

**PROPOSED RESOLUTIONS
OF THE BOARD OF DIRECTORS
OF SCHRÖDINGER, INC. – MAY 19, 2014 MEETING**

1. Grant of Stock Options

WHEREAS, the Board of Directors (the “Board”) of Schrödinger, Inc. (“Company”) deems it appropriate at this time to grant options under the Company’s 2010 Stock Plan, as amended (the “Plan”);

WHEREAS, the Board intends that such options have an exercise price per share equal to the fair market value per share of the Company’s Common Stock on this date;

WHEREAS, the Board has received, reviewed and discussed the written appraisal report of Globalview Advisors LLC (the “Valuation Firm”), dated as of November 30, 2013, which report meets the requirements specified for such reports in the Treasury regulations under Internal Revenue Code Section 409A and concludes that the Company’s Common Stock had a fair market value of \$0.21 per share as of November 30, 2013 (the “Report Date”); and

WHEREAS, the Valuation Firm’s report was completed less than 12 months ago and no developments material to the fair market value of the Company’s Common Stock have occurred since the Report Date.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines, in reliance on the Valuation Firm’s written report, that the current fair market value per share of the Company’s Common Stock is \$0.21;

RESOLVED FURTHER, that each individual named in **Exhibit A** attached hereto be, and such individual hereby is, granted an option under the Plan to acquire up to the number of shares of the Company’s Common Stock indicated next to such individual’s name in **Exhibit A**. Each such option shall have an exercise price per share equal to \$0.21. Each such option shall be a non-statutory stock option, as provided in **Exhibit A**. Each such option shall have a term of 10 years from this date, subject to earlier expiration upon the termination of the optionee’s service with the Company. Each such option shall be evidenced by one of the forms of Stock Option Agreement approved by the Board, except as otherwise provided in **Exhibit A**;

RESOLVED FURTHER, that the shares subject to each option hereby granted shall vest and become exercisable as follows, except as otherwise provided in **Exhibit A**: one-quarter of such shares shall vest and become exercisable when the optionee completes 12 months of continuous service after the “vesting commencement date” (as specified for each optionee in **Exhibit A**),

and an additional one-quarter of such shares shall vest and become exercisable when the optionee completes each 12 months of continuous service thereafter;

RESOLVED FURTHER, that the shares purchased under each option hereby granted shall be subject to the Company's right of first refusal, exercisable in the event that the optionee proposes to sell or otherwise transfer such shares prior to the initial public offering of the Company's Common Stock. The terms pursuant to which such shares may be repurchased by the Company under such right of first refusal shall be substantially as set forth in applicable form of Stock Option Agreement; and

FINALLY RESOLVED, that each officer of the Company be, and each such officer hereby is, authorized and directed to take all action and to prepare, execute and deliver all documents that such officer deems necessary or advisable to carry out the intent of these resolutions and evidence the stock option grants.

2. Amended and Restated License and Software Development Agreement – D.E. Shaw Research, LLC

WHEREAS, Schrödinger, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company, wishes to enter into an Amended and Restated License and Software Development Agreement with D. E. Shaw Research, LLC, a Delaware limited liability company (“D. E. Shaw Research”) in the form attached hereto as **Exhibit B** (the “A & R License and Software Development Agreement”), and D. E. Shaw Research is controlled by David E. Shaw, a greater than 3% stockholder of the Company;

WHEREAS, pursuant to the protective provisions in Section 3.3(h) of Article IV(B) of the Company's Amended and Restated Certificate of Incorporation, the Board shall not, among other things, authorize the Company to enter into or materially amend any material contract or arrangement with any officer, director, founder or greater than 3% stockholder of the Company or with any parent or subsidiary of the Company or any person controlling, controlled by, or under common control with any of the foregoing (except for any such contract or arrangement in which the aggregate value to or obligation of the Company is either (i) less than \$100,000, or (ii) greater than or equal to \$100,000 but less than \$500,000 and such contract or arrangement has been approved by the disinterested members of the Board) without first obtaining the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of the Series C Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class and as a separate series (the “Requisite Series C Holders”);

