



Amended and Restated Leadership Development and Compensation Committee Charter

AMENDED AND RESTATED CHARTER OF THE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF AMYRIS, INC.

As adopted June 21, 2010
Amended and Restated on February 18, 2011

I. Purpose

The Leadership Development and Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Amyris, Inc., a Delaware corporation (the "**Company**"), through delegation from the Board, has principal responsibility to evaluate, recommend, approve and review executive officer and director compensation arrangements, plans, policies and programs maintained by the Company, and to administer the Company's cash-based and equity-based compensation plans. The Committee may also make recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

This charter (the "**Charter**") sets forth the authority and responsibility of the Committee for evaluating, recommending and approving such executive officer and director compensation arrangements, plans, policies and programs maintained by the Company, and for administering the Company's cash-based and equity-based compensation plans and arrangements for employees, whether adopted prior to or after the date of adoption of this Charter (including issuance of stock options and other equity-based awards granted other than pursuant to a plan).

II. Membership

The Committee will consist of two or more members of the Board, with the exact number determined from time to time by the Board. Each member of the Committee will:

- be an "independent director" as defined under the applicable rules, regulations and listing requirements of The Nasdaq Stock Market, as amended from time to time (the "**Exchange Rules**"), except as may otherwise be permitted by such Exchange Rules;
- be a "non-employee director," as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**");
- be an "outside director" under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended;
- 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
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**"); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. 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:

1. Review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to assure that it promotes stockholder interests and supports the Company's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel.
2. Annually review and approve the corporate goals and objectives to be considered in determining the compensation of the Chief Executive Officer (the "**CEO**") of the Company and the Company's other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Exchange Act (collectively with the CEO, the "**Executive Officers**"), and evaluate the performance of the CEO, for the purpose of setting the CEO's compensation, and Executive Officers in light of these goals and objectives. Based on this evaluation, including an evaluation of the Company's performance, the Committee will have the sole authority, subject to any approval by the Board which the Committee or legal counsel determines to be desirable or is required by applicable law or the Exchange Rules, to make decisions respecting (i) the salary paid to the CEO and other Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the CEO and other Executive Officers, (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement with the CEO and other Executive Officers, (iv) the entering into or amendment or extension of any CEO or other Executive Officer severance or change in control arrangements, and (v) any other CEO or other Executive Officer compensation matters; provided that the Committee may take account of the recommendations of the Board (or other members of the Board) with respect to CEO and other Executive Officer compensation. The Committee also may take account of the recommendations of the CEO with respect to other Executive Officers for each of the foregoing items.
3. Review, from time to time, with respect to adoption and approval of, or amendments to (but make recommendations to the Board with respect to adoption and approval of material amendments to), all cash-based and equity-based incentive compensation plans and arrangements, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder after taking into consideration the Company's strategies with respect to cash-based and equity-based compensation.
4. Review and approve policies and procedures relating to perquisites and expense accounts of the CEO and other Executive Officers.
5. Administer and interpret the cash-based and equity-based compensation plans and agreements thereunder.

The Committee may adopt an equity grant policy and delegate to the CEO, within the limits imposed by applicable law and the Exchange Rules, the authority to approve awards or grants to employees of the Company or of any subsidiary of the Company under such plans who are not directors or Executive Officers of the Company, provided that in the case of equity grants, the price per share of any grant by the CEO is no less than the fair market value of the Company's common stock on the date of grant.

6. Meet with the CEO annually to discuss the incentive compensation programs to be in effect for the Executive Officers and other employees of the Company or any subsidiary for such fiscal year and the corporate goals and objectives relevant to those programs and performance targets applicable to the CEO and the other Executive Officers and, where appropriate, other employees of the Company or any subsidiary.
7. Administer and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "**Designated Plans**"), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.
8. Have the sole authority to recommend to the Board, for determination by the Board, the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.
9. Review and discuss the "Compensation Discussion and Analysis" disclosure prepared in response to the requirement of Item 402(b) of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such "Compensation Discussion and Analysis" disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document, and prepare a report of the Committee for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission (the "**Commission**") so long as the Company is subject to the periodic reporting requirements of the Exchange Act.
10. Oversee the Company's compliance with regulatory requirements associated with compensation of its directors, officers and employees, and review the Company's compliance program relating to restrictions on and reporting of securities transactions by the Company and its Executive Officers and directors.
11. Periodically review the Company's procedures with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or Executive Officer (or equivalent thereof) of the Company. The Committee will assist the Board and management of the Company in complying with this prohibition.
12. Periodically review with the Chief Executive Officer and the Chairman of the Board or lead independent director of the Board the succession plans for senior management positions, reporting its findings and recommendations to the Board. If requested by the Board, the Committee will evaluate potential successors to Executive Officer positions, and review strategies to accelerate the readiness of candidates identified for these positions, and including an overall assessment of executive talent. The Committee will also review other leadership and management processes upon request of the Board.
13. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and rules and

regulations of the Commission, 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 may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal counsel, compensation 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.

V. Meetings, Actions Without a Meeting and Staff

The Committee will meet at least twice per 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. 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 rules and regulations of the Commission, 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. Delegation of Authority

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the rules and regulations of the Commission, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

VIII. 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.

IX. 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 will also review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.

X. 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 Exchange Act, shall publish it on the Company's web site.