

Director Compensation

For the fiscal year ending December 31, 2017, we paid our non-employee Directors a base cash retainer of \$55,000 with additional role-based compensation as noted below:

Role	2017 Cash Compensation
Board Member (Base)	\$ 55,000
Committee Chairs (Additional)	
Audit	\$ 24,000
Compensation	\$ 20,000
Nominating, Governance and Review	\$ 10,000
Agenda	\$ 10,000
Committee Member (Additional)	
Audit	\$ 12,000
Compensation	\$ 10,000
Nominating, Governance and Review	\$ 5,000
Agenda	\$ 5,000
Scientific/Medical	\$ 10,000

If the Board creates new committees, we anticipate that the non-employee members of such new committees will receive additional compensation for their role on those committees. We do not pay Board members additional compensation for attending Board meetings, but we do reimburse them for the expenses they incur to attend the meetings.

In 2017, each non-employee Director also received automatic stock award grants under our Directors' Plan. On July 3, 2017, under the Directors' Plan, each of our non-employee Directors serving at that time received an option to purchase 16,000 shares of our common stock, at an exercise price of \$52.22 per share, the fair market value of the common stock on the date of the grant, based on the closing sales price reported on the Nasdaq Global Select Market, and an RSU award for 2,667 shares. The options and RSUs vest over a four-year period in equal annual installments.

The Compensation Committee reviews pay levels for non-employee Directors periodically with assistance from Marsh & McLennan Agency, who prepares a comprehensive assessment of Ionis' non-employee Director compensation program. That assessment includes benchmarking of director compensation against the same peer group used for executive compensation purposes, an update on recent trends in director compensation, and a review of related corporate governance best practices.

Board Meeting Attendance

2017

The Board met five times in 2017. During 2017, each Director attended 75% or more of the aggregate number of meetings of the Board and the committees on which such Director served. We encourage each member of the Board to attend the Annual Meeting of Stockholders.

2016

The Board met five times in 2016. During 2016, each Director attended 75% or more of the aggregate number of meetings of the Board and the committees on which such Director served. We encourage each member of the Board to attend the Annual Meeting of Stockholders.

2015

The Board met five times in 2015. During 2015, all Directors attended 100% of the meetings of the Board. We encourage each member of the Board to attend the Annual Meeting of Stockholders.