WHEREAS, pursuant to the protective provisions in Section 3.4(h) of Article IV(B) of the Company's Amended and Restated Certificate of Incorporation, the Board shall not, among other things, authorize the Company to enter into or materially amend any material contract or arrangement with any

officer, director, founder or greater than 3% stockholder of the Company or with any parent or subsidiary of the Company or any person controlling, controlled by, or under common control with any of the foregoing (except for any such contract or arrangement in which the aggregate value to or obligation of the Company is either (i) less than \$100,000, or (ii) greater than or equal to \$100,000 but less than \$500,000 and such contract or arrangement has been approved by the disinterested members of the Board) without first obtaining the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of the Series B Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class and as a separate series (the “Requisite Series B Holders”);

WHEREAS, the Requisite Series C Holders and the Requisite Series B Holders previously approved the A&R License and Software Development Agreement on May 13, 2014; and

WHEREAS, the Board has determined that the A&R License and Software Development Agreement is in the best interests of the Company and its stockholders.

NOW, THEREFORE BE IT, RESOLVED, that the A&R License and Software Development Agreement be, and it hereby is, ratified, adopted and approved in all respects subject to such changes as may be approved by the appropriate officers of the Company in each such officer’s sole discretion, such officer’s signature on such document to constitute conclusive evidence of such approval of the Company;

RESOLVED FURTHER, that the appropriate officers of the Company be, and each hereby is, authorized and directed to execute any agreements related to the A&R License and Software Development Agreement, and to take all actions necessary and appropriate to deliver such agreements and to perform the Company’s obligations thereunder; and

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken in the name and on behalf of the Company by any director, officer, agent or counsel of the Company in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the acts and deeds of the Company.

3. Resignation of Secretary and Appointment of New Secretary

WHEREAS, Murco Ringnalda has announced his resignation as the Company’s Secretary, effective as of the close of business on May 19, 2014;

WHEREAS, the Board wishes to extend its gratitude for the valuable services and contributions provided to the Company by Mr. Ringnalda in his role as the Company's Secretary;

RESOLVED, that the Board hereby accepts the resignation of Mr. Ringnalda as the Secretary of the Company as of the close of business on May 19, 2014; and

RESOLVED FURTHER, that Yvonne Tran be, and she hereby is, elected as Secretary of the Company effective immediately, to serve at the discretion of the Board.

4. General Authority

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, directed and empowered to execute any applications, certificates, agreements or any other instruments or documents or amendments or supplements to such documents, or to do or to cause to be done any and all other acts and things as such officers, in their discretion, may deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions and that the authority of such officers to execute and deliver any such documents and instruments, including any modification thereof, shall be conclusively evidenced by their execution and delivery thereof; and

RESOLVED FINALLY, that any and all actions heretofore or hereafter taken in the name and on behalf of the Company by any officer, agent or counsel of the Company in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the acts and deeds of the Company.

EXHIBIT A**SCHRÖDINGER, INC.**

**SCHEDULE OF OPTION GRANTS
DATE OF GRANT: MAY 19, 2014
EXERCISE PRICE: \$0.21 PER SHARE**

I. Non-Statutory Stock Options to Employees and Consultants – First Time Grants

Name of Optionee	State of Residence	10% Holder (Yes/No)	Number of Shares	Vesting Schedule (Notes)	Vesting Commencement Date	Continuous Service Includes as a Director (Yes/No)
Gopi Krishna Phani Dathar	India	No	15,000	1	February 1, 2014	Yes
Brian Cato	New Jersey	No	10,000	1	February 3, 2014	Yes
Francois Bertel	New York	No	30,000	1	February 11, 2014	Yes
Vijay Pande (Consultant)	California	No	50,000	1	February 22, 2014	Yes
Fiona McRobb	New Jersey	No	30,000	1	March 25, 2014	Yes
David Watson	Massachusetts	No	25,000	1	April 22, 2014	Yes
Robert Slattery	Connecticut	No	20,000	1	April 29, 2014	Yes
Kyle	Oregon	No	10,000	1	May 1, 2014	Yes

