



PACIFICBIOSCIENCES®

PACIFIC BIOSCIENCES OF CALIFORNIA, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Corporate Governance and Nominating Committee (the “**Committee**”) shall oversee, review, and make periodic recommendations concerning the Company’s corporate governance policies, and shall recommend candidates for election to the Company’s Board of Directors (the “**Board**”).

Committee Membership

The Committee shall be comprised of at least two independent directors each of whom shall satisfy the “independence” requirements of The Nasdaq Stock Market, Inc. The members shall be appointed by action of the Board and shall serve at the discretion of the Board. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation.

Duties and Responsibilities

The Committee shall be responsible for:

- A. Evaluating and making recommendations regarding the size and composition of the Board to ensure that the Board reflects the knowledge, experience, skills, expertise, and diversity required for the Board to fulfill its duties.
- B. Identifying and recommending qualified individuals for Board membership and determining the relevant criteria for Board membership including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company’s business.
- C. Establishing procedures for the nomination process.
- D. Considering and recommending nominees to stand for election at the annual meeting of stockholders.
- E. Conducting an annual assessment procedure relating to the performance of both the Board as a whole and its individual members and conveying the results of such assessment to the Board.
- F. Reviewing and making recommendations to the Board regarding the composition and membership of each Board committee.
- G. Reviewing Board indemnification matters.
- H. Reviewing annually the Corporate Governance Guidelines, recommending changes to the Board as appropriate.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

Committee Reports

A summary of actions taken at each committee meeting shall be presented to the Board at the next Board meeting.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve fees and other retention terms of search firms to identify director candidates.