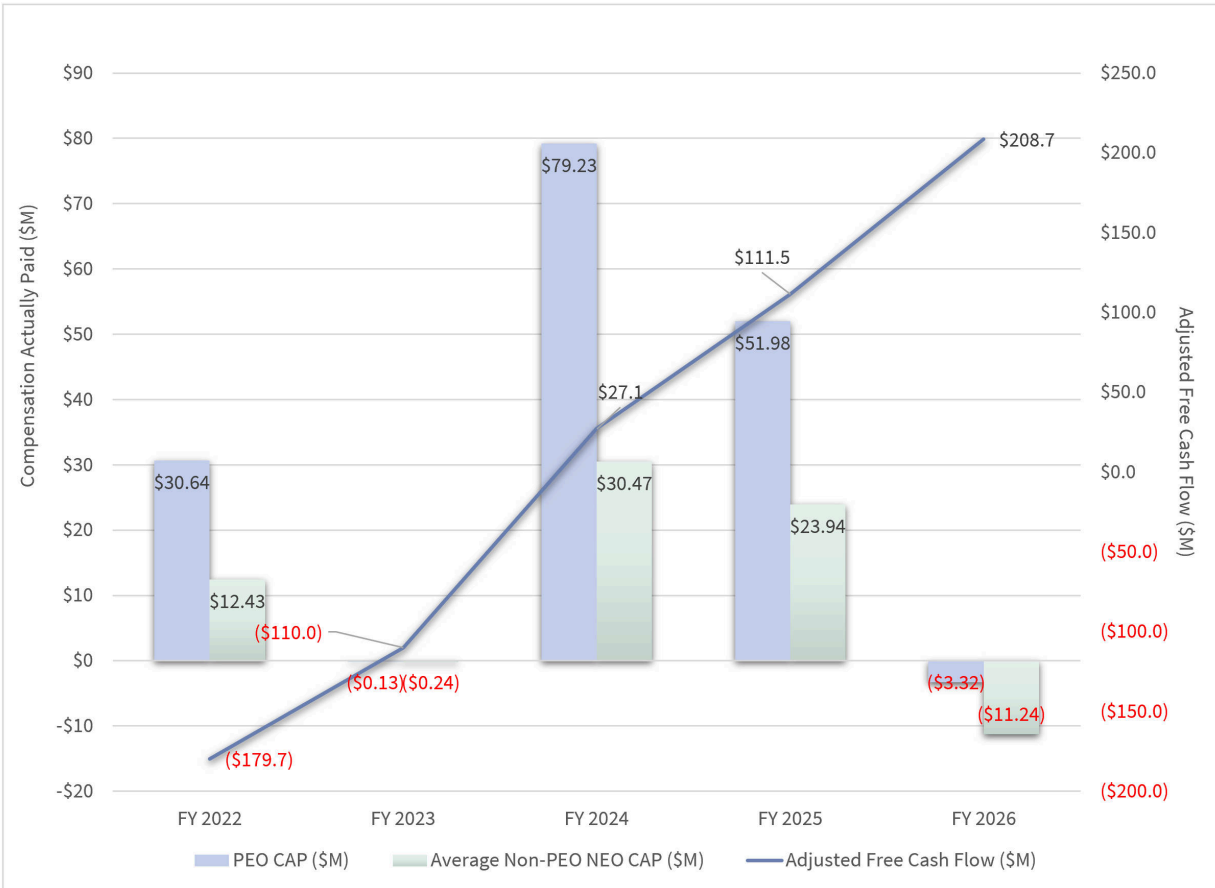


* The TSR metric for IOT stock begins with the closing price on December 15, 2021, the date our Class A common stock began trading on NYSE.

Compensation Actually Paid Versus Net Loss



Compensation Actually Paid Versus Adjusted Free Cash Flow



All information provided above under the “Pay versus Performance” heading will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent the Company specifically incorporates such information by reference.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our capital stock as of April 15, 2026 for:

- each of our named executive officers;
- each of our directors;
- all of our current directors and executive officers as a group; and
- each person known by us to be the beneficial owner of more than 5% of the outstanding shares of each of our Class A common stock and Class B common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. The information does not necessarily indicate beneficial ownership for any other purpose, including for purposes of Sections 13(d) and 13(g) of the Exchange Act.

