

**CHARTER OF THE OPERATIONS AND FINANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
AMYRIS, INC.**

**As adopted on May 14, 2019**

**I. PURPOSE**

The purposes of the Operations and Finance Committee (“*Committee*”) is to provide assistance to the Board of Directors (the “*Board*”) of Amyris, Inc. (the “*Company*”) in fulfilling the Board’s oversight of the Company’s (i) financial policies, strategies and capital structure; (ii) operational performance; and (iii) strategic or sensitive transactions and investments.

This charter sets forth the authority and responsibility of the Committee in fulfilling its purpose.

**II. MEMBERSHIP**

The Committee will consist of at least three disinterested and independent members of the Board, with the exact number being determined by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

**III. RESPONSIBILITIES AND DUTIES**

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

1. Review and approve management’s recommendations for significant capital expenditures;
2. Review, approve and monitor significant mergers, acquisitions, divestitures, joint ventures, minority investments, including debt and equity investments;
3. Review and approve management’s recommendations with respect to new offerings of debt, equity and hybrid securities, stock splits, credit agreements (including material changes thereto);
4. Review and oversee management’s plans and objectives for the capitalization of the corporation, including the structure and amount of debt and equity to meet the corporation’s financing needs and investment policies;

5. Review with management quarterly operational performance; and
6. Review with management business operations and plans that may involve sensitive competitive issues.

#### **IV. STUDIES AND ADVISERS**

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

#### **V. MEETINGS**

Meetings of the Committee shall be held at least 2 times each year or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws.

#### **VI. MINUTES AND REPORTS**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee.

#### **VII. COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.

#### **VIII. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER**

The Committee may from time to time as it deems appropriate evaluate the Committee's composition and performance and report to the Board. The Committee also will review and reassess the adequacy of this Charter from time to time, and recommend to the Board any changes the Committee determines are appropriate.

## **IX. PUBLICATION**

The Company shall make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, shall publish it on the Company's web site.