

SCIENCE & TECHNOLOGY COMMITTEE CHARTER OF CODEXIS, INC.

This Science & Technology Committee Charter (the “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Codexis, Inc., a Delaware corporation (the “*Company*”), on October 5, 2015.

I. Purpose

The purpose of the Science & Technology Committee (the “*Committee*”) of the Board is to: (1) assist the Board and management in understanding any emerging or evolving scientific or technological issues of importance to the Company; (2) assist the Board in understanding the status and progress of certain of the Company’s research and development programs; (3) advise management of the Company on certain aspects of the Company’s technology development, as required to achieve its long-term strategic technology development objectives; and (4) assist the Board in understanding the Company’s intellectual property position in connection with the foregoing and otherwise.

II. Membership

The Board shall appoint the members of the Committee. The Committee shall be composed of at least three (3) members of the Board, one of whom may be designated as Chairperson of the Committee (the “*Chair*”). Each member of the Committee shall be free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. The Board may designate one or more members of the Board as alternative members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

III. Responsibilities

1. When and as requested by the Board, the Committee shall:
 - a. Review, evaluate and advise the Board and management regarding the quality, direction and competitiveness of certain of the Company’s science and technology programs;
 - b. Review, evaluate and advise the Board and management regarding certain of the Company’s product developments, including associated regulatory and manufacturing strategies;
 - c. Review, evaluate and advise the Board and management regarding the Company’s progress in, and approach to, achieving its long-term strategic technology development objectives, including the sourcing and partnering of critical third-party engagements;
 - d. Review, evaluate and advise the Board and management regarding certain trends in technology that may affect the Company’s strategic plans, including monitoring of overall industry trends;
 - e. Review, evaluate and make recommendations regarding talent and skills of the Company’s workforce supporting its technology and research and development activities needed to be successful; and

- f. Review, evaluate and advise the Board and management regarding the Company's intellectual property position in connection with the foregoing and otherwise.
2. The Committee, through its Chair, shall report regularly to, and review with, the Board any material issues that arise with respect to the Committee's performance of its responsibilities.
3. The Committee shall periodically perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.
4. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.

IV. Subject Matter Experts

The Committee may retain, as needed, specific subject-matter experts or advisors to assist the Committee in meeting its purposes and responsibilities. The Committee shall have direct access to the Company's personnel to solicit data and advice in connection with the Committee's review of the Company's research and development programs, manufacturing and regulatory strategies and business development opportunities.

V. Meetings and Procedures

The Chair (or in his or her absence, a Committee member designated by the Chair) shall preside at each meeting of the Committee and set the agenda for such meeting. The Committee shall have the authority to establish its own rules and procedures for notice and the conduct of its meetings so long as they are not inconsistent with this Charter or with the provisions of the Company's bylaws applicable to the Committee.

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The Committee may, in its discretion, include in its meetings members of the Company's management or any other person whose presence the Committee believes to be necessary or appropriate.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company. The Committee shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent consistent with the Company's certificate of incorporation and bylaws.