

This Charter outlines the purpose, composition and responsibilities of the Compliance Committee of Illumina, Inc.

## **I. Purpose**

The Compliance Committee (Committee) is a standing committee responsible for ensuring that the Company continues to conduct its operations and activities ethically, with the highest level of integrity, and in compliance with all legal and regulatory requirements.

The Committee oversees the development, maintenance, and monitoring of global, legally-sound, practical and sustainable programs (collectively the Compliance Program) intended to satisfy the Company's legal compliance obligations and to foster a culture of compliance with laws, regulations, industry standards and company policies.

## **II. Scope**

The oversight activities of the Committee support the Company's compliance programs, Management, and the Board of Directors.

Although the Committee, which includes the Company's Chief Compliance Officer, oversees compliance at Illumina, the Management of the Company has primary responsibility for implementing and carrying out the programs.

Material amendments to this Charter are reviewed and approved by the Audit Committee of the Board of Directors.

## **III. Overview of Corporate Compliance Program Structure and Duties**

The Compliance Program demands the active participation of Personnel at all levels of Illumina, including the Board of Directors (Board), the Chief Executive Officer (CEO), Illumina's Chief Compliance Officer (CCO), Managers, and other Illumina Personnel (including Channel Partners under contract to sell Illumina Products).

- A. Board of Directors. The Board of Directors provides oversight of the Compliance Program. Primarily through its Audit Committee, the Board ensures that the Compliance Program provides corporate information and reporting systems adequate to timely and appropriately inform the Board regarding organizational compliance and material Compliance Concerns. In general, a Compliance Concern is deemed "material" if the Board would reasonably need to know about it to oversee the Company's compliance. The following matters are deemed to meet the materiality threshold in all cases and must be reported by the CCO to the Audit Committee:
- a. Any matter coming to the attention of the CCO involving substantial risk of criminal prosecution of the company or any individual employed by the Company;

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- b. Any matter the CCO deems necessary to conduct an investigation in which findings of suspected non-compliance could precipitate penalties, fines or damages equal to or exceeding one hundred-thousand dollars (\$100,000.00 USD); or
- c. Any other significant or extraordinary compliance matter that the CEO, CFO, or General Counsel deems to be material for the purpose of reporting to the Board.

B. Chief Executive Officer. The CEO appoints the CCO with the approval of the Board of Directors. The CEO delegates the managerial responsibilities of the Chief Compliance Officer to the General Counsel. The CEO provides guidance and review to support the effectiveness of the CCO's role within the Company. The CCO and CEO meet quarterly to discuss the status of the Compliance Program, and any material compliance concerns. The same materiality threshold as established for the Audit Committee of the Board of Directors is used for reporting concerns to the CEO

C. Chief Compliance Officer. The CCO manages and oversees the day-to-day operations of the Compliance Program, including:

- a. Development and implementation of compliance-related policies and processes
- b. General Compliance Program training for all Illumina Personnel (including training to the Board of Directors at least every two years) and ensuring that all necessary specialized training for high-risk areas is provided by the department or management with the expertise to address the area;
- c. Compliance Program monitoring and auditing;
- d. Compliance Program communications (including the Compliance and Fraud Prevention Hotline and the Compliance Inbox); and
- e. Response to identified or reported compliance concerns or suspected non-compliance (including necessary investigation and oversight of any necessary remediation).

The CCO is a member of Executive Management and reports directly to the General Counsel. He or she also reports directly to the Audit Committee of the Board of Directors. In addition, he or she provides quarterly summaries to the Audit Committee regarding operations of the Compliance Program, including summary data regarding compliance training, monitoring, and investigations. The CCO will report to the full Board of Directors at least annually for the purpose of providing an overview regarding the status of compliance diligence at Illumina, noting any areas where additional work or resources are indicated. In response to good faith reports or other identification of suspected non-compliance received by the Compliance Department, the CCO is responsible to ensure timely and appropriate investigation and to oversee and assist with documentation of any necessary remediation efforts.

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The CCO must immediately refer for investigation by Internal Audit any issue that could implicate fraud or affect the Company's financial records or internal controls environment. Additionally, the CCO is authorized to investigate reported Compliance Concerns by:

- d. Performing or overseeing the investigation directly, provided that any concern that could implicate fraud or otherwise affect the company's financial outcomes, accounting or revenue recognitions is referred to Internal Audit;
- e. Referring appropriate elements of the investigation internally to employees with relevant expertise; and
- f. Retaining outside counsel to direct a special investigation, when necessary, upon consultation with the General Counsel.

The CCO will periodically review the Compliance Program and obtain an audit of the program (internal or external, in the discretion of the CCO) in order to benchmark the Compliance Program with others in the life science industry and make recommendations to the Committee on necessary modifications.

D. Compliance Committee. The Committee meets at least once a quarter to review the effectiveness of the program and advise the CCO regarding its operation. Minutes of the Compliance Committee will be submitted to the Audit Committee Chair following each meeting. The CCO may receive advice from the Compliance Committee as a whole, designated subcommittees or individual members.

The standing members of the Compliance Committee are the:

- Chief Executive Officer (Chair),
- Chief Compliance Officer,
- Chief People Officer,
- Chief Medical Officer,
- Chief Commercial Officer,
- Chief Financial Officer,
- Chief Marketing Officer,
- Chief Operations Officer,
- General Counsel,
- Deputy Compliance Officer, *ex officio member*, and
- VP of Internal Audit, *ex officio member*

Managers. Managers, meaning all supervisory personnel of Illumina, are an integral contact point for Illumina Personnel to report actual or suspected compliance issues. Managers are

responsible for conveying to the CCO or other senior members of the Compliance Department all material Compliance Concerns brought to their attention within forty-eight (48) hours.

F. Illumina Personnel. All Illumina Personnel are responsible for engaging in ethical behavior, complying with all aspects of the Compliance Program, and reporting any suspected Compliance Concern to their relevant manager and/or to compliance, legal, human resources, internal audit, or through the Compliance and Fraud Prevention Hotline, as soon as practical.

#### IV. Delegates

When a member is unavailable to attend a Compliance Committee meeting, the member will appoint a delegate at the level of Vice President or above to represent the member at the meeting. Notice of such delegation must be made in writing by the delegating member to the Committee Chairperson. A delegate has the same duties, powers, and obligations as the delegating member.

#### V. Chairs, Quorum, and Approvals

The CEO is the Chair of the Committee and he or she delegates the basic operation of the Compliance Committee to the CCO. The Chair designates the Deputy Compliance Officer to prepare agendas and record and maintain meeting minutes. Members may attend the meetings telephonically or via electronic means. Ad hoc meetings of the Committee may be called as required by any member. Four members represent a quorum. A simple majority vote is required for all approvals, including non-material revisions to this Charter. The Committee may conduct an executive session at any time and may exclude any or all non-member attendees.