

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

**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, reviewing the performance of the Chief Executive Officer of the Company evaluating the performance of the other executive officers of the Company based on the performance reviews presented by the Chief Executive Officer and performing 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 independent members of the Board who are “non-employee” directors within the meaning of Rule 16b-3 of the Securities and Exchange Act of 1934 and “outside directors” as determined under Section 162(m) of the Code. The members of the Committee will be appointed by and serve at the discretion of the independent directors of the Board.

**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 which may be taken by the Board 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 and propose the adoption, amendment, and termination of equity compensation plans, pension and profit sharing plans, stock purchase plans, bonus plans, deferred compensation plans and other similar programs.
3. Review and approve the general 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 Chief Executive Officer of the Company.
4. Review on a periodic basis the operation of the Company’s executive compensation programs to determine whether they are properly coordinated and to establish and periodically review policies for the administration of executive compensation programs.
5. 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.

6. Establish guidelines pursuant to which the Chief Executive Officer, or such other officer who serves as a member of the Board and is appointed as administrator by the Board, pursuant to the Company's equity compensation plans for employees, shall administer such equity compensation plans with respect to awards made thereunder to the Company's employees and consultants below the level of Vice President.

7. Take any action necessary or appropriate to ensure that compensation intended to qualify as "performance based" under section 162(m) of the Internal Revenue Code will in fact so qualify.

8. Review and discuss 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") with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

9. 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.

10. Have authority to retain and terminate any compensation consultant to be used by the Committee in carrying out its responsibilities and shall have authority to approve the consultant's fees and other terms and conditions of the consultant's retention.

11. Periodically review the cash and equity compensation and benefits to non-employee Board members of the Company and recommend any changes to the Board for approval.

12. 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.

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

14. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

15. 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 Chairman of the Board, the Chief Executive Officer and the Senior Vice President of Human Resources may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee. In addition, the Chief Executive Officer shall not be present

during any deliberations or voting respecting his or her compensation. Other officers of the Company may attend meetings at the invitation of the Compensation Committee.

**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.