

SYNTHETECH, INC. AUDIT COMMITTEE CHARTER

Adopted by the Audit Committee of the
Board of Directors
May 20, 2004
(Amended on June 2, 2009)

SYNTHETECH, INC.
AUDIT COMMITTEE CHARTER

The Board of Directors shall appoint annually the Audit Committee (the “Committee”) upon recommendation of the Nominating and Governance Committee. The Committee shall have the purpose, responsibilities and functions described below. Members of the Committee shall serve at the will of the Board and may be removed by the Board at any time with or without cause. Members of the Committee shall serve at the will of the Board and may be removed by the Board in its discretion.

Composition. The Committee shall be comprised of three or more directors. Each member shall meet the independence and financial literacy standards established by the Board, the Nasdaq Stock Market and any other applicable rules and regulations, as may be in effect from time to time, including regulations limiting Committee member compensation. The Board, in its exercise of independent business judgment shall determine the "independence" of directors for this purpose. In addition, no Committee member may have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time in the past three years. Committee members shall not simultaneously serve on the audit committees of more than two other U.S. public companies without first obtaining approval from the Board. The Board shall appoint the members of the Committee annually following the Company's annual meeting or as necessary to fill vacancies in the interim. The Board shall designate a Chair of the Committee. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

Purpose. The Committee’s primary purpose shall be to assist the Board's oversight of (i) the integrity of the financial statements of the Company, (ii) the Company’s compliance with legal and regulatory requirements, and (iii) the qualifications, performance and independence of the Company’s independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (“independent auditors”). The Committee shall also prepare the audit committee report required by the SEC to be included in the Company’s annual proxy statement. The Committee shall also perform such other duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Authority. The Committee shall have the authority to review and investigate any matter or activity involving financial accounting, reporting, conflict of interest, or internal controls of the Company. The Committee shall have the authority to engage and to obtain advice and assistance from outside legal, accounting or other advisors without seeking approval from the Board. The Company shall provide appropriate funding to, and as determined by, the Committee for payment of (i) the compensation of any registered accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisors employed by the Committee and (iii) the Committee’s ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

Duties and Responsibilities. The duties and responsibilities of the Committee shall be to:

1. Lead the Board in fulfilling its statutory and fiduciary responsibilities for fiscal examinations of the Company and in monitoring management's and the independent auditors' participation in the Company's accounting and financial reporting process.
2. Review the Company's administrative, operational and internal controls over financial reporting and its prescribed fiscal procedures, financial controls and codes of conduct with the independent auditors and the Company's financial management.
3. Exercise sole authority to appoint, retain, compensate, oversee, evaluate and terminate the Company's independent auditors for the purpose of preparing and issuing an audit report or performing any other audit review or attest services for the Company. The Committee shall have the authority to approve all audit engagement fees and terms. In discharging its authority over the engagement of the independent auditors, the Committee shall consider, among other things, the independence and effectiveness of the independent auditors. The Committee shall resolve all disagreements between the Company's management and the independent auditors regarding financial accounting and reporting. The independent auditors shall report directly to the Committee. The Committee shall exercise sole authority to pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Securities and Exchange Act of 1934, which are approved by the Committee prior to the completion of the audit. The Committee shall not engage the independent auditors to perform non-audit services prohibited by law or regulation. The Committee shall consult with management but shall not delegate these responsibilities to management. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittees to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting. The Committee may pre-approve services by establishing detailed pre-approval policies and procedures as to the particular service, provided that the Committee is informed of each service pre-approved and that no pre-approval shall be delegated to management. In considering whether to pre-approve any non-audit services, the Committee or its delegates shall consider whether the provision of services is compatible with maintaining the independence of the independent auditor.
4. At least annually, (a) evaluate the independent auditors' qualifications, performance and independence, including whether the independent auditor's performance of permissible non-audit services is compatible with the independent auditor's independence; (b) obtain and review a report from the Company's independent auditors describing (x) the independent auditors' internal quality-control procedures, (y) any material issues raised by the most recent quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with these issues, and (c) discuss and evaluate all relationships between the independent auditors and the Company or any other relationships or services that may adversely affect the independence or objectivity of the independent auditor (to be used as an aid in assessing the independent auditors' independence). Obtain from the independent auditors the applicable written independence disclosures required by the Public Company Accounting Oversight Board. At least annually, present its conclusions with respect to the independent auditors to the Board.

