

GILEAD SCIENCES, INC.
LEAD INDEPENDENT DIRECTOR CHARTER
(adopted May 7, 2008)
(amended on November 3, 2009)
(amended on January 30, 2013)
(amended on May 11, 2016)

PURPOSE:

In circumstances where the Chairperson of the Board of Directors is not independent, the Board of Directors considers it to be useful and appropriate to designate a Lead Independent Director to coordinate the activities of the independent directors and to perform such other duties and responsibilities as the Board of Directors may determine.

RESPONSIBILITIES AND DUTIES:

The specific responsibilities of the Lead Independent Director when acting in such capacity shall be as follows:

1. Consult with the Chairperson as to an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with ongoing company operations;
2. Consult with the Chairperson regarding and approve the information, agenda and schedules of meetings of the Board of Directors and Board Committees;
3. Advise the Chairperson as to the information necessary or appropriate for the independent directors to effectively and responsibly perform their duties and provide feedback on the quality, quantity and timeliness of information submitted by management;
4. Advise the Board of Directors and its committees on the retention of advisers and consultants who report directly to the Board of Directors;
5. Call meetings of the independent directors, as appropriate;
6. Serve as chairman of meetings of the independent directors;
7. Serve as principal liaison between the independent directors and the Chairperson and between the independent directors and senior management;
8. Ensure that independent directors have adequate opportunities to meet and discuss issues in meetings of the independent directors;
9. Communicate to management, as appropriate, the results of private discussions among independent directors;

10. Chair meetings of the Board of Directors when the Chairperson is not present;
11. Respond directly to stockholder and other stakeholder questions and comments that are directed to the Lead Independent Director or to the independent directors as a group, with such consultation with the Chairperson and other directors as the Lead Independent Director may deem appropriate; and
12. Perform such other duties as the Board of Directors may from time to time delegate.

ADVISORS:

The General Counsel will provide support to the Lead Independent Director in fulfilling the Lead Independent Director's role, including with regard to such advice and counsel as may be requested by the Lead Independent Director or independent directors, the engagement of outside advisers and consultants who report directly to the Board of Directors, and otherwise as requested. The Lead Independent Director may consult with such outside counsel and other advisors as he or she deems appropriate in fulfilling the Lead Independent Director role.

CHARTER REVIEW:

On an annual basis, the Lead Independent Director, in consultation with the Nominating and Corporate Governance Committee shall review the adequacy of this Charter, and recommend to the Board of Directors any modifications or changes hereto for approval by the Board of Directors.