Marshall						
Joshua Staker	Oregon	No	10,000	1	May 1, 2014	
Timothy Choi	New York	No	15,000	1	May 5, 2014	

Notes:

1. As provided in the resolutions.

II. Non-Statutory Stock Options to Employees – “Level-Setting”/Merit-Based Grants

Name of Optionee	State of Residence	10% Holder (Yes/No)	Number of Shares	Vesting Schedule (Notes)	Vesting Commencement Date	Continuous Service Includes as a Director (Yes/No)
Christopher Higgs	California	No	15,000	1, 2	January 1, 2014	Yes
Jarred Yacob	Oregon	No	5,000	1, 2	January 1, 2014	Yes
Katia Dekimeche	France	No	5,000	1, 2	January 1, 2014	Yes
Michelle Byington	New York	No	20,000	1, 3	January 1, 2014	Yes
Michelle Hall	Massachusetts	No	20,000	1, 3	January 1, 2014	Yes
Michael Kortrey	Oregon	No	10,000	1, 3	January 1, 2014	Yes
Goran Krilov	New York	No	50,000	1, 3	January 1, 2014	Yes

Teng Lin	New Jersey	No	50,000	1, 3	January 1, 2014	Yes
Carolyn McQuaw	Oregon	No	10,000	1, 3	January 1, 2014	Yes
Alex Hercules Silverstein	Oregon	No	30,000	1, 3	January 1, 2014	Yes
Paul Novak	Connecticut	No	2,500	1, 3	January 1, 2014	Yes
Karl Leswing	New York	No	3,500	1, 3	January 1, 2014	Yes
Alexander Clowes	New York	No	4,000	1, 3	January 1, 2014	Yes
Raed Shomali	New York	No	10,000	1,3	January 1, 2014	Yes
Brian Schoolman	New York	No	7,000	1, 3	January 1, 2014	Yes
William Christopher Jordan	New York	No	20,000	1, 3	January 1, 2014	Yes
Clarence Tso	New York	No	20,000	1, 3	January 1, 2014	Yes
Braxton Robbason	New York	No	20,000	1, 3	January 1, 2014	Yes
Robert Abel	New York	No	100,000	1, 4	January 1, 2014	Yes
Michael Beachy	New York	No	50,000	1, 4	January 1, 2014	Yes
Thijs Beuming	New York	No	20,000	1, 4	January 1, 2014	Yes
Sathesh Bhat	New Jersey	No	10,000	1, 4	January 1, 2014	Yes
Shane Brauner	New York	No	100,000	1, 4	January 1, 2014	Yes

Tor Colvin	New York	No	10,000	1, 4	January 1, 2014	Yes
Mark Gerrard	New York	No	20,000	1, 4	January 1, 2014	Yes
David Giesen	New York	No	20,000	1, 4	January 1, 2014	Yes
Byungchan Kim	New Jersey	No	20,000	1, 4	January 1, 2014	Yes
Jennifer Knight	New Jersey	No	20,000	1, 4	January 1, 2014	Yes
Kenneth Patrick Lorton	New York	No	40,000	1, 4	January 1, 2014	Yes
Tara Phillips O'Mara	Oregon	No	10,000	1, 4	January 1, 2014	Yes
Levi Pierce	New York	No	50,000	1, 4	January 1, 2014	Yes
Ivan Tubert-Brohman	New York	No	10,000	1, 4	January 1, 2014	Yes
Yujie Wu	New York	No	20,000	1, 4	January 1, 2014	Yes
Kai Zhu	New York	No	20,000	1, 4	January 1, 2014	Yes
Daniel Robinson	United Kingdom	No	10,000	1, 4	January 1, 2014	Yes

1. As provided in the resolutions.
2. "Level-setting" award.
3. Merit-based award.
4. Combination of "level-setting" and merit-based award.

EXHIBIT B

Amended and Restated License and Software Development Agreement