We have based our calculation of the percentage of beneficial ownership on 370,981,108 shares of our Class A common stock, 211,728,974 shares of our Class B common stock, and no shares of our Class C common stock outstanding as of April 15, 2026. We have deemed shares of our Class A and Class B common stock subject to stock options that are currently exercisable or exercisable within 60 days of April 15, 2026 and RSUs that are scheduled to vest and settle within 60 days of April 15, 2026 to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Samsara Inc., 1 De Haro Street, San Francisco, CA 94107.

Name of Beneficial Owner	Shares Beneficially Owned				Percent of Total Voting Power ⁽¹⁾
	Class A Common Stock	Class B Common Stock *			
	Number	Percentage	Number	Percentage	
Named Executive Officers and Directors:					
Sanjit Biswas ⁽²⁾	1,195,746	*	99,968,305	46.3 %	39.6 %
Dominic Phillips ⁽³⁾	1,122,739	*	—	— %	*
John Bicket ⁽⁴⁾	992,498	*	95,533,040	45.0 %	38.4 %
Adam Eltoukhy ⁽⁵⁾	165,164	*	—	— %	*
Lara Caimi ⁽⁶⁾	62,967	*	—	— %	*
Marc Andreessen ⁽⁷⁾	4,512,974	1.2 %	—	— %	*
Todd Bluedorn	22,446	*	—	— %	*
Sue Bostrom	211,032	*	—	— %	*
Jonathan Chadwick ⁽⁸⁾	308,579	*	—	— %	*
Alyssa Henry	9,373	*	—	— %	*
Ann Livermore	231,032	*	—	— %	*
Gary Steele	4,695	*	—	— %	*
Sue Wagner	446,041	*	—	— %	*
All directors and executive officers as a group (12 persons) ⁽⁹⁾	9,222,319	2.5 %	195,501,345	90.3 %	77.5 %
Greater than 5% Stockholders:					
Baillie Gifford & Co. ⁽¹⁰⁾	57,523,792	15.5 %	—	— %	2.3 %
T. Rowe Price Associates, Inc. ⁽¹¹⁾	36,680,798	9.9 %	—	— %	1.5 %
FMR LLC ⁽¹²⁾	23,774,108	6.4 %	—	— %	*
BlackRock, Inc ⁽¹³⁾	20,059,346	5.4 %	—	— %	*

* Represents beneficial ownership or voting power of less than one percent (1%).

+ The Class B common stock is convertible at any time by the holder into shares of Class A common stock on a share-for-share basis, such that each holder of Class B common stock beneficially owns an equivalent number of shares of Class A common stock.

- (1) Percentage of total voting power represents voting power with respect to all shares of our Class A common stock and Class B common stock, as a single class. Each holder of Class B common stock is entitled to ten votes per share of Class B common stock and each holder of Class A common stock is entitled to one vote per share of Class A common stock on all matters submitted to our stockholders for a vote. The Class A common stock and Class B common stock vote together as a single class on all matters submitted to a vote of our stockholders, except as may otherwise be required by law.
- (2) Consists of (i) 1,125,656 shares of Class A common stock held by Mr. Biswas or by trusts in which Mr. Biswas has voting or investment power over the shares, (ii) 70,090 shares of Class A common stock RSUs that are scheduled to vest and settle within 60 days of April 15, 2026, (iii) 95,776,963 shares of Class B common stock held by Mr. Biswas or by trusts in which Mr. Biswas has voting or investment power over the shares and (iv) 4,191,342 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 15, 2026 by Mr. Biswas, all of which will be fully vested as of such date.
- (3) Consists of (i) 1,106,185 shares of Class A common stock held by Mr. Phillips or by trusts in which Mr. Phillips has voting or investment power over the shares and (ii) 16,554 shares of Class A common stock RSUs that are scheduled to vest and settle within 60 days of April 15, 2026.
- (4) Consists of (i) 972,428 shares of Class A common stock held by Mr. Bicket or by trusts in which Mr. Bicket has voting or investment power over the shares, (ii) 20,070 shares of Class A common stock RSUs that are scheduled to vest and settle within 60 days of April 15, 2026, (iii) 94,963,009 shares of Class B common stock held by Mr. Bicket or by trusts in which Mr. Bicket has voting or investment power over the shares and (iv) 570,031 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 15, 2026 by Mr. Bicket, all of which will be fully vested as of such date.
- (5) Consists of (i) 146,068 shares of Class A common stock held by Mr. Eltoukhy or by trusts in which Mr. Eltoukhy has voting or investment power over the shares and (ii) 19,096 shares of Class A common stock RSUs that are scheduled to vest and settle within 60 days of April 15, 2026.
- (6) Represents ownership as of April 15, 2025, the most recent date for which the company has beneficial ownership information available for Ms. Caimi, and consists of (i) 48,174 shares of Class A common stock held by Ms. Caimi or by trusts in which Ms. Caimi has voting or investment power over the shares and (ii) 14,793 shares of Class A common stock RSUs that were scheduled to vest and settle within 60 days of April 15, 2025.
- (7) Consists of 4,512,974 shares of Class A common stock held of record by the LAMA Community Trust, of which Mr. Andreessen and his spouse are trustees. Mr. Andreessen may be deemed to have shared voting and dispositive power over the shares held directly by the LAMA Community Trust. The address for Mr. Andreessen is c/o Andreessen Horowitz, 2865 Sand Hill Road, Suite 101, Menlo Park, CA 94025.

