



illumina Holdings Inc.
Position Description
Chair of the Board

1. Purpose

The Chair of the Board of Directors (the “Board”) provides leadership to the Board and is responsible for ensuring its effective functioning. The Chair facilitates the Board’s oversight of the Company’s strategy, governance, and performance, while maintaining strong and constructive relationships with management, shareholders, and stakeholders.

2. Appointment

- The Chair shall be appointed annually by the Board at its first meeting following the annual meeting of shareholders, based on the recommendation of the Compensation and Corporate Governance Committee.
- If a vacancy occurs, the Chair of the Compensation and Corporate Governance Committee will serve as interim Chair. If that position is also vacant, the Chair of the Audit Committee shall serve until the Board appoints a successor.

3. Responsibilities

Board Leadership and Governance

- Establish procedures to govern the Board’s work and ensure its full discharge of duties.
- Collaborate with the CEO and management, as appropriate, to develop agendas for Board meetings.
- Ensure that matters requiring Board or Committee approval are properly tabled for decision.
- Oversee the adequacy, quality, and timeliness of materials provided to the Board.
- Oversee the retention of independent, qualified external advisors as required.
- Facilitate Board access to members of senior management.

Meetings

- Chair all meetings of the Board, encouraging open, constructive, and informed discussions.
- Chair all shareholder meetings and respond to questions addressed to the Chair.
 - If the Chair is unavailable, the chairperson shall be, in order of precedence: the Managing Director (if any), the President (if any), or a Vice President who is a shareholder.
 - If none of these officers are present within 15 minutes of the scheduled start time, shareholders present and entitled to vote shall elect a chairperson from among themselves.

Communication and Oversight

- Receive notices and materials for all Committee meetings and attend such meetings whenever possible.
- Work with the Compensation and Corporate Governance Committee to establish guidelines for the selection, evaluation, and conduct of directors.
- Act as a liaison between the Board and management to ensure effective communication and alignment.

Other Duties

- Perform other responsibilities as may be assigned by the Board, based on need and circumstances.