

## **PURPOSE**

The Compensation Committee (the "Committee") was established by the Board of Directors (the "Board") of Symyx Technologies, Inc. (the "Company") to assist the Board in fulfilling its responsibilities for the compensation of the Company's Executive Officers, including the evaluation of the Chief Executive Officer, and members of the Board. This Charter specifies the scope of authority and responsibilities of the Committee.

## **ORGANIZATION, MEMBERSHIP AND MEETINGS**

1. The Committee shall consist of two or more directors who meet the independence requirements defined in the rules of Nasdaq, any rule or regulation prescribed by the Securities and Exchange Commission and Section 162(m) of the Internal Revenue Code, as amended, now or in the future.
2. The Board shall appoint members of the Committee, including the chairperson of the Committee. Members may be replaced by the Board at any time but shall otherwise serve until a successor has been named.
3. No director shall serve as a member of the Committee if such director has been or is currently a part of an interlocking directorate in which the CEO or another executive officer of the Company serves on the compensation committee of another company that employs such directors.
4. The Committee shall meet from time to time, as it deems necessary, but at least twice per year. The Committee may include management at its meetings, but shall also hold an executive session at each meeting at which only independent directors are present.
5. The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book.
6. The Committee shall have the authority to form and delegate responsibilities to subcommittees when appropriate.

## **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties hereunder, the Committee shall:

### **Compensation Philosophy**

Develop compensation policies designed to attract and retain those key employees necessary to support the Company's growth and success, operationally, strategically and most importantly, from a stockholder value perspective. To help achieve this goal, the Committee will endeavor to award full and fair compensation to each individual consistent with levels of compensation of comparable companies, general economic conditions, and the Company's performance. In developing its compensation policies and practices, and in applying those policies and practices to individual compensation decisions, the

Committee shall at all times consider the impact of its recommendations and actions on its over-riding goal of enhancing stockholder value.

### Executive Compensation

Review the CEO's performance and approve the CEO's compensation level (including base salary and incentive-based and equity-based compensation levels) based on this evaluation. As part of this evaluation, the Committee may obtain input from other Committees of the Board concerning the CEO's performance, as it deems appropriate, including but not limited to input from (i) the Audit Committee on matters related to the Company's financial reporting and disclosure controls and (ii) the Governance Committee on matters related to executive development and succession planning. In determining the CEO's compensation, the Committee will consider the Company's performance and relative shareholder return, the value of total compensation to CEO's of comparable companies, and the awards given to the CEO in past years. Review and approve annually the compensation levels including fees, salary, bonus and equity of the executive officers, subject to any budgets or other limitations established from time to time by the independent members of the Board.

Receive a report annually, in such form as it deems appropriate, that discloses non-compensatory (i.e. non-taxable income) perquisites and/or benefits associated with the executive officers' (including the CEO) employment with the Company.

Approve all employment, severance or change in control agreements with, and any special or supplemental benefits provided to, any executive officers or directors of the Company. The Committee will review the impact of any potential material transaction, such as a merger, acquisition, or spin-off, on compensation plans.

### Board Compensation

Annually review the compensation, including fees, retainers and equity, of the members of the Board, including any additional considerations for members and chairpersons of Committees of the Board, and make recommendations to the Board.

### Stock Plan Administration

Be responsible for the design, implementation and administration of all equity-based compensation programs. This authority shall include but not be limited to the right to administer the Company's stock plans and grants made thereunder (the approval of which may be delegated by the Committee as it sees fit), subject to any budgets or other limitations established from time to time by the independent members of the Board.

Make annual recommendation to the independent members of the Board regarding the amount of the stock award pools.

Periodically review and advise the Board (supported, in the discretion of the Committee, by internal or external experts) on (a) current trends in industry-wide compensation practices and (b) how the Company's compensation programs and practices compare to those of appropriate peer group companies.

### General

Have the sole authority to retain and terminate any compensation consultant and have the authority to approve the consultant's fees and other retention terms.

The Committee shall also have authority to obtain independent advice and assistance from internal or external human resources, legal, accounting or other advisors. The fees and costs of such consultants, legal counsel and other advisors shall be borne by the Company.

Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee will also review its own performance, at least annually, for purposes of self-evaluation and to encourage the continuing improvement of the Committee in the execution of its responsibilities.

Make regular reports to the Board summarizing the Committee's recommendations and decisions. The Committee shall also produce an annual report on executive compensation for inclusion in the company's proxy statement.

Perform such other functions and have such other powers as it shall deem necessary to the efficient discharge of the foregoing, including the right to delegate its authority when appropriate.