

Charter of the Finance Committee of the Board of Directors of Ionis Pharmaceuticals, Inc.

Purpose

The Board of Directors (the “**Board**”) of Ionis Pharmaceuticals, Inc. (the “**Company**”) has established a Finance Committee (the “**Committee**”) for the purpose of overseeing certain corporate finance matters for the Company and its subsidiaries, including capital structures, equity and debt financings, investments, and share repurchase activities.

Membership

The Committee will consist of at least three members of the Board, the majority of whom meet the independence requirements of the Nasdaq Global Market and applicable policies of the Board. The Board will appoint the Committee’s Chairperson.

The Committee is responsible for working with senior management of the Company to evaluate, investigate and make recommendations to the Board regarding corporate finance matters relating to the Company and its subsidiaries. These matters may include:

- Reviewing and making recommendations to the Board regarding the Company’s incurrence or refinancing of debt;
- Reviewing and making recommendations to the Board regarding the issuance or amendment of equity securities of the Company;
- Reviewing and making recommendations to the Board regarding the repurchase of equity or debt securities of the Company;
- Reviewing and evaluating and, if appropriate, making recommendations to Board of Directors on any matters related to stockholder protection and takeover preparedness;
- Reviewing and making recommendations to the Board regarding the selection and evaluation of money managers and investment advisors of the Company;
- Reviewing and making recommendations to the Board regarding any merger and acquisitions activities of the Company requiring Board approval;
- Reviewing and making recommendations to the Board regarding the Company’s dividend policy; and
- Reviewing and providing advice regarding the Company’s short-term and long-term financing plans.

Procedures

The Committee will meet regularly, with such additional meetings as the Chair of the Committee deems necessary and will report to the Board following regular meetings.

The Committee will have the authority to engage independent counsel and other advisors as it deems appropriate to assist in the full performance of its functions, including setting the fees and expenses for such counsel and advisors and the engaging or terminating of such counsel and advisors. The Committee will receive appropriate funding from the Company for such purposes.