

## **Governance Committee Charter**

### **PURPOSE**

The Governance 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 by (i) recommending corporate governance compliance guidelines applicable to the company, (ii) identifying, reviewing, and evaluating individuals qualified to become Board members, (iii) recommending director nominees for the board and director nominees for each committee, and (iv) assisting the Board with executive development and succession matters. This charter specifies the scope of authority and responsibility of the Committee.

### **ORGANIZATION, MEMBERSHIP AND MEETINGS**

1. The Committee shall be comprised of two or more directors who meet the independence requirements defined in the rules of Nasdaq, now or in the future, as determined by the Board.
2. The members of the Committee, including the chairperson of the Committee, shall be appointed by the Board. Members may be added, removed or replaced by the Board at any time but shall otherwise serve until a successor has been named.
3. The Committee shall have the authority to form and delegate responsibilities to subcommittees when appropriate.
4. The Committee shall meet from time to time, as it deems necessary, but at least once 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.

### **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties hereunder the Committee shall:

#### Corporate Governance

1. Review annually the Company's Insider Trading Policy and the related 10b5-1 Plan Guidelines to insure continued compliance with applicable legal standards and corporate best practices. The Committee shall also review, approve and recommend to the Board the list of executive officers subject to Section 16 of the Securities Exchange Act of 1934, as amended, and the list of affiliates subject to the trading windows contained in the policy.
2. Review annually the company's charter documents, including but not limited to the company's stockholder rights plan and other anti-takeover provisions. As part of its review of the stockholder rights plan, the Committee shall determine whether the maintenance of the plan continues to be in the best interest of the Company and its stockholders. The Committee shall recommend to the Board such changes if any, to the foregoing documents as the Committee deems advisable and shall report its conclusions to the Board, including a conclusion as to whether the stockholder rights plan should be modified or the right thereunder redeemed.

3. Review annually the Company's emergency procedures, including disaster recovery and security.
4. Review annually and update, as necessary, this Charter's adequacy, and receive approval of any recommended changes from the Board.
5. Develop and implement annually, a self-evaluation of its own performance.
6. Consistent with the foregoing, take such actions as it deems necessary to encourage continuous improvement of, and foster adherence to, the Company's corporate governance policies, procedures, and practices at all levels and shall perform other corporate governance oversight functions as requested by the Board.

#### Nominating Functions

1. Actively seek individuals qualified to become directors of the Board and make recommendations to the Board regarding Board nominees, including an annual recommendation with respect to those individuals to be nominated for election at the Company's annual meeting of stockholders. As part of this process the Committee shall consult with Board members, management and others to evaluate the knowledge and skills which should be kept in mind in making nominations, including experience in business, finance, or administration, and familiarity with relevant national and international business matters. The Committee shall also give consideration to candidates with appropriate non-business background.
2. Review annually and make recommendations to the Board concerning the membership and chairpersons of Board committees, taking into account the special skills required for service on particular committees, past performance in Board and committee service, tenure and such other facts the Committee shall deem appropriate.
3. Affirmatively determine that the requisite number of directors serving on Committees of the Board, including this Committee, meet the independence requirements contained in the Nasdaq rules.
4. In making its recommendations for Board and Board Committee nominees, consider the Board and Committee needs identified in the evaluations described below.
5. Periodically conduct studies of the size and composition of the Board, make recommendations to the Board as a result of such studies, and consider and make recommendations to the Board regarding comments from stockholders relating to Board composition.

#### Board Matters

1. Review and approve, to avoid redundancy or inconsistency, charters for all committees of the Board, which charters shall be submitted to the Board for final approval.
2. Develop a system for Board and Board Committee evaluation and annually review and appraise the performance of the Board and its committees, including the effectiveness of the Board's and its committees' meeting procedures, agendas, calendars and minutes.
3. Develop orientation materials for new directors and assist in identifying and encourage participation in opportunities for corporate governance related continuing education by all Board members.
4. Monitor, to insure that the Board, and its Committees, are regularly conducting executive sessions, which are chaired by an independent director. The independent director shall be the "presiding director" for the purpose of conducting the executive session and shall, in addition to

chairing the executive session, solicit from other independent directors prior to the meeting an agenda of items which they wish to have discussed in executive session.

Executive Development and Succession

1. Review annually the effectiveness of executive officer development and succession processes and engage in succession planning for the chief executive officer and other senior management positions.
2. Evaluate annually the performance of the Company's CEO with respect to executive development and succession planning and provide this evaluation to the Compensation Committee for its use as part of its annual review of the overall performance of the CEO.

General

1. Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. If necessary, have the authority to institute special investigations deemed necessary for any reason and, if appropriate, hire special counsel or other expert to assist the Committee with respect to such investigation.
3. Have the authority to retain and terminate consultants as needed to conduct searches for new directors.
4. Have the authority to direct the payment of fees and costs of counsel, experts and/or advisors retained by the Committee, which fees and costs shall be borne by the Company.
5. Make regular reports to the Board summarizing the committee's recommendations and decisions.