

Charter of the Ethics Advisory Board of Illumina, Inc.

This Charter outlines the purpose, composition and responsibilities of the Ethics Advisory Board (the “EAB”) of Illumina, Inc. (the “Company”).

Purpose

The EAB is responsible for: (a) making recommendations to the Company regarding ethical issues including, but not limited to, finding facts, cultivating understandings, facilitating collaborations, or communicating ideas regarding ethical issues involving the Company’s existing, emerging, and prospective products, services, and processes both from a research and clinical perspective; (b) performing such other functions as may be deemed necessary or convenient in efficiently carrying out the foregoing; and (c) such other functions as the Company may from time to time assign to the EAB. In performing its “Purpose”, the EAB shall consider the relative urgency and gravity of issues in assisting the Company.

Composition

The EAB shall be composed of a minimum of three members and a maximum of nine (including a Chairperson).

The members of the EAB and the Chairperson shall be selected by the Company’s General Counsel (GC) and Chief Executive Officer (CEO) with advice the Company’s Medical Officer (CMO) and shall serve at the pleasure of the Company.

An EAB member may be removed at any time, with or without cause, by the Company. The EAB shall have authority, with the consent of the GC, to delegate responsibilities listed herein to subcommittees of the EAB, if the EAB determines such delegation would be in the best interest of the Company.

Meeting Requirements

The EAB shall meet as necessary to enable it to fulfill its responsibilities, but at least twice each year. The EAB, in consultation with the GC or his/her designee, shall ask members of management or others whose advice, counsel and understanding are relevant to the issues being considered by the EAB to attend meetings and to provide such pertinent information as the EAB may request.

The GC or his/her designee, shall be responsible for coordination of the EAB, including preparing the agenda, presiding over EAB meetings, making EAB assignments and reporting on the EAB’s activities to the Company.

EAB Responsibilities

In carrying out its responsibilities, the EAB's policies and procedures should remain flexible to enable the EAB to react to changes in circumstances. In addition to such other duties as the Company may from time to time assign, the EAB shall have the following responsibilities:

- Provide strategic advice and make recommendations to the Company regarding ethical implications of current and planned products, services, and processes.
- Advise the Company regarding ethical issues of specific technology or products involved in licensing and acquisition opportunities.
- Provide strategic advice to the Company regarding emerging ethics issues, policies, and regulations that are relevant to Company interests and in providing strategic advice, the board would aim to reach consensus opinion in the best interests of the Company.

Advisors to the EAB

The EAB may recommend, with the concurrence of the GC, additional advisors or consultants as it deems necessary to carry out its duties.