



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

As amended February 2006

MISSION STATEMENT. The Governance and Nominating Committee (the “Committee”) of the Board of Directors of Accelrys, Inc. (“Accelrys” or the “Company”) will assist the Board of Directors (“Board”) in fulfilling its responsibilities with the respect to its stewardship of the Company, as more fully described in this Charter.

ORGANIZATIONAL MATTERS. The Committee will be a committee of the Board as contemplated by Article 4 of the Bylaws of the Company and Section 141 of the General Corporation Law of the State of Delaware.

- A. **Composition.** The Committee shall consist exclusively of not less than three (3) directors selected by the full Board. These Board members shall be “Independent.” Independence shall mean that the members are non-employees who have no relationship that may interfere with the exercise of their independence from management and the Company. Members of the Committee also shall otherwise meet the independence standards required by applicable law, regulations and listing requirements.
- B. **Appointment.** The Committee members shall be appointed for terms of one (1) year by the Board. The Chair of the Committee shall be designated by the Board.
- C. **Meetings.** The Committee shall meet at such times and from time to time as it deems appropriate, but not less than once each year. The Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee will keep minutes of its meetings and will make such minutes available to the full Board for its review.
- D. **Reporting.** The Committee shall report to the full Board, orally or in writing, as applicable, with respect to the Committee’s activities and its recommendations to the Board.

GENERAL AUTHORITY. The Committee shall have the authority to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its responsibilities. The Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Committee’s scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Company. The Committee is further authorized to seek outside legal or other expert advice, including financial advice, to the extent it deems necessary or appropriate from time to time, provided that the Committee keeps the Board reasonably informed as to the nature and extent of such outside advice.

ROLES AND RESPONSIBILITIES. The Committee shall have full power and authority to carry out the following activities, for which it shall have responsibility:

A. **General.**

1. **Compliance.** Review on an annual basis the Board's compliance with SEC and NASDAQ rules, including (if appropriate) preparation and review of any required Committee report for the Company's annual proxy statement.
2. **Corporate Governance.** Develop and periodically review and revise principles and standards for corporate governance of the Company, and make recommendations to the Board as to adoption and revision of such principles and standards.
3. **Consultation.** Consult with the President and Chief Executive Officer of the Company with respect to carrying out the responsibilities of the Committee and implementing those recommendations of the Committee adopted by the Board.

B. **Composition and Performance of the Board.**

1. **Qualifications.** Develop qualifications and other criteria for individual candidates for the Board including, without limitation, background, technical and industry-specific skills, affiliations and personal characteristics.
2. **Identification, Evaluation and Recommendation.** In consultation with, and with the assistance of, the Chairman of the Board and Chief Executive Officer, identify candidates for election to the Board; gather information on such candidates; and conduct interviews and hold meetings with candidates. Make recommendations to the full Board as to particular candidates to fill vacancies on the Board from time to time. Make recommendations to the full Board as to the slate of candidates for membership on the Board to be presented to the stockholders for consideration at the Company's Annual Meeting of Stockholders.
3. **Composition.** Review the composition and size of the Board as a whole, in order to ensure that the Board has the appropriate experience, expertise and perspective, as well as the diversity of age, sex, race and ethnicity, that the Company believes will foster the effective functioning of the Board and will best promote the interests of the Board, the Company and Accelrys stockholders.
4. **Age and Term Limits.** Review the Company's policies concerning minimum and maximum (i.e., mandatory retirement) ages of directors and, if deemed appropriate, term limits for Board members.
5. **Evaluation of Board and Individual Directors.** On a regular basis, conduct an assessment and evaluation of the performance of the Board, as a whole, and the directors individually. Make recommendations to the full Board as to whether individual members should stand for re-election.

C. **Board Continuity and Succession Planning.**

1. **Board Members.** Plan for succession and continuity on the Board as existing Board members retire or rotate off the Board.

D. **Board Committees.**

1. **Compliance.** Review on an annual basis the compliance by each committee of the Board with the Company's committee structure, size and composition rules, including holding the required number of meetings and providing to the full Board reports as to that committee's activities.
2. **Composition of Committees.** In consultation with the Chairman, recommend to the full Board individual directors to serve as members and Chairpersons of the various committees and recommend changes to the composition of committees from time to time. Ensure that each committee is comprised of members with experience and expertise sufficient for the committee to perform its responsibilities, and reflecting the diversity of perspective and background discussed above.
3. **Evaluation of Committees.** In consultation with the Chairman, annually review the charter of each committee and regularly review the performance of each committee and its individual members. Make recommendations to the Board for the creation of additional committees, the change in mission or responsibilities of standing committees, and the dissolution of existing committees.

E. **Conflicts of Interest.**

1. **Other Directorships and Affiliations.** In connection with the Company's filing of its Annual Report on Form 10-K, review directorships, consulting arrangements and other business relationships involving the Company's directors as reported in the directors' questionnaires for possible conflicts of interest.
2. **Addressing Conflict of Interest Situations.** Identify, analyze and, if possible, resolve actual and potential conflicts of interest a Board member has or may have. In connection with actual or potential conflicts of interest, issue to such member instructions concerning the manner in which he or she is to conduct himself or herself, as applicable, in matters that are, or may come, before the Board including, without limitation, recusal of the member from the Board's consideration of matters implicated by such conflict of interest.

F. **Stockholder Matters.**

1. **Charter and Bylaws.** Periodically review the Restated Certification of Incorporation and Bylaws of the Company, as amended, and make recommendations to the Board with the objective of promoting good corporate governance and fostering stockholder rights.
2. **Stockholder Meetings.** Review the procedures and communication plans for stockholders meetings to ensure that the rights of stockholders (including the right to participate) are protected, that required information concerning the Company is

adequately presented and that the meetings promote effective communication between the Company and its stockholders on matters of importance.

3. Other Stockholder Communications; Stockholder Nominations and Proposals. Monitor the manner and frequency with which the Board and, particularly, the management of the Company communicate with stockholders between scheduled stockholders' meetings. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

G. **Miscellaneous.**

1. Other. Take such other actions regarding the matter of governance of the Company, including the adoption of principles of corporate governance, from time to time as the Committee deems necessary or appropriate to further and to protect the interests of the Company and its stockholders.