

GILEAD SCIENCES, INC.
LEAD INDEPENDENT DIRECTOR CHARTER

(as amended on November 9, 2017)

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. Encourage director participation by fostering an environment of open dialogue and constructive feedback among independent directors.
10. Communicate to management, as appropriate, the results of private discussions

- among independent directors;
11. Chair meetings of the Board of Directors when the Chairperson is not present;
 12. Facilitate the effective functioning of key Board committees and provide input on functioning of the committees, when required.
 13. Participate on ad-hoc committees established to deal with extraordinary matters, such as investigations and mergers and acquisitions;
 14. Provide guidance on director succession and development;
 15. Ensure Board agendas provide Board with ability to periodically review and provide input on the company's long-term strategy and to monitor management's execution of the long term-strategy;
 16. Unless otherwise directed by the Board, serve as the independent directors' representative in crisis situations;
 17. Monitor conflicts of interest of all directors, including the Chief Executive Officer;
 18. Participate in succession planning for the Chief Executive Officer and in talent retention and development programs for members of senior management;
 19. Respond to major 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;
 20. Represent independent directors in communications with other stakeholders, as required; and
 21. 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.