

ILLUMINA, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Illumina, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in exercising its responsibilities. These Guidelines reflect the Board’s commitment to building long-term stockholder value with an emphasis on responsible corporate governance. These Guidelines are intended to comply with and to supplement those federal and state laws and regulations applicable to the Company, including the Delaware General Corporation Law, the Certificate of Incorporation and Bylaws of the Company, and any applicable rule or regulation of any stock exchange. The Board reserves the right to modify these Guidelines from time to time as it deems necessary or advisable.

BOARD COMPOSITION

1. Selection of Chair of the Board, Lead Independent Director and Chief Executive Officer

The Board is free to choose its Chair and/or Lead Independent Director (if one is designated) in any manner that is in the best interests of the Company at the time. The roles of the Chief Executive Officer and Chair of the Board may be separate.

2. Size of the Board

The Board shall review its own size from time to time and determine the size that is most effective toward future operations.

3. Selection of New Directors

The Nominating/Corporate Governance Committee is responsible for identifying, screening and nominating candidates for Board membership. When considering candidate nominations, the Nominating/Corporate Governance Committee shall also consider the advice and recommendations of the Chief Executive Officer, other directors and the stockholders of the Company. Any new director appointed to fill a vacancy on the Board, or to fill a newly created position on the Board, shall be assigned to a particular class on the Board and shall stand for election by the stockholders of the Company at the first Annual Meeting of Stockholders following such appointment, whether or not the other members of the class of directors to which he or she was appointed are otherwise standing for election at such Annual Meeting.

4. Board Membership Criteria

The Nominating/Corporate Governance Committee is responsible for assessing the appropriate balance of experience, skills and characteristics required of the Board.

Nominees for director shall be selected on the basis of depth and breadth of experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, the willingness of the candidate to devote adequate time to Board duties, the interplay of the candidate's experience and skills with those of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any Committees of the Board.

Each director is expected to participate in director continuing legal education activities.

5. Service on Other Boards

Conflicts of Interest: Both directors and non-director employees should always be aware of the possibility of a conflict of interest and that conflicts of interest can arise at any time. Any director or non-director employee should, in any instance, at any time, where a conflict of interest could be possible, contact the Corporation's Office of General Counsel so that a full assessment of the situation can be reviewed.

Directors: A director seeking to serve on another board of directors should notify the Chair of the Nominating/Corporate Governance Committee in writing in advance of accepting such service and should defer final acceptance of such a position until advised by such Chair or the Company's legal counsel that such service does not present legal, competitive, or other issue of significance for the Company. In that regard, the Nominating/Corporate Governance Committee shall consider the nature of the director's potential service on such other board to determine whether such additional service conflicts with the current and contemplated business of the Corporation and thus the director's ability to serve effectively on the Board.

Service as a member of the Board is a significant commitment in terms of both time and responsibility. Accordingly, each Board member should be mindful of his or her other existing and planned future commitments when contemplating another directorship so that commitments do not materially interfere with his or her service as an effective and active member of the Board. Specifically, Board members should not sit on more than five other public company boards, and Board members who are chief executive officers of public companies should not sit on more than two other public company boards.

Non-Director Employees:

(a) Employees of the Company are prohibited from serving on outside boards of directors or advisory boards (including non-profit organizations) unless such service is approved, in advance, by the Company's Chief Executive Officer. Furthermore, in all cases (a) if service on outside boards and related obligations (including travel time) by any employee cannot be fulfilled within a single business day each time it is required or (b) if service on outside boards and related obligations (including travel time) by any employee requires in excess of five days per year, then the employee must use accrued PTO for the time incurred in excess of a single business day of service or five aggregate days per year, as the case may be. In addition, members of management are prohibited from serving on the board of directors of more than one public company (other than the Company).

