



Accelrys Inc.




ACCL NASDAQ

Software

Market Capitalization USD:

\$334.92 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Scipio M. Carnecchia

Age: 49

CEO Since: 2009

	2009	2010	2011
Base Salary	\$350,000	\$300,000	\$415,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$315,000	\$215,870	\$260,652
Benefits and Perquisites	\$1,752,518	\$49,477	\$221,231
TOTAL ANNUAL COMPENSATION	\$2,417,518	\$565,347	\$896,883
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$158,537	\$310,550	\$307,540
Stock Awards	\$120,116	\$275,600	\$281,600
TOTAL COMPENSATION	\$2,696,171	\$1,151,497	\$1,486,023
Median of Other Named Executive Officers Total Compensation	\$839,962	\$890,086	\$768,616
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$198,665	\$0	\$93,871
TOTAL REALIZED EQUITY COMPENSATION	\$198,665	\$0	\$93,871

Proxy Date: 30 Apr 2012

Annual Meeting Date: 21 Jun 2012

Equity Reserves: 40.53%

Stock Option Run Rate: 2.80%

Accelrys Inc.

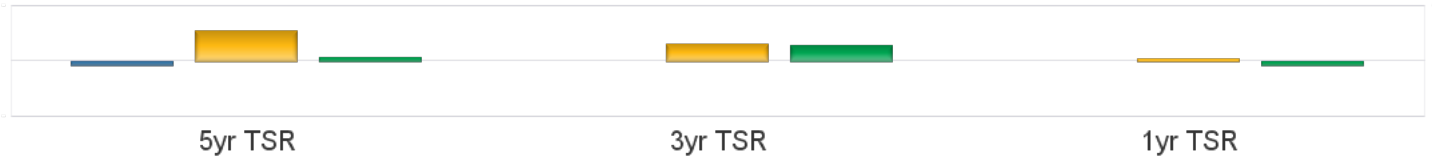
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Performance Comparison

■ S&P500 ■ Industry ■ ACCL



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ACCL	Accelrys Inc.	\$2,696,171	\$1,151,497	\$1,486,023	\$334,916,086
JDAS	JDA Software Group, Inc.	\$2,380,016	\$3,685,873		\$996,957,088
BLKB	Blackbaud, Inc.	\$1,989,485	\$4,552,265	\$3,089,048	\$993,555,093
LOGM	LogMeIn, Inc.	\$866,217	\$1,328,293	\$1,798,999	\$803,611,694
OPNT	OPNET Technologies, Inc.	\$385,396	\$475,283		\$783,354,322
EPAY	Bottomline Technologies (de), Inc.	\$1,774,515	\$1,630,218		\$723,957,595
WBSN	Websense, Inc.	\$2,548,026	\$2,982,992	\$3,131,076	\$688,494,985

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Microstrategy, Epicor Software, Radiant Systems, Websense, Commvault Systems, Manhattan Associates, Netscout Systems, Tyler Technologies, Deltek, Epiq Systems, Ultimate Software, Qad, S1, RightNow Tech, Netsuite, Interactive Intelligence, Bottomline Tech, Medidata Solutions, Synchronoss Tech, OPNET Tech, eResearch Tech, Sourcefire, Smith Micro Software, Actuate.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Larry Ferguson	Chairman	62	Male	4	Outside
Jeffrey R. Rodek	Member	58	Male	5	Outside
Ricardo B. Levv	Member	67	Male	12	Outside Related