- (8) Consists of 308,579 shares of Class A common stock held by Mr. Chadwick or by trusts in which Mr. Chadwick has voting or investment power over the shares.
- (9) Consists of (i) 9,096,509 shares of Class A common stock and 190,739,972 shares of Class B common stock beneficially owned by our current executive officers and directors and (ii) 125,810 shares of Class A common stock RSUs that are scheduled to vest and settle within 60 days of April 15, 2026 and 4,761,373 shares of Class B common stock subject to outstanding options that are exercisable by our current executive officers and directors within 60 days of April 15, 2026, all of which will be fully vested as of such date.
- (10) Pursuant to a Schedule 13G/A filed with the SEC on May 7, 2026, Baillie Gifford & Co. (Baillie Gifford) and/or one or more of its investment advisor subsidiaries, which may include Baillie Gifford Overseas Limited, on behalf of investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds, or other institutional clients, reported that as of March 31, 2026, it had sole voting power over 35,031,306 shares of Class A common stock and sole dispositive power over 57,523,792 shares of Class A common stock, and that its principal address is Calton Square, 1 Greenside Row, Edinburgh EH1 3AN, Scotland, UK.
- (11) Pursuant to a Schedule 13G filed with the SEC on May 15, 2026, T. Rowe Price Associates, Inc. reported that as of March 31, 2026, it had sole voting power over 35,344,507 shares of Class A common stock and sole dispositive power over 36,680,798 shares of Class A common stock, and that its principal address is 1307 Point Street, Baltimore, MD 21231.
- (12) Pursuant to a Schedule 13G filed with the SEC on May 6, 2026, FMR LLC reported that as of March 31, 2026, it had sole voting power over 22,416,730 shares of Class A common stock and sole dispositive power over 23,774,108 shares of Class A common stock, and that its principal address is 245 Summer Street, Boston, MA 02210.
- (13) Pursuant to a Schedule 13G filed with the SEC on January 21, 2026, BlackRock, Inc. reported that as of December 31, 2025, it had sole voting power over 18,511,648 shares of Class A common stock and sole dispositive power over 20,059,346 shares of Class A common stock, and that its principal address is 50 Hudson Yards, New York, NY 10001.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The following is a description of each transaction since the beginning of our last fiscal year, and each currently proposed transaction, in which:

- we have been or are to be a participant;
- the amount involved exceeded or exceeds \$120,000; and
- any of our directors (including director nominees), executive officers, or beneficial holders of more than 5% of any class of our voting securities, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Aircraft Agreement

The company is party to an aircraft block charter agreement with a third-party aviation company exclusively for business travel by Mr. Biswas, our Co-Founder and Chief Executive Officer, and other company personnel. The aircraft that is the subject of the charter agreement is beneficially owned by Mr. Biswas through a limited liability company and operated by the third-party aviation company. We do not have any minimum use requirements with respect to the chartered aircraft and the charter agreement may be terminated at any time upon 30 days' prior written notice. For use of the aircraft by Mr. Biswas and other company personnel for business travel, we pay an amount below market rates for comparable travel to the third-party aviation company in accordance with the terms of the block charter agreement. For FY 2026, we paid \$1,019,318 for business use of the aircraft. We do not pay to charter this or other aircraft for personal use by Mr. Biswas or other company personnel.