(b) To facilitate the review by the Nominating/Corporate Governance Committee or the Company's Chief Executive Officer, as the case may be, employees of the Company seeking to serve on an outside board of directors or advisory board should first contact the Office of the General Counsel and provide, at a minimum, the following information: (i) name and business information of the entity; (ii) employee's connection to, or relationship with, the entity; (iii) expected annual time commitment; (iv) remuneration details; and (v) how this opportunity is expected to benefit the Company and/or the employee.

6. Percentage of Independent Directors on Board

Independent directors shall constitute at least a majority of the Board.

Absent exceptional circumstances, no non-employee director may also serve as a consultant or service provider to the Company. The Nominating/Corporate Governance Committee is responsible for determining whether such exceptional circumstances exist and that the provision of such services would be in the best interests of the Company and its stockholders. Non-employee directors may, at any time however, also serve on the Company's Scientific Advisory Board.

7. Board Definition of Director Independence.

In order to be independent directors of the Company, directors must meet the criteria for director independence established from time to time by the Nasdaq Stock Market. No director will qualify as "independent" unless the Board affirmatively determines that the director has no relationship that would interfere with the exercise of independent judgment as a director.

8. Chair of the Board

If the Chair of the Board is not also the Chief Executive Officer, the Chair shall perform the following duties in addition to those specified in the Bylaws of the Company or by the Board, from time to time:

- To review the schedules and agendas for Board meetings as determined and prepared by the Chief Executive Officer;
- If appropriate, participate as an observer on any of the Board Committees on which he or she is not a member; provided that the Chair may not serve as a member of more than one standing Board Committee;
- Discuss the results of the Chief Executive Officer's performance evaluation with the Chair of the Compensation Committee; and
- Lead the Board in discussing and conveying to the Chief Executive Officer the results of the Chief Executive Officer's performance evaluation.

In performing the duties described above, the Chair of the Board is expected to consult with the Chairs of the appropriate Board Committees and solicit their participation in order to avoid diluting the authority and responsibilities of such Committee Chairs.

9. Term Limits; Resignation

The Board has not established term limits for Board members. In connection with each director nomination recommendation, the Nominating/Corporate Governance Committee will consider the issue of continuing director tenure and take appropriate steps to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance as evaluated by the Nominating/Corporate Governance Committee.

Employee directors shall offer to resign from the Board upon their resignation, removal, or retirement as an employee of the Company. The Nominating/Corporate Governance Committee will review the appropriateness of the director's continued service on the Board and recommend to the Board whether the director's continued service is in the best interest of the Company's stockholders.

Upon a change in a non-employee director's major job responsibilities, employer, or title, the director must notify the Chair of the Nominating/Corporate Governance Committee and offer to resign from the Board. The Nominating/Corporate Governance Committee will

review the appropriateness of the director's continued service on the Board and recommend to the Board whether the director's continued service is in the best interest of the Company's stockholders.

10. Board Compensation

The Company's executive officers shall not receive additional compensation for their service as directors.

Compensation for non-employee directors should allow the Company to recruit and retain qualified directors with the background and skills necessary for membership on the Board. The principles for setting the form and amount of such compensation shall be reviewed from time to time by the Board or a committee thereof composed of independent directors. Audit Committee and Compensation Committee members may not accept any consulting or advisory fees or any compensation from the Company or any of its subsidiaries, other than compensation for their services as members of the Board or any Board committee.

FUNCTIONING OF THE BOARD

11. Frequency of Meetings

There will be at least four regularly scheduled meetings of the Board each year. At least one of these meetings will include budgeting and long-term strategic planning.

Each director is expected to attend no fewer than 75 percent of the total of all Board meetings and meetings of committees on which he or she serves.

Unless required by illness or other extenuating circumstances, each director is expected to participate at regular non-telephonic Board and committee meetings in person.

12. Regularly Scheduled Executive Sessions

The Board will schedule regular executive sessions in which the non-management directors will meet without management participation.

13. Selection of Agenda Items for Board Meetings; Meeting Materials

The Chair of the Board and the Chief Executive Officer shall prepare a "Board of Directors Master Agenda" setting forth the principal topics and themes for each Board meeting. The Master Agenda shall also set forth a general agenda of items to be considered by the Board at each of its specified meetings during the year. A copy of the Master Agenda shall be provided to the entire Board at the annual meeting of the Board. Thereafter, the Chair of the

Board, in consultation with the Chief Executive Officer, may adjust the agenda to include special items not contemplated during the initial preparation of the annual Master Agenda.

In advance of each Board meeting, an agenda for such meeting will be sent to each director together with written materials pertaining to the matters to be presented for Board discussion at such meeting. In addition, before each regularly scheduled Board meeting, a set of approved minutes of the most recent Board meeting and of any committee meetings held since the distribution of materials for the most recent Board meeting will be sent to each director. Also, at such regularly scheduled Board meetings where quarterly financial performance of the Company is to be discussed, summary financial information needed to understand the performance of the Company will be sent to each director. Written materials should be designed to provide a foundation for the Board's discussion of key issues and allow the Board to make the most efficient use of its meeting time. Each director is expected to review and understand the materials provided in advance of meetings and any other materials provided to the Board from time to time. Each Board member shall be free to suggest additional agenda items for a Board meeting or to raise at any Board meeting subjects that are not specifically on the agenda for consideration at subsequent meetings.

14. Board Evaluation

At least every two years the Board shall conduct a self-evaluation of its performance, and the performance of each of the Board committees. The Nominating/Corporate Governance Committee is responsible for establishing the evaluation criteria and overseeing the evaluations.

15. Board Contact with Senior Management

Board members shall have direct access to management. Board members shall use sound business judgment to ensure that such contact does not distract management from performing its duties.

Furthermore, the Board encourages the Chief Executive Officer, from time to time, to bring managers into Board meetings who: (a) can provide additional insight concerning the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that the Chief Executive Officer believes should be given exposure to the Board.

16. Board Interaction with Institutional Investors, Press and Customers

Management speaks for the Company. Directors shall refer all inquiries from institutional investors, the press or customers to the Chief Executive Officer.

17. Board Access to Independent Advisors

The Board has complete authority to retain and terminate such independent consultants, counselors or advisors to the Board as it shall deem necessary or appropriate, at the expense of the Company, including determining the fees and other terms of such retentions or terminations.

COMMITTEE MATTERS

18. Number and Names of Board Committees

The Company shall have four standing committees: Audit, Compensation, Nominating/Corporate Governance, and Diagnostics Advisory. The duties of these committees shall be set forth in their charters or in a resolution of the Board or the Bylaws of the Company. The Board may consider or form a new committee or disband a current committee depending on circumstances and good business practices.

19. Independence of Board Committees

All standing Board committees shall be chaired by independent directors. The Audit Committee, Nominating/Corporate Governance Committee, and Compensation Committee shall be composed entirely of independent directors. In addition, the Audit Committee shall be composed of independent directors that possess such accounting and financial expertise as the principal stock exchange or quotation service on which the Company's shares are listed or quoted shall require.

Audit and Compensation Committee members (i) must meet the requirements for independence set forth above, (ii) may not accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company, and (iii) may not own or control 20% or more of the Company's voting securities.

20. Assignment and Rotation of Committee Members

The Nominating/Corporate Governance Committee shall review Committee assignments from time to time and shall consider the rotation of Chairs and members with a view toward balancing the benefits derived from the diversity of experience and viewpoints

of the various directors. The Nominating/Corporate Governance Committee shall be responsible, after consultation with the Chief Executive Officer and the Chair of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating/Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the Chairs and members to the committees. With regard to the Chair of the Nominating/Corporate Governance Committee, such position shall rotate at least once every three years.

21. Codes of Ethics and Conduct.

The Nominating/Corporate Governance Committee shall cause to be prepared and recommend to the Board the adoption of appropriate codes of ethics and/or conduct and review and recommend changes from time to time.