

GILEAD SCIENCES, INC.

AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE:

The Purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Gilead Sciences, Inc., a Delaware corporation (the “Company”), is to determine the type and level of compensation for executive officers of the Company, to review the performance of the Chief Executive Officer of the Company, and to 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 independent members of the Board. The members of the Committee will be appointed by and serve at the discretion 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. To 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 stock option plans, stock appreciation rights plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans, and other similar programs (“Compensation Plans”).
3. Determine the general compensation levels for executive officers, including, but not limited to annual salary, bonus, stock options, and other direct or indirect benefits, subject to ratification by 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 substantive changes to the Gilead Sciences, Inc. Severance Plan.

6. To 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 options granted 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. For this purpose, only those Committee members who are "outside directors" as determined under section 162(m) shall constitute the Committee.

8. Approve a report to be filed with the Company's proxy or information statement that shall disclose the compensation policies applicable to the Company's executive officers.

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

10. To 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, the President of the Company and the 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. 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.