



Audit Committee Charter

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF AMYRIS, INC.

As adopted on March 10, 2010

I. Purpose

The purposes of the Audit Committee ("**Committee**") is to provide assistance to the Board of Directors (the "Board") of Amyris, Inc. (the "Company") in fulfilling the Board's oversight of the Company's accounting and system of internal controls, the quality and integrity of the Company's financial reports and the independence and performance of the Company's independent registered public accounting firm ("Independent Auditors").

In order to fulfill its purpose, the Audit Committee is to:

- oversee Amyris's accounting and financial reporting processes and audits of Amyris's consolidated financial statements.
- oversee Amyris's relationship with its independent auditors ("Independent Auditors"), including appointing or changing Amyris's auditors and ensuring their independence.
- facilitate communication among the Independent Auditors and the Company's financial and senior management and the Board; and
- monitor the periodic reviews of the adequacy of the accounting and financial reporting processes and systems of internal control that are conducted by the Independent Auditors and the Company's financial and senior management;

In carrying out Audit Committee functions, the Audit Committee must maintain free and open communication with Amyris's independent auditors and Amyris's management.

This charter sets forth the authority and responsibility of the Committee in fulfilling its purpose. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of the Company's management and the Independent Auditors.

II. Membership

- The Audit Committee shall be made up of at least three (3) independent members of the Board of Directors. Audit Committee members are appointed by the Board of Directors.
- **At such time as the Company's securities** are listed on NASDAQ, the Audit Committee will comply with all applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission ("**Commission Rules**") and **The Nasdaq Stock Market ("Exchange Rules")**, including those related to independence.
- At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background, which results in the individual's financial sophistication. Having been a CEO, CFO or other senior officer with financial oversight responsibilities for a public company, for instance, would qualify.
- Each member of the Audit Committee must be able to read and understand fundamental financial statements, including Amyris's balance sheet, income statement and cash flow statement.
- The Audit Committee members shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- The Audit Committee must meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

The Board shall appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**")The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

III. Responsibilities and Duties

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Financial Statements and Disclosures

1. Review and discuss with management the Company's quarterly results and the related earnings press release prior to distribution to the public.
2. Review the Company's quarterly and annual financial statements, including any report on the Company's internal control over financial reporting, and any report or opinion by the Independent Auditors.
3. In connection with the Committee's review of the annual financial statements:
 - o discuss the financial statements and the results of the Independent Auditors' audit of the financial statements with the Independent Auditors and management;
 - o discuss any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board. These discussions should include an overview of the planned scope and timing of the audit, the Independent Auditors' judgments about the quality and appropriateness of the Company's accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the Company's financial statements, and any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
 - o discuss with the Company's management and the Independent Auditors the Company's selection, application and disclosure of critical accounting policies and practices; and
4. Recommend to the Board whether the annual financial statements should be included in the Company's Annual Report on Form 10 K.
5. In connection with the Committee's review of the quarterly financial statements:
 - o discuss with the Independent Auditors and the Company's management the results of the Independent Auditors' review of the quarterly financial statements;
 - o discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies (internal or external), judgments or estimates with the Company's management and the Independent Auditors; and
 - o resolve any disagreements between the Company's management and the Independent Auditors regarding financial reporting.
6. Discuss on a general basis the type of information to be disclosed and type of presentation to be made regarding financial information and earnings guidance to analysts and rating agencies.

Internal Controls

7. Periodically discuss with the Company's principal accounting officer the function of the Company's disclosure controls and procedures and any disclosure committee that may be established by the Company. Discuss with the Company's Chief Executive Officer and Chief Financial Officer their conclusions regarding the effectiveness of the Company's disclosure controls and procedures.
8. Review and discuss with the Independent Auditors and the Company's management their periodic reviews of the adequacy of the Company's accounting and financial reporting processes and systems of internal control, including any significant deficiencies and material weaknesses in their design or operation. In doing so, the Committee shall monitor and evaluate the Company's compliance with Section 404 of the Sarbanes-Oxley Act of 2002, including risk management required thereby.
9. Review any fraud involving management or any employee of the Company with a significant role in the Company's internal controls over financial reporting that are disclosed to the Committee.
10. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.
11. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or these groups believe should be discussed privately with the Committee.
12. Meet separately, periodically, with management and with internal auditors (or other personnel responsible for the internal audit function).
13. Review with management the Company's major financial risk exposures and the steps management has taken to monitor such exposures, including the Company's procedures and any related policies, with respect to risk assessment and risk management.
14. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding

accounting, internal accounting controls or auditing matters, and (ii) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution if one has been reached.

Independent Auditors

15. Be directly responsible for the selection, compensation, retention and oversight of the work of the Independent Auditors. The Independent Auditors will report directly to the Committee.
16. Review the continuing independence of the Independent Auditors, including:
 - o obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and the Company;
 - o reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any such relationships; and
 - o taking appropriate action to oversee the independence of the Independent Auditors, including discontinuing any relationships that the Committee believes compromises the independence of the Independent Auditors.
17. Review the Independent Auditors' audit planning, scope and staffing.
18. Approve the fees and other compensation to be paid to the Independent Auditors, and pre approve all audit and non audit related services provided by the Independent Auditors permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors to render services to the Company, including without limitation policies that would allow the delegation of pre approval authority to one or more members of the Committee, provided that any pre approval decision is reported to the Committee at its next scheduled meeting.
19. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:
 - o critical accounting policies, estimates and practices used;
 - o alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors; and
 - o other material written communications between the Independent Auditors and the Company's management, such as any management letter or schedule of unadjusted differences.

General

20. On a regular basis, review the status of any legal and regulatory matters that could have a significant impact on the Company's financial statements.
21. Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the Commission Rules.
22. Review and approve any proposed transaction between the Company and any related party (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), as defined by applicable law, the Commission Rules and the Exchange Rules.
23. Consider waivers of the Code of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), including waivers requested for executive officers and directors (other than where the potential waiver involves a member of the Committee, in which event, such waiver shall be subject to the review of the Board), and retain authority to grant any such waivers.
24. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

IV. Studies and Advisers

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

V. Meetings, Actions Without a Meeting and Staff

Meetings of the Committee shall be held at least 4 times each year or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via tele or video conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require.

VI. Minutes and Reports

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

VII. Compensation

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.

VIII. Review of Committee Composition, Performance and Charter

The Committee may from time to time as it deems appropriate evaluate the Committee's composition and performance and report to the Board. The Committee also will review and reassess the adequacy of this Charter every 24 months, and recommend to the Board any changes the Committee determines are appropriate.

IX. Publication

The Company shall make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, shall publish it on the Company's web site.