

SEKOMYX, INC.

OPEN DOOR POLICY FOR REPORTING COMPLAINTS REGARDING ACCOUNTING, AUDITING AND OTHER MATTERS

STATEMENT OF POLICY

Senomyx, Inc. (the “*Company*”) is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject, as well as our Code of Business Conduct and Ethics (the “*Code*”) and Company policies (the “*Policies*”). Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations or the Code. Each Company employee, including employees of our subsidiaries, is encouraged to promptly report, in good faith and in accordance with the provisions of this policy, any suspected misconduct, illegal actions or fraud involving an accounting or auditing matter, federal or state law, or Company policies. In order to facilitate this policy, the Audit Committee of our Board of Directors (the “*Audit Committee*”) has established procedures for (i) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting, internal accounting controls or auditing matters (each, an “*Accounting Matter*”) or suspected violations of federal or state law, the Code or any Policy (each, a “*Compliance Matter*”) and (ii) the receipt, retention and treatment of complaints regarding such matters. This policy is a supplement to the Code and should be read in conjunction with the Code.

SCOPE OF MATTERS COVERED BY POLICY

This policy covers complaints and suspected violations relating to Accounting Matters and Compliance Matters including, without limitation, the following:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, the Company’s internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s results or financial condition;
- violation of any rule or regulation of the Securities and Exchange Commission;

- violation of any provision of federal or state law related to fraud against stockholders; or
- violations of the Code, the Company's Document Retention Policy or any other policy adopted by the Company from time to time.

POLICY OF NON-RETALIATION

It is the Company's policy to comply with all applicable laws that protect our employees, including the employees of our subsidiaries, against unlawful discrimination or retaliation as a result of their lawful, good-faith reporting of information regarding, or their participation in, investigations involving Accounting Matters and Compliance Matters. Specifically, our policy is designed to prevent retaliation against employees as a result of an employee:

- reporting a good faith complaint regarding an Accounting Matter;
- disclosing information to a government or law enforcement agency, where the employee has a good-faith, reasonable belief that the information demonstrates a violation or possible violation of a federal or state law or regulation;
- providing information to the Company's representatives or other persons where the employee has a good-faith, reasonable belief that the information involves a violation or possible violation of our Code; or
- testifying or participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding regarding any of the foregoing.

If any employee believes he or she has been subjected to any harassment, threat, demotion, discharge, discrimination or other form of retaliation by the Company or its agents for reporting a complaint regarding an Accounting Matter or a Compliance Matter in accordance with the procedures set forth in this policy, he or she may file a complaint with our Compliance Officer or other appropriate party identified below. If it is determined that an employee has experienced any improper employment action in violation of this policy, the Company shall promptly take appropriate corrective action.

COMPLIANCE OFFICER

In order to facilitate the reporting of violations or suspected violations involving an Accounting Matter, Compliance Matter or this policy, the Audit Committee has appointed a Compliance Officer who is responsible for administering this policy and the Code. The Compliance Officer is our General Counsel or, if no one is then serving in that position, our Chief Financial Officer. The Compliance Officer is responsible for receiving, reviewing and, if appropriate, investigating (under the direction and oversight of the Audit Committee) complaints submitted under this policy. If an employee has a complaint to report, he or she should report such matter to the Compliance Officer. If the suspected violation involves the Compliance Officer, or if the employee feels uncomfortable speaking with the Compliance Officer, the employee should instead report the complaint or suspected violation to Chris Twomey, the Chair of the Audit Committee, who may be reached at Senomyx, Inc., Attn: Chris Twomey, Chair of

the Audit Committee, 4767 Nexus Centre Drive, San Diego, CA 92121 or chris.twomey@senomyx.com, or any other member of the Audit Committee.

ANONYMOUS REPORTING OF SUSPECTED VIOLATIONS COMPLAINTS

We have also established a procedure for employees to anonymously seek guidance on matters covered by this policy or report violations or suspected violations regarding Accounting Matters or Compliance Matters. Employees may anonymously ask questions or report a violation or suspected violation by either (i) calling our **Corporate Governance Hotline** at **1-800-799-2335** or (ii) delivering the question or complaint via regular mail to the Compliance Officer or Chair of the Audit Committee. Messages left on the Corporate Governance Hotline will be monitored by the Compliance Officer. Employees should make every effort to submit their questions or report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that an employee is able to bypass a supervisor he or she believes is engaged in prohibited conduct involving an Accounting Matter or Compliance Matter. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

POLICY FOR RECEIVING AND INVESTIGATING COMPLAINTS

Upon receipt of a complaint, the Compliance Officer or another appropriate individual will determine whether the information alleged in the complaint might constitute a violation of a matter covered by this policy. The Audit Committee shall be notified promptly of all complaints submitted and shall determine the planned course of action with respect to each such complaint, including determining that an adequate basis exists for commencing an investigation.

The responsibilities of the Compliance Officer with respect to investigations of complaints include:

- appointing one or more internal and/or external investigators to investigate the claim, under the discretion and oversight of the Audit Committee, and assuring that the proper investigative channels are used and that the plan to address the reported violations is appropriate for the circumstances;
- assuring that the appropriate executive officers, the Board and any committee of the Board are apprised of the allegations, as necessary and appropriate;
- ensuring that appropriate recourses and expertise are brought into the investigation so that reports of allegations may be reviewed in a timely and thorough manner;
- ensuring that there are no conflicts of interest on the part of any party involved in a particular investigation;
- coordinating and facilitating communications across investigative channels as necessary to ensure comprehensive attention to all aspects of the complaint and the investigation;

- monitoring the significant elements and the progress of investigations to ensure that allegations are addressed in a timely and thorough manner; and
- confidentially informing the reporting person (if his or her identity is known) that the complaint has been received and provide him or her with the name of, and contact information for, the investigator assigned to the claim.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct a thorough investigation. In the course of any investigation, the Company may find it necessary to share information with others on a “need to know” basis. If the investigation confirms that a violation has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination for cause, and, in appropriate circumstances, referral to governmental authorities, and will also take appropriate steps to correct and remedy any violation.

RETENTION OF COMPLAINTS

The Compliance Officer will maintain a log (the “*Compliance Log*”) of all complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for each member of the Audit Committee which will include the following information: (1) a description of the suspected violation; (2) the date of the report; (3) the person(s) or Board committee responsible for reviewing the allegation or information; and (4) a description of how the matter was resolved. Each member of the Audit Committee and, at the discretion of the Compliance Officer, other personnel involved in the investigation of complaints, shall have access to the Compliance Log. Copies of the Compliance Log and all documents obtained or created in connection with any investigation will be maintained in accordance with the Company’s Document Retention Policy.