ILLUMINA, INC.

Charter for the Compensation Committee of the Board of Directors

Purpose

The Compensation Committee (the "Committee") was established pursuant to this charter to (i) discharge the responsibilities of the Company's Board of Directors (the "Board") with respect to compensation matters for the Company's executive officers and other employees and consultants, (ii) report annually to the Company's stockholders on executive compensation matters, (iii) administer the Company's equity and other compensation plans, and (iv) take or cause to be taken such other actions and address such other matters as the Board may from time to time authorize the Committee to undertake.

The primary goal of the Committee and its executive compensation program is to align closely the interests of the executive officers with those of the Company's stockholders. To achieve this goal, the Committee attempts to (i) offer compensation opportunities that attract and retain executives whose abilities are critical to the long term success of the Company, (ii) motivate executives to perform to their highest level and reward outstanding achievement, (iii) maintain appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company in proportion to individual contribution and performance and tied to achievement of financial, organizational and management performance goals, and (iv) encourage executives to manage from the perspective of owners with an equity stake in the Company.

Membership and Power to Act

The Committee will be comprised of at least two members of the Board. Such members will be elected by and serve at the discretion of the Board. Each Committee member will serve on the Committee during his or her respective term as a Board member, subject to earlier removal by a majority vote of the Board. Unless a chair is elected by the Board, the members of the Committee may designate a chair by vote of the Committee.

Each member of the Committee will be (1) "independent" as defined under applicable Nasdaq (or applicable stock exchange) rules (except as otherwise permitted under such rules or any applicable rules promulgated under the Securities Exchange Act of 1934), (2) a "non-employee director" under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934, and (3) an "outside director" under the rules promulgated under Section 162(m) of the Internal Revenue Code of 1986. In addition, all members of the Committee must be free of any relationship that, in the opinion of the Board, would interfere with such member's exercise of independent judgment as a Committee member.

In the event that the Committee has more than two members and one or more members of the Committee are absent from a meeting of the Committee or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two members of the Committee.

Meetings

The Committee will meet regularly at such times as it deems appropriate to discharge its duties hereunder. The Committee may act by unanimous written consent.

Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

1. The Committee will formulate a recommendation to the Board for annual compensation for the Company's Chief Executive Officer, taking into account the results of the Board's annual assessment of the performance of the Chief Executive Officer.

2. The Committee has authority to determine the amount and form of compensation to be paid to the Company's executive officers (i.e., Section 16 officers (other than the Chief Executive Officer), other Senior Vice Presidents, and other direct reports to the Chief Executive Officer at the level of Vice President), and to oversee the compensation of the Company's other employees, consultants and advisors. The term "compensation" shall include salary, long-term incentives, bonuses, perquisites, equity incentives and other benefits and any other right or compensation received under the Company's benefit plans. The Committee also has the authority to oversee the establishment of the Company's general compensation and incentive policies and practices and the administration of plans and arrangements established pursuant to such policies and practices. It is expected that the Committee may delegate its authority on these matters with regard to non-executive officer employees, consultants and advisors of the Company to appropriate Company supervisory personnel; provided, however, the Committee has retained exclusive authority over the promotion of employees, or the hiring of non-employees, to the position of Senior Vice President, as well as the promotion or hiring of any other executive officer who will report directly to the Chief Executive Officer.

3. The Committee has authority to administer the Company's equity compensation plans including, without limitation, to amend and interpret such plans and the awards and

agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.

4. The Committee has authority to select, engage, compensate and terminate consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes.

5. Except with respect to the responsibilities set forth in paragraph 1 above, the Committee may delegate its authority granted under this charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more executive officers of the Company (or other appropriate supervisory personnel) the authority to grant stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.

6. The Committee will review and make initial (in the case of new hires) and periodic (in the case of current Company employees) determinations with respect to who is (i) an "executive officer" of the Corporation with reference to Rule 3b-7 of the Securities Exchange Act of 1934 and (ii) a "Section 16 officer" of the Corporation with reference to Rule 16a-1(f) of the Securities Exchange Act of 1934, or in each of these two cases with reference to other guiding principles as established from time to time by the Nominating/Corporate Governance Committee of the Board.

7. The Committee will prepare an annual report to the Company's stockholders on executive compensation that will be included in the Company's proxy statement for its annual stockholders' meeting in accordance with the rules and regulations of the Securities and Exchange Commission.

8. The Committee will make regular reports to the Board with respect to significant actions and determinations made by the Committee.

9. The Committee will periodically review this charter and make recommendations to the Board with regard to appropriate changes to the charter.

10. The Committee will periodically review its own performance and report on its conclusions to the Board.

11. The Committee will formulate a recommendation to the Board for the amount and form of compensation paid to the members of the Board, based on the evaluation of the Board's performance by the Nominating/Corporate Governance Committee of the Board. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations.

12. The Committee has the authority to perform such other activities and functions as are required by law, applicable Nasdaq (or stock exchange) rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

Reports

The Committee will record its actions and determinations in written form. These records will be incorporated as a part of the minutes and actions of the Board.