



illumina Holdings Inc.
Chair of the Audit Committee
Position Description

Purpose

The Chair of the Audit Committee (the “Chair”) provides leadership to ensure the Audit Committee (the “Committee”) operates effectively in overseeing financial reporting, internal controls, risk management, and the independence of external auditors. The Chair promotes open dialogue among Committee members, management, auditors, the Board of Directors (the “Board”), and shareholders.

Appointment

- The Chair is appointed annually by the Board at its first meeting following the annual meeting of shareholders.
- If a vacancy occurs, the remaining members of the Committee shall appoint an interim Chair until the Board designates a successor.

Responsibilities

Leadership and Committee Management

- Establish procedures to govern the Committee’s work and ensure the full discharge of its duties.
- Collaborate with the CEO and management to develop meeting agendas.
- Ensure required approvals or recommendations to the Board are properly tabled.
- Chair all Committee meetings, encouraging free and open discussion.
- Foster an environment that supports the independence and effectiveness of Committee members.

Information Flow and Resources

- Obtain timely and appropriate information from management to support the Committee’s oversight responsibilities.
- Review the adequacy and timeliness of documentation provided to the Committee.
- Ensure the Committee has access to senior management, external advisors, and other resources as needed.
- Confirm that external advisors retained by the Committee are independent and appropriately qualified.

Oversight of Auditors

- Support and safeguard the independence of the external auditor from management influence.
- Maintain an open and candid relationship between the Committee and both the internal and external auditors.

Board and Shareholder Communication

- Report to the Board on behalf of the Committee after each meeting.
- Collaborate with the Chair of the Compensation and Corporate Governance Committee to identify the skills and experience required for effective Committee membership.
- Attend shareholder meetings to address questions relating to the Committee’s responsibilities and activities.

Other Duties

- Perform additional responsibilities as requested by the Board, based on need and circumstances.