

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

Amended on May 12, 2021

PURPOSE:

The Compensation and Talent 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 and non-employee Board members. The Committee is also responsible for reviewing the performance of the 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. In addition, the Committee is responsible for overseeing strategies and policies related to human capital management, and talent development and succession planning with respect to the Chief Executive Officer and the other executive officers of the Company. 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)) and a “non-employee” director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 (the “Exchange Act”). 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” 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 actions with respect to the compensation levels 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, clearly articulate the relationship of corporate performance to executive compensation, mitigate potential compensation-related risk, and reward executives for the Company’s achievement.
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, bonus plans, deferred compensation plans, severance plans, and

other similar plans that designate the Committee as administrator or that provide benefits with respect to the participation of executive officers that are not generally available to all employees. Authorize and approve adoption of or amendments to such plans and, as determined to be required or appropriate, recommend that the Board and/or stockholders approve such actions.

3. Approve the appointment, hiring, promotion, and removal of any executive officer of the Company, other than the Chief Executive Officer, with respect to whom such authority shall remain with the independent directors of the Board.

4. Determine, review, and approve the compensation levels for executive officers, including but not limited to annual base salaries, annual cash-based incentives, equity awards, and any other compensation, benefits, severance, or perquisites, subject to ratification by the independent directors of the Board in the case of the of the Chief Executive Officer.

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

6. Annually approve a peer group of companies against which to benchmark and compare the Company's compensation program and relative performance of executive officers, as well as to benchmark compensation for non-employee directors.

7. Oversee the administration of the Company's clawback policy, and review and recommend changes in the policy to the independent members of the Board for approval from time to time as appropriate.

8. Review and approve such other compensation matters as the independent members of the Board or the Chief Executive Officer of the Company submits to the Committee, including any compensation agreement or arrangement with existing or incoming executive officers or any special severance agreements or arrangements.

9. Oversee talent development and succession planning with respect to the Chief Executive Officer and the other executive officers of the Company. At least annually, recommend to the independent members of the Board a succession plan for the Chief Executive Officer and the other executive officers of the Company, including emergency succession plans.

10. Oversee the Company's strategies and policies related to human capital management, including with respect to matters such as diversity, equity, and inclusion; workplace environment and culture; talent recruitment, development, and retention; and employee engagement and effectiveness.

11. Establish guidelines pursuant to which the Chief Executive Officer, or such other executive officer(s) or director(s) appointed by the independent members of 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 Vice Presidents or any individual who is at the time of such award subject to Section 16 of the Exchange Act and (ii) consultants.

12. Review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) and related disclosures to be included in the Company’s proxy statement and annual report on Form 10-K including Human Capital Resource disclosure 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.

13. Oversee production of the annual Compensation Committee Report for inclusion in the Company’s annual report and proxy statement in compliance with the rules and regulations promulgated by the SEC.

12. 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.

13. Prior to selecting, or receiving advice from, a Compensation Adviser (other than the Company’s in-house legal counsel), the Committee shall consider the independence of such Compensation Adviser as required by Nasdaq Listing Rule 5605(d)(3)(D), provided that the foregoing assessment shall not preclude the Committee from retaining the services of any Compensation Adviser that it determines appropriate, regardless of whether or not it has determined that such Compensation Adviser is 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.

14. Periodically review the cash, equity, and other compensation provided to non-employee Board members, emeritus Board members or any similar adviser of the Board of the Company and recommend any changes to such compensation for approval by the independent members of Board.

15. Establish stock ownership guidelines and related administrative provisions applicable to the Company’s executive officers and recommend stock ownership guidelines applicable to non-employee Board members to the independent members of the Board for approval. Annually review compliance by executive officers and non-employee Board members with such stock ownership guidelines.

16. Oversee and assess whether there exists a reasonable likelihood that the Company’s compensation practices, including those in which non-executive officers participate, 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 the Committee determines appropriate, approve and oversee risk-mitigation procedures and disclosure requirements with respect to the Company’s compensation plans.

17. Review and consider the results of the most recent stockholder advisory vote on executive compensation to the extent required by Section 14A of the Exchange Act, as well as the vote on the frequency of such votes.

18. Oversee the Company's submissions to stockholders 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 stockholder groups on executive compensation matters, as necessary.

19. Review and consider the results from the Company's engagement efforts with stockholders on the subject of executive compensation and Human Capital Management.

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

21 Perform any other functions required of it by applicable law, rule, or regulation, including the rules and regulations of the SEC 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.

22. Report to the independent members of 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 will be held as often as may be deemed necessary or appropriate in the Committee's judgment, and at such times and places as the Committee or its chairperson determines. The Chief Executive Officer and any other executive officer of the Company shall not be present during any deliberations or voting on his or her respective 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.