

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 “programs”) 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 shall be reviewed and approved by the Audit Committee of the Board of Directors.

III. MEMBERS

The Committee is composed of seven members:

- the Chief People Officer
- the Chief Medical Officer,
- the Chief Commercial Officer,
- the Chief Financial Officer,
- the Chief Marketing Officer,
- the Chief Operations Officer,
- the General Counsel who is also the Company’s Chief Compliance Officer.

IV. DELEGATES

When a member is unavailable to attend a Compliance Committee meeting, the member shall 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 Chairman. A delegate has the same duties, powers and obligations as the delegating member.

V. CHAIRS, QUORUM, APPROVALS, RECORD-TAKING AND MEETING FREQUENCY

The General Counsel is the Chair of the Committee. The Chair shall designate an individual to prepare agendas and record and maintain meeting minutes. The Committee meets quarterly. 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 revisions to this Charter. A representative of Internal Audit is invited to each meeting. The Committee may conduct an executive session at any time and may exclude any or all non-member attendees.

VI. RESPONSIBILITIES

- Foster a culture of ethics and compliance throughout the Company.
- Advocate and promote global awareness of the Company's compliance program efforts with the understanding that all employees are responsible for the compliance efforts of the Company.
- Understand, globally, the nature of compliance risks and potential exposures to the Company, including the potential impact on the Company's reputation, business operations and financial exposure.
- Ensure that Company compliance programs are (a) designed to manage identified risks, (b) capable of being monitored, scaled, and measured, and (c) consistent with the guidance for Effective Compliance Programs provided by the Office of Inspector General and the U.S. Sentencing Guidelines.
- Implement a reliable, global mechanism for facilitating the development, implementation, maintenance, and monitoring of the programs.

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- Ensure that the programs are adequately resourced to achieve the objectives set by the Committee.
- Prioritize compliance efforts and resources based on global business needs and risk assessment.
- Identify and provide guidance to an appropriate executive owner for each existing and emerging compliance area.
- Oversee Compliance Efforts:
 - Review reports of compliance activities;
 - Review status of implementation of new programs;
 - Review and monitor reports of compliance issues, associated remediation/mitigation plans & any sanctions imposed;
 - Recommend the General Counsel authorize, as appropriate, investigations of possible compliance issues.
- Report compliance issues, as appropriate, to the Board of Directors.
- Review the Illumina Code of Conduct on a periodic basis and recommend revisions, if any, to the Nominating and Governance Committee.