5. Obtain from the independent auditors assurance that Section 10A of the Exchange Act has been adhered to.
6. Ensure that the independent auditors' lead partner and reviewing partner are replaced every five years. In addition, the Committee shall consider, from time to time, whether a rotation of the independent auditing firm would be in the best interests of the Company and its shareholders.
7. Review the report from the independent auditors required by Section 10A of the Exchange Act describing, as to any audit it performs:
 - a. all critical accounting policies and practices to be used;
 - b. all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternatives, and the treatment preferred by the independent auditors; and
 - c. other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
8. As required, set clear Company policies as to the hiring of employees or former employees of the Company's independent auditors.
9. Discuss the Company's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information). This discussion may be done generally, such as discussing the types of information to be disclosed and the types of presentations to be made. Prior to the issuance of the Company's release of quarterly and annual earnings, the Committee shall review with the independent auditors and management of the Company the results of each quarterly review and annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
10. Review and discuss with management and the independent auditors the Company's annual audited financial statements, quarterly unaudited financial statements, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" proposed to be included in the Company's periodic reports filed with the SEC. Determine whether the independent auditors take exception to any of the disclosures contained in the financial statements and discuss any other matters required to be communicated to the Committee by the independent auditors.
11. Provide annually to the Board the report of the Committee, for inclusion in the Company's annual meeting proxy statement, which includes the written statement required to be made by the Committee in order to comply with proxy reporting obligations.
12. Review the scope and staffing of the annual audit plan and other activities and proposed fees of the independent auditors.
13. Evaluate the effectiveness of the Company's external audit efforts, accounting and financial controls, policies and procedures, and compliance with business ethics policies and practices through a review of reports by, and at regular meetings with the

- independent auditors and management, as appropriate. Periodically meet separately with management and the independent auditors.
14. Discuss with the independent auditors matters relating to the scope and results of the independent auditors' audit that the independent auditors are required to provide to the Committee under Statement on Auditing Standards No. 61 as modified or supplemented.
 15. Regularly review with the independent auditors any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditors' activities, restrictions on access to requested information and any significant disagreements with management. Review with the independent auditors: (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed," (b) any communications between the audit team and the accounting firm's national office respecting auditing or accounting issues presented by the engagement (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company; and (d) any reports of the independent auditors with respect to interim periods.
 16. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including any Company risk assessment and risk management guidelines and policies.
 17. Review and discuss (a) the adequacy of the Company's internal control over financial reporting, and any significant deficiencies or changes in such control; (b) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal control over financial reporting and any specific audit steps adopted in light of material deficiencies in internal control over financial reporting; (c) analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the financial statements of the Company; and (d) disclosures made to the Committee and independent auditors by the Company's CEO and CFO during their certification process for the Form 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting. Review and discuss with the independent auditors and such others as the Committee deems appropriate, the scope and results of the internal audit program.
 18. Periodically review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures and any management reports thereon.
 19. Develop, periodically review and recommend to the Board appropriate revision to the Company's Code of Conduct and Code of Ethics to the extent required by applicable laws, regulations and listing requirements.
 20. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and

- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
21. Discuss with the Company's outside legal counsel (a) legal matters that may have a material impact on the financial statements, (b) the Company's compliance policies, (c) any material reports or inquiries received from regulators or governmental agencies and (d) any reports of material violations of securities laws or breaches of fiduciary duty.
 22. Review and approve reports and disclosures of insider and affiliated party transactions.
 23. Annually, review and reassess the adequacy of the Committee Charter and recommend any proposed changes to the Board for approval.
 24. Annually review the its own performance and make appropriate recommendations.

Limitation of Committee's Role. Notwithstanding that the Committee has the duties and responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements.

Meetings. The Committee shall hold at least four meetings each year and others as deemed necessary by its Chair. The Committee shall report regularly to the Board and make recommendations to the Board as it considers appropriate. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Committee Agendas. The Chair, in consultation with the appropriate members of the Committee and Company management, will develop the Committee's agenda.