Investors' Rights Agreement

We are party to an amended and restated investors' rights agreement, dated January 13, 2021, pursuant to which certain holders of our capital stock, including Mr. Biswas and Mr. Bicket (and certain of their affiliated trusts), have the right to demand that we file a registration statement or request that their shares of our capital stock be covered by a registration statement that we are otherwise filing.

Limitation of Liability and Indemnification of Officers and Directors

The Nevada Revised Statutes (as amended, the "**NRS**") limits or eliminates the personal liability of directors and officers to corporations and their stockholders and creditors for damages for breaches of directors' and officers' fiduciary duties, subject to certain exceptions. Under the NRS, unless otherwise provided in the articles of incorporation or pursuant to certain statutory exceptions, a director or an officer is not liable to a corporation or its stockholders or creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer unless the statutory presumption established under NRS 78.138(3), that such director or officer acted in good faith, on an informed basis and with a view to the interests of the corporation, has been rebutted, and it is proven that the act or failure to act constituted a breach of such director's or officer's fiduciary duties, and such breach involved intentional misconduct, fraud or a knowing violation of law.

Our articles of incorporation contain provisions that eliminate or limit the liability of our directors and officers to the fullest extent permitted by the NRS. Any amendment to, or repeal of, these provisions will not eliminate, limit, reduce or otherwise adversely affect any limitation on the personal liability of our directors or officers existing at the time of such amendment or repeal. If the NRS is amended to provide for further limitations on the personal liability of directors or officers of corporations, then the personal liability of our directors and officers will be further limited to the fullest extent permitted by the NRS, as so amended.

In addition, our bylaws generally provide that we will indemnify, to the fullest extent permitted by the NRS, any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that they are or were one of our directors or officers or is or was a director or officer serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a manager of a limited liability company. Our bylaws provide that we have the power to indemnify our employees and agents, or any other persons, to the extent not prohibited by the NRS or other applicable law. Our bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action, suit or proceeding, subject to limited exceptions.

Further, we have indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the NRS. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability, indemnification and advancement provisions that are included in our articles of incorporation and bylaws, and in indemnification agreements that we have entered into or will enter into with our directors and executive officers, may discourage stockholders from bringing a lawsuit against our directors and officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured or indemnified against certain liabilities incurred in their capacity as members of our Board of Directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Policies and Procedures for Related Person Transactions

Our audit committee has the primary responsibility for reviewing and approving or disapproving "related party transactions," which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. Our written policy regarding transactions between us and related persons provides that a related person is defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and any of their immediate family members. Our audit committee charter provides that our audit committee shall review and approve or disapprove any related party transactions.

OTHER MATTERS

Stockholder Proposals or Director Nominations for Fiscal Year 2028 Annual Meeting

If a stockholder would like us to consider including a proposal in our proxy statement for our fiscal year 2028 annual meeting pursuant to Rule 14a-8 of the Exchange Act, then the proposal must be received by our corporate secretary at our principal executive offices on or before February 1, 2027. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Samsara Inc.
Attention: Corporate Secretary
1 De Haro Street
San Francisco, California 94107

Our bylaws also establish an advance notice procedure for stockholders who wish to present a proposal or nominate a director at an annual meeting, but do not seek to include the proposal or director nominee in our proxy statement. In order to be properly brought before our fiscal year 2028 annual meeting, the stockholder must provide timely written notice to our corporate secretary at our principal executive offices, and any such proposal or nomination must constitute a proper matter for stockholder action. The written notice must contain the information specified in our bylaws. To be timely for the fiscal year 2028 annual meeting, a stockholder's written notice must be received by our corporate secretary at our principal executive offices:

- no earlier than 8:00 a.m., Pacific Time, on March 24, 2027, and
- no later than 5:00 p.m., Pacific Time, on April 23, 2027.

In the event that we hold our fiscal year 2028 annual meeting more than 25 days before or after the one-year anniversary of this year's annual meeting, then such written notice must be received by our corporate secretary at our principal executive offices:

- no earlier than 8:00 a.m., Pacific Time, on the 120th day prior to the day of our fiscal year 2028 annual meeting, and
- no later than 5:00 p.m., Pacific Time, on the later of the 90th day prior to the day of our fiscal year 2028 annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of the annual meeting was first made by us.

If a stockholder (or a qualified representative of the stockholder) who has notified us of his, her or its intention to present a proposal or nominate a director at an annual meeting of stockholders does not appear to present his, her or its proposal or nomination at such annual meeting, then we are not required to present the proposal or nomination for a vote at such annual meeting.

