

STOCKHOLDER - DIRECTOR COMMUNICATIONS

1. Policy

The Board believes that stockholders should have an opportunity to send communications to the Board.

2. Procedures

Any communication pertaining to the Company from a stockholder to the Board generally or a particular director should be in writing and should be delivered to the Secretary of the Company at the principal executive offices of the Company, as follows:

Innoviva, Inc.
1350 Old Bayshore Highway, Suite 400
Burlingame, CA 94010
Attn: Secretary

This centralized process will assist the Board in reviewing and responding to stockholder communications in an appropriate manner. Each such communication should set forth (i) the name and address of such stockholder, as they appear on the Company's books and, if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (ii) the number of shares of the Company's stock that are owned of record by such record holder and beneficially by such beneficial owner.

The Secretary will forward stockholder communications to the chairperson of a committee of the Board or a particular director, as appropriate; however, the Secretary has been instructed, in his or her discretion, to screen out communications from stockholders that are not related to the duties and responsibilities of the Board, including advertisements or solicitations for products or services, resumes or other forms of job inquiries, surveys and polls.

If the stockholder communication relates to a stockholder's proposal of a candidate for the Board, the Company's Nominating/Corporate Governance Committee will receive the communication and evaluate stockholder proposed candidates according to the same criteria as the committee uses for director candidates identified by the committee or the Board for consideration. A stockholder recommendation of a director candidate must include the candidate's name and qualifications for Board membership, the candidate's age, business address, residence address, principal occupation or employment, the number of Company shares beneficially owned by the candidate and information that would be required to solicit a proxy under federal securities law. In addition, the recommendation must include the stockholder's name, address and the number of Company shares beneficially owned by the stockholder.