



**illumina Holdings Inc.**  
**Position Description**  
**Chair of the Compensation & Corporate Governance Committee**

**Purpose**

The Chair of the Compensation and Corporate Governance Committee (the “Chair”) is responsible for ensuring the effective functioning of the Compensation and Corporate Governance Committee (the “Committee”). The Chair provides leadership in overseeing the Committee’s responsibilities related to executive compensation, talent management, succession planning, and corporate governance practices.

**Appointment**

- The Chair shall be appointed annually by the Board of Directors (the “Board”) at its first meeting following the annual meeting of shareholders.
- If a vacancy occurs, the remaining members of the Committee may appoint an interim Chair until the Board appoints a successor.

**Responsibilities**

**Committee Leadership and Governance**

- Establish procedures to govern the Committee’s work and ensure its full discharge of duties.
- Collaborate with the CEO and management, as appropriate, to develop agendas for Committee meetings.
- Ensure matters requiring Committee approval or Board recommendation are appropriately tabled.
- Review the adequacy, timeliness, and quality of materials provided to the Committee.
- Confirm that external advisors retained by the Committee are independent and appropriately qualified.
- Ensure the Committee has access to members of senior management and other resources as required.

**Meetings**

- Chair all meetings of the Committee, fostering open, constructive, and informed discussions.
- Encourage diverse perspectives while maintaining focus on decision-making.

**Reporting and Communication**

- Report to the Board on behalf of the Committee following each meeting.
- Attend shareholder meetings and respond to questions relating to the Committee’s mandate, decisions, or activities.
- Act as a liaison between the Committee and the Board to ensure alignment on governance and compensation matters.

**Other Duties**

- Carry out additional responsibilities as assigned by the Board, depending on circumstances and need.