

ORGANIZATION

This Charter ("Charter") governs the operations of the Audit Committee of the Board of Directors (the "Audit Committee" or the "Committee") of Symyx Technologies, Inc. (the "Company"). The Committee shall review and reassess the Charter at least annually and obtain the approval of the Company's Board of Directors (the "Board of Directors" or the "Board") for all changes to the Charter. This Charter is intended to guide the Audit Committee regarding the scope of its activities and the procedures to use in serving the interests of the Company and its Shareholders. This Charter is not intended to give rise to an affirmative legal duty to investigate, unless the Committee determines, in the exercise of reasonable business judgment, that such an investigation is appropriate. However, this Charter recognizes that it is in the interest of the Company and its stockholders that the Audit Committee have the power to investigate any matter of which the Committee is aware and which falls within this Charter, with full access to the books, records, facilities and personnel of the Company and that the Committee has the authority to retain independent counsel or other advisors as necessary in the opinion of the Committee.

PURPOSE

The purpose of the Audit Committee shall be to:

- Oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;
- Provide assistance to the Board of Directors in oversight and monitoring of (i) the integrity of the Company's financial statements, (ii) the effectiveness of the Company's internal control over financial reporting, (iii) the Company's compliance with legal and regulatory requirements under applicable securities law, and (iv) the independent registered public accounting firm's qualifications, independence and performance.;
- Present a report in accordance with the rules of the Securities and Exchange Commission (the "SEC") in the Company's annual proxy statement;
- Provide the Board with the results of its monitoring and recommendations derived therefrom; and
- Provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that come to its attention and that require the attention of the Board.

The Committee will cooperate with the independent registered public accountants and management of the Company to maintain free and open communication between the Committee, independent registered public accountants, and management of the Company.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

MEMBERSHIP

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board of Directors. The Committee will consist of at least three members of the Board of Directors. Members of the Committee must meet the following criteria (as well as any criteria required by the SEC):

- Each member will be an independent director, as defined in (i) NASDAQ Rule 4200 and (ii) the rules of the SEC, and be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee;
- Each member will be able to read and understand fundamental financial statements; and
- At least one member will be an audit committee financial expert, who has the following attributes:
 - An understanding of generally accepted accounting principles and financial statements;
 - The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
 - Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
 - An understanding of internal controls and procedures for financial reporting; and
 - An understanding of audit committee functions.

The audit committee financial expert(s) must have acquired such attributes through any one or more of the following:

- Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
- Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
- Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
- Other relevant experience.

The members of the Committee shall be elected by the Board to serve until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate.

As part of its job to foster open communication, the Audit Committee will meet together or separately with the Chief Executive Officer, the Chief Financial Officer and the Corporate Controller of the Company at such times as are appropriate to review the financial affairs of the Company.

Committee will meet separately with the independent registered public accountants of the Company, at such times as it deems appropriate, but not less than quarterly, to fulfill the responsibilities of the Committee under this Charter.

DUTIES AND RESPONSIBILITIES

Primary responsibility of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. 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. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining internal control over financial reporting. The independent registered public accountants are responsible for auditing the Company's financial statements and Management's assessment of the effectiveness of internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to monitor the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior. The following shall be the principal duties and responsibilities of the Audit Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

- Sole authority for the appointment and termination, compensation, and oversight of the work of the independent registered public accountants (including resolution of disagreements between management and the registered public accountants regarding financial reporting and internal control-related matters) for the purpose of preparing or issuing an audit report or performing related work;
- Pre-approving audit and non-audit services provided to the Company by the independent registered public accountants (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible). The

Committee shall not engage the independent registered public accountants to perform the specific non-audit services proscribed by law or regulation.

