

**GILEAD SCIENCES, INC.**  
**AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF**  
**THE BOARD OF DIRECTORS**

Amended on May 10, 2016

**PURPOSE:**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Gilead Sciences, Inc., a Delaware corporation (the “Company”), is responsible for approving and evaluating the compensation plans, policies and programs for executive officers of the Company. The Committee is also responsible for reviewing the performance of the Executive Chair and Chief Executive Officer of the Company and evaluating the performance of the other executive officers of the Company based on the performance reviews presented by the Chief Executive Officer. The Committee will perform such other functions as may be deemed necessary or convenient in the efficient and lawful discharge of the foregoing.

**COMPOSITION:**

The Committee shall be comprised of a minimum of two directors, with each member being a director whom the Board has determined to be an “independent director” (as defined under NASDAQ Listing Rule 5605(a)(2) and 5605(d)(2)), a “non-employee” director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 and an “outside director” as determined under Section 162(m) of the Internal Revenue Code. The members of the Committee will be appointed by and serve at the discretion of the independent directors of the Board. A subsequent determination that any member of the Committee does not qualify as a “non-employee director” or an “outside director” will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

**FUNCTIONS AND AUTHORITY:**

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law. The Committee shall have the full power and authority to carry out the following responsibilities:

1. Take any and all actions with respect to the compensation level of executive officers of the Company, including but not limited to the development of compensation policies that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company’s progress.

2. Administer all equity compensation plans, with full power and authority to make awards thereunder to officers, employees, non-employee members of the Board and consultants eligible for awards under the applicable plan but subject to any express limitation on such authority set forth in the applicable plan document. Administer all cash incentive compensation plans, pension and profit sharing plans, stock purchase plans, bonus plans, deferred compensation plans, severance plans and other similar programs and otherwise with respect to the participation of executive officers. Authorize and approve amendments to such plans, other than amendments that increase the number of shares of the Company’s common stock authorized for issuance under such

equity compensation plans or that materially increase the cash costs to the Company of any other such plans

3. Propose to the Board the adoption of new equity compensation plans, cash incentive compensation plans, pension and profit sharing plans, stock purchase plans, bonus plans, deferred compensation plans, severance plans and other similar programs in which executive officers will participate. Propose to the Board the approval of amendments to existing equity compensation plans that increase the number of shares of the Company's common stock issuable under those plans and amendments to any other plans that materially increase the cash costs to the Company and the termination of any plans.

4. Determine, review and approve the compensation levels for executive officers, including but not limited to annual base salaries, annual cash-based incentive opportunities, and equity-based awards and opportunities, subject to ratification by the independent directors of the Board in the case of the compensation of the Executive Chair and Chief Executive Officer of the Company.

5. Review on a periodic basis the operation of the Company's executive compensation programs to determine whether they are properly coordinated and to establish, oversee and periodically review policies for the administration of executive compensation programs.

6. Review and approve such other compensation matters as the Board or the Chief Executive Officer of the Company submits to the Committee, including any new compensation arrangement with executive officers, severance arrangements, deferred compensation programs, material perquisites and substantive changes to the Company's Severance Plan and Deferred Compensation Plan.

7. Establish guidelines pursuant to which the Chief Executive Officer, or such other officer who is appointed by the Board, shall administer one or more equity compensation plans with respect to awards made thereunder to (i) the Company's employees other than the Executive Chair, Executive or Senior Vice Presidents or any individual who is at the time of such award subject to Section 16 of the Securities Exchange Act of 1934 or covered under Section 162(m) of the Internal Revenue Code and (ii) consultants.

8. Take any action necessary or appropriate with respect to any elements of compensation that are intended to qualify as "performance based" under Section 162(m) of the Internal Revenue Code.

9. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

10. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.

11. At the Committee's discretion, retain or obtain the advice of any compensation consultant, legal counsel or other adviser (collectively, the "Compensation Advisers") to assist the Committee in carrying out its responsibilities. The Committee is responsible for the appointment,

compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to each Compensation Adviser retained by the Committee.

12. Prior to selecting, or receiving advice from, a Compensation Adviser (other than the Company's in-house legal counsel), the Committee shall conduct the independence assessment required by NASDAQ Listing Rule 5605(d)(3)(D). Although the Committee shall be required to conduct such independence assessment before selecting or receiving advice from any Compensation Adviser, the Committee shall not be precluded from retaining the services of any Compensation Adviser that it may determine is not independent. In addition, nothing herein shall affect the Committee's ability to exercise its own judgment in the fulfillment of its duties hereunder or require the Committee to implement or act consistently with the advice or recommendation of any Compensation Adviser.

13. Periodically review the cash, equity and other compensation provided to non-employee and emeritus Board members of the Company and recommend any changes to such compensation for Board approval.

14. Establish stock ownership guidelines applicable to the Company's executive officers and recommend stock ownership guidelines applicable to the non-employee Board members to the Board for approval.

15. Oversee, with the assistance of the Company's Human Resources Department and other personnel, the Company's compensation plans, programs and practices, including those in which non-executive officers participate, and determine whether there exists a reasonable likelihood that one or more of those plans, programs or practices present risks that could have a material adverse effect upon the Company or could otherwise encourage executive officers and other participating employees to engage in unnecessary or excessive risk-taking, and to the extent deemed necessary, approve and oversee risk management, mitigation procedures and disclosure requirements with respect to the Company's compensation plans.

16. Review and consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

17. Oversee the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. The Committee will also coordinate with the Nominating and Corporate Governance Committee (or its designees) to engage proxy advisory firms and other shareholder groups on executive compensation matters, as necessary.

18. Review and reassess the adequacy of the Compensation Committee Charter on an annual basis.

19. Perform any other functions required of it by applicable law, rule or regulation, including the rules and regulations of the Securities and Exchange Commission and the rules of any exchange or market on which the Company's securities are traded, and perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

20. Report to the Board from time to time, or whenever it shall be called upon to do so.

**MEETINGS:**

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate. The Executive Chair and Chief Executive Officer shall not be present during any deliberations or voting respecting his or her compensation.

**MINUTES AND REPORTS:**

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee. The Committee shall report to the Board from time to time, or whenever so requested by the Board.

**SUBCOMMITTEES:**

The Committee will have the authority to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate so long as such actions are ratified by the Committee as a whole.