



illumina Holdings Inc.
Mandate of the Board of Directors

1. Introduction

The Board of Directors (the “Board”) of illumina Inc. (the “Company”) is elected by shareholders and is responsible for the stewardship of the Company. This mandate outlines the Board’s principal duties, responsibilities, and governance practices.

2. Chair of the Board

The Chair of the Board (the “Chair”) shall be appointed by the Board, based on the recommendation of the Compensation and Corporate Governance Committee, for such term as the Board may determine.

3. Independence

- A majority of the Board shall be independent directors.
- Where the Chair is not independent, the independent directors will appoint a **Lead Independent Director** to chair meetings of independent directors and carry out responsibilities designated by the Board.

4. Role of the Board

The Board acts on behalf of shareholders to enhance long-term value and oversee the ethical, responsible, and sustainable conduct of the Company’s business. Key responsibilities include:

- **Strategy:** Approve and monitor long-term strategy, annual operating plans, and budgets.
- **Risk Management:** Identify and oversee management of principal risks, including financial, operational, cybersecurity, reputational, ESG, and compliance risks.
- **Leadership & Succession:** Appoint, supervise, and evaluate the CEO and senior officers; ensure succession planning is in place.
- **Financial Oversight:** Approve financial statements, public filings, financing transactions, and monitor internal controls and disclosure systems.
- **Governance & Integrity:** Set the tone for ethical conduct, integrity, diversity, and inclusion throughout the organization.
- **Stakeholder Engagement:** Oversee shareholder and stakeholder communications, ensuring transparency, responsiveness, and accountability.
- **Policy Oversight:** Approve and periodically review key corporate policies, including:
 - Code of Business Conduct and Conflict of Interest Policy
 - Insider Trading Policy
 - Whistleblower Protection Policy
 - Majority Voting Policy
 - Disclosure Controls and Procedures
 - Internal Controls over Financial Reporting



5. Delegation of Authority

The Board delegates day-to-day management to the CEO and senior leadership team, subject to specified limits. Certain matters (e.g., major acquisitions, significant financing, and material departures from strategy) require prior Board approval.

6. Meetings

- The Board shall meet at least quarterly, with additional meetings as required.
- Independent directors shall meet regularly without management present.

7. Ethics and Integrity

The Board sets the ethical tone of the Company, holding management accountable for fostering a culture of integrity, responsibility, and inclusivity.

8. Review of Mandate

The Compensation and Corporate Governance Committee shall review this mandate at least annually and recommend any changes to the Board for approval.