

**Charter of the Nominating, Governance and Review Committee  
of the Board of Directors of Ionis Pharmaceuticals, Inc.**

The Nominating, Governance and Review Committee of the Board of Directors of Ionis Pharmaceuticals, Inc. will consist of at least two directors. Each member of the Nominating, Governance and Review Committee must be independent of the Company. Members of the committee will be considered independent as long as they meet the independence requirements of the applicable Nasdaq rules. The Nominating, Governance and Review Committee shall be charged with the following functions:

1. Interview, evaluate, nominate and recommend individuals for membership on Ionis' Board of Directors. As part of this process the Nominating, Governance and Review Committee will consider nominees recommended by Ionis' stockholders.
2. On an annual basis, review the performance of the Board and its committees, including evaluating the Board's ability to function as a group and the integrity and competency of the individual Board members.
3. Annually review and assess the adequacy of Ionis' corporate governance guidelines and recommend any proposed changes to the Board for approval.
4. To perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.