- Reviewing and providing guidance with respect to the external audit and the Company's relationship with its independent registered public accountants by:
 - reviewing the independent registered public accountants' proposed scope and approach for their audit and quarterly reviews for the current year;
 - obtaining quarterly representations from the independent registered public accountants regarding relationships and services with the Company that may impact independence, and to the extent there are such relationships, monitoring and investigating them;
 - reviewing the registered public accountants' independence, including obtaining an annual written communication delineating all the independent registered public accountants' relationships and professional services as required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and presenting this statement to the Board of Directors;
 - reviewing any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the audit firm, and any steps taken to deal with any such issues;
 - discussing with the Company's independent registered public accountants the financial statements and audit findings, including any significant adjustments that were noted or proposed, any significant communications between the audit team and the registered public accounting firm's national office regarding auditing or accounting issues or internal control related issues presented by the engagement, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters described in SAS No. 61, as may be modified or supplemented; and
 - reviewing reports submitted to the Audit Committee by the independent registered public accountants in accordance with the applicable SEC requirements;
- The Committee shall discuss with management and the independent registered public accountants the adequacy and effectiveness of the Company's system of accounting and financial controls. The Committee shall review:
 - management's assertion on its assessment of the effectiveness of disclosure and internal controls;
 - disclosure regarding such controls required under SEC rules to be contained in the Company's periodic filings; and
 - the attestations or reports by the independent registered public accountants relating to (a) management's assessment and (b) the effectiveness of internal control over financial reporting;
- The committee shall discuss with the independent registered public accountants the characterization of deficiencies in internal control over financial reporting and any differences between management's assessment of the deficiencies and the independent registered public accountants'. The Committee shall also discuss with management its remediation plan to address any significant internal control deficiencies. The Committee

shall review the disclosures describing any identified material weaknesses and management's remediation plans.

- The Committee shall discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act.
- The Committee shall discuss with management, the internal auditors, and the independent registered public accountants any (a) changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed and (b) any other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.
- The Committee shall periodically review with senior management, the Company's overall anti-fraud programs and controls.
- Directing the Company's independent registered public accountants to review (before filing with the SEC) the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
- Reviewing (before release) the unaudited quarterly operating results in the Company's quarterly earnings release;
- Reviewing the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent registered public accountants prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent registered public accountants under the standards of the Public Company Accounting Oversight Board (PCAOB) (United States). The chair of the Committee may represent the entire Committee for the purposes of this review;
- Discussing quarterly with the independent registered public accountants the critical policies and practices of the Company, and any alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, together with the independent registered public accountants' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- Reviewing with management and the independent registered public accountants the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent registered public accountants under the standards of the Public Company Accounting Oversight Board (PCAOB) (United States) and any significant suggestions for improvements provided to management by the independent registered public accountants;
- The Committee shall meet from time-to-time with each of management and the independent registered public accountants to discuss issues and concerns warranting

committee attention. The Committee shall provide sufficient opportunity for the independent registered public accountants to meet privately with the members of the Committee. The Committee shall review with the independent registered public accountants any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent registered public accountants' activities or access to requested information, and management's response;

- Overseeing compliance with the requirements of the SEC for disclosure of the registered public accounting firm's services and Audit Committee members, member qualifications and activities;
- Reporting the results of the annual audit to the Board of Directors and, if requested by the Board, inviting the independent registered public accountants to attend the full Board of Directors meeting to assist in reporting the results of the annual audit or to answer other directors' questions; alternatively, the other directors, particularly the other independent directors, may be invited to attend the Audit Committee meeting during which the results of the annual audit are reviewed;
- Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;
- Providing oversight and review (at least annually) of the Company's policies, including its investment policies;
- Reviewing and approving any related party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made;
- Review corporate attorneys' reports, if any, of evidence of a material violation of securities laws or breaches of fiduciary duty;
- If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
- As appropriate, obtaining advice and assistance from outside legal, accounting or other advisors;
- Reviewing its own Charter, structure, processes and membership requirements;
- Providing a report in the Company's proxy statement in accordance with the rules and regulations of the SEC;
- Including a copy of this Charter in the proxy statement at least triennially or the year after any significant amendment to the Charter; and
- Establishing procedures for receiving, retaining and treating complaints received by the Committee regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

MINUTES

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS

In addition to presenting the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its examinations and recommendations to the Board of Directors as may be appropriate, consistent with the Committee's charter.

COMPENSATION

Members of the Audit Committee may not receive any compensation from the Company except the compensation, if any, that they receive for service as a member of the Board of Directors or any committee thereof.

DELEGATION OF AUTHORITY

The Audit Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings.