

**MINIMUM MEMBERSHIP CRITERIA FOR  
THE BOARD OF DIRECTORS OF  
ISIS PHARMACEUTICALS, INC.**

The Board of Directors of Isis Pharmaceuticals, Inc. represents the interests of Isis' stockholders by overseeing the CEO and other senior management in the operation of the company. The Board's goal is to optimize long-term value by providing the company guidance and strategic oversight on the stockholders' behalf. Therefore, the Board believes that its members should meet the minimum membership requirements listed below. In addition to these minimum standards, the Board will consider a member or nominee's background, maturity and such other factors as the Board deems appropriate based on its current needs.

The minimum membership requirements are as follows:

1. Members must be able to read and understand basic financial statements;
2. Members must demonstrate high personal integrity and ethics;
3. Members cannot serve as a director on the board of more than seven other publicly traded companies;
4. Members cannot serve more than ten consecutive three year terms on the Isis Board;
5. Members cannot run for re-election or serve on the Board once they have reached the age of 80 years old.

In addition, the Board believes it is important for Isis' stockholders to ratify any member of the Board who has been appointed by the Board. As a result, whenever the Board appoints a new member, the Board will submit such new member's directorship for approval at the next regularly scheduled annual meeting of stockholders. If elected by the stockholders, such Board member will serve the remaining term of the class of directors to which he or she was elected.