

ILLUMINA, INC.

Charter for the Nominating/Corporate Governance Committee of the Board of Directors

Purpose

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Illumina, Inc. (the “Company”) is to identify individuals qualified to serve as members of the Board, select nominees for election as directors of the Company, evaluate the Board’s performance, develop and recommend to the Board corporate governance guidelines, and provide oversight with respect to corporate governance and ethical conduct.

Composition

The Committee shall be composed of three or more directors, as determined by the Board, each of whom shall be an independent director, in accordance with the requirements of Nasdaq.

The members of the Committee shall be elected and serve at the pleasure of the Board.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify and evaluate individuals, including individuals proposed by stockholders, qualified to serve as members of the Board, consistent with the Board Membership Criteria set forth in the Board’s Corporate Governance Guidelines, and select nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate, and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings.
2. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs.
3. To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company’s corporate governance guidelines and evaluate and recommend to the Board whether such resignation should be accepted.
4. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, review and assess such guidelines at least annually, and recommend any changes for approval by the Board.

5. Cause to be prepared and recommend to the Board the adoption of a code applicable to all of the Company's directors, officers, and employees designed to promote ethical conduct (the "Code of Conduct"), review and assess the Code of Conduct at least annually, and recommend any changes for approval by the Board.
6. Review directors' potential service on other boards and whether such additional service conflicts with the current and contemplated business of the Company and is acceptable under the Company's corporate governance guidelines.
7. Oversee an annual evaluation of the performance of the Board and its committees, including identifying opportunities for the development of individual members of the Board, and discuss the evaluation with the full Board.
8. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
9. At least annually, review and reassess this Charter (and, if requested by the Board, the charters of other committees of the Board) and, if appropriate, recommend changes to the Board.
10. Make recommendations to the Board regarding issues of management succession.
11. At least annually, review the independence status of directors.
12. Assist the Board in overseeing the Company's material environmental, social, and governance matters (ESG), except as specifically delegated to another Board committee.
13. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate search firms, independent counsel, and other advisers as the Committee determines necessary to carry out its responsibilities and approve the fees and other terms of retention of any such search firms, independent counsel, and other advisers.

5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.
6. Have direct, independent, and confidential access to the Company's other directors, management, and personnel to carry out the Committee's purposes.
7. Conduct or authorize investigations into any matters relating to the purposes, duties, or responsibilities of the Committee.