In addition to satisfying the requirements of our bylaws, including the earlier notice deadlines set forth above and therein, to comply with universal proxy rules, stockholders who intend to solicit proxies in support of director nominees (other than our nominees) must also provide notice that sets forth the information required by Rule 14a-19 of the Exchange Act no later than May 24, 2027.

Availability of Bylaws

A copy of our bylaws may be obtained by accessing our filings on the SEC's website at www.sec.gov. You may also contact our corporate secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Fiscal Year 2026 Annual Report and SEC Filings

We have filed our Annual Report on Form 10-K for our fiscal year ended January 31, 2026 with the SEC. It is available free of charge at the SEC's website at www.sec.gov. Stockholders can also access this Proxy Statement and our Annual Report on Form 10-K on our investor relations website at <https://investors.samsara.com/overview>, and they are available from the SEC at its website at www.sec.gov. **You may also obtain a copy of our annual report, free of charge, by sending a written request to Samsara Inc., 1 De Haro Street, San Francisco, California 94107, Attention: Investor Relations.**

Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement, and references to our website address in this proxy statement are inactive textual references only.

* * *

The Board of Directors does not know of any other matters to be presented at the annual meeting. If any additional matters are properly presented at the annual meeting, the persons named in the proxy will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares be represented at the annual meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote as promptly as possible to ensure your vote is recorded.

THE BOARD OF DIRECTORS

San Francisco, California
June 1, 2026

APPENDIX A
RECONCILIATION BETWEEN GAAP AND NON-GAAP FINANCIAL MEASURES
(In thousands, except percentages)
(Unaudited)

This proxy statement includes the following non-GAAP financial measures, which should be viewed as additions to, and not substitutes for, or superior to, financial measures calculated in accordance with GAAP.

There are a number of limitations related to the use of non-GAAP financial measures versus comparable financial measures determined under GAAP. For example, other companies in our industry may calculate these non-GAAP financial measures differently or may use other measures to evaluate their performance. In addition, adjusted free cash flow does not reflect our future contractual commitments or the total increase or decrease of our cash balance for a given period. All of these limitations could reduce the usefulness of these non-GAAP financial measures as analytical tools. Investors are encouraged to review the related GAAP financial measures and the reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures and to not rely on any single financial measure to evaluate our business.

Adjusted Free Cash Flow and Adjusted Free Cash Flow Margin

We define adjusted free cash flow as net cash provided by (used in) operating activities reduced by cash used for purchases of property and equipment, and excluding the cash impact of non-recurring capital expenditures associated with the build-out of our corporate office facilities in San Francisco, California, net of tenant allowances, and legal settlements. Adjusted free cash flow margin is calculated as adjusted free cash flow as a percentage of total revenue. We believe that adjusted free cash flow and adjusted free cash flow margin, even if negative, are useful in evaluating liquidity and provide information to management and investors about our ability to fund future operating needs and strategic initiatives by excluding the impact of non-recurring events. The following table presents a reconciliation of adjusted free cash flow to net cash provided by (used in) operating activities for the periods presented:

	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Net cash provided by (used in) operating activities	\$ 236,210	\$ 131,659	\$ (11,815)
Purchases of property and equipment	(28,766)	(20,177)	(10,953)
Free cash flow	\$ 207,444	\$ 111,482	\$ (22,768)
Purchases of property and equipment for build-out of corporate office facilities, net of tenant allowances ⁽¹⁾	—	—	(10,179)
Legal settlement ⁽²⁾	1,217	—	60,000
Adjusted free cash flow	\$ 208,661	\$ 111,482	\$ 27,053
Net cash provided by (used in) operating activities margin	15 %	11 %	(1)%
Free cash flow margin	13 %	9 %	(2)%
Adjusted free cash flow margin	13 %	9 %	3 %
Net cash used in investing activities	\$ (189,533)	\$ (66,621)	\$ (78,687)
Net cash provided by financing activities	\$ 29,928	\$ 27,101	\$ 20,997

(1) In April 2023, we settled a lease dispute which was primarily related to lease incentives associated with leasehold improvements in the form of a tenant allowance and received \$11.3 million.

(2) In January 2024, we settled non-recurring lease-related litigation and made a cash payment of \$60.0 million. In November 2025, we settled an unrelated non-recurring legal matter, net of insurance proceeds, for \$1.2 million.