

BOARD CRITERIA

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.

BOARD MEETINGS

2008

The Board of Directors met eight times in 2008, four regularly scheduled meetings and four special meetings, and acted by unanimous written consent three times. During 2008, all Directors attended at least 75% or more of the aggregate of the meetings of the Board and the committees on which they served, held during the period for which he or she was a director or committee member. We encourage each member of the Board to attend the Annual Meeting of Stockholders. Last year, Dr. Berthelsen, Dr. Crooke, Mr. Klein and Ms. Parshall attended our 2008 Annual Meeting of Stockholders.

2007

The Board of Directors met seven times in 2007, five regularly scheduled meetings and two special meetings, and acted by unanimous written consent five times. During 2007, all Directors attended at least 85% of the meetings of the Board and the committees on which they served, except for Drs. DiMarchi and Reed. Drs. DiMarchi and Reed attended 80% of all the regularly scheduled meetings and 71% of all Board meetings, including the special meetings, due to short notice and scheduling conflicts. We encourage each member of the Board to attend the Annual Meeting of Stockholders. Last year, Dr. Berthelsen, Dr. Croke, Mr. Klein, Ms. Parshall and Dr. Reed attended our 2007 Annual Meeting of Stockholders.

2006

The Board of Directors met six times in 2006, four regularly scheduled meetings and two special meetings, and acted by unanimous written consent four times. During 2006, all Directors, except Dr. Reed, attended at least 75% of the meetings of the Board and the committees on which they served. Dr. Reed attended 75% of all the regularly scheduled meetings and 50% of all of the special meetings, due to scheduling conflicts. We encourage each member of the Board to attend the Annual Meeting of Stockholders. Last year, Dr. Croke, Mr. Klein, Ms. Parshall and Dr. Reed attended our 2006 Annual Meeting of Stockholders.