

**AMENDED AND RESTATED CHARTER
OF
THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
AMYRIS, INC.**

**As adopted on June 21, 2010
Amended and Restated on February 18, 2011, November 2, 2017, October 23, 2019,
November 17, 2020, and November 17, 2021**

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Amyris, Inc. (the “*Company*”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company, and to assist the Board with respect to corporate governance matters, including:

- identifying, considering and nominating candidates for membership on the Board;
- overseeing and recommending corporate governance guidelines and policies for the Company;
- advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees;
- overseeing the evaluation of the Board and its committees;
- advising the Board on matters that that may involve a conflict of interest with, or taking of corporate opportunity by, directors or executive officers; and
- providing oversight and guidance with respect to charitable and public policy matters.

This charter (this “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the principal stock exchange where the Company’s common stock is listed for trading, as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and

- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. Members of the Committee may be replaced or removed by the Board at any time, with or without cause, which shall automatically constitute resignation or removal, as applicable, from the Committee. 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:

Nominating Duties

1. Develop and recommend policies regarding the director nomination processes, including:
 - any specific minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and
 - the Committee’s process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a security holder.
2. Periodically review the size, structure and composition of the Board and its committees, and, as appropriate, make recommendations to the Board.
3. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board, including annual review of the independence of the non-employee directors and members of the Committee and the Audit Committee, Leadership Development and Compensation Committee, and other independent committees of the Board.
4. At the request of the Board from time to time, review the appropriate skills and characteristics required of Board members in the context of the then-current composition of the Board and make an assessment of the perceived needs of the Board.

5. Identify or consider qualified candidates for Board membership, consistent with criteria established on behalf of the Board.

6. Consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.

7. Recommend to the Board for selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board to fill interim director vacancies.

8. Consider the desirability of procedures for the retirement or replacement of Board members, and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

9. Review and discuss the narrative disclosure regarding the director nomination process, including any minimum qualifications and diversity considerations implemented by the Committee or the Board and the experience, qualifications, attributes and skills that qualify each of the nominees and continuing Board members to serve as members of the Board, as well as the narrative disclosure regarding Board leadership structure and role in risk oversight, to be included in any Securities and Exchange Commission (the "*Commission*") filing.

Board and Committee Structure Duties

10. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

11. Consider the Board's leadership structure, including the separation of the Board Chair and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

12. Oversee the evaluation of the Board from time to time, including considering and developing a process for evaluating its performance, and if deemed advisable, preparing a report to the Board with an assessment of the Board and recommendations for improvements of the Board's operations.

13. Evaluate each Board committee, including this Committee, from time to time, and make recommendations to the Board that the Committee deems appropriate regarding improvements to each committee's operations (including committee reports to the Board), and structure (including member qualifications, appointment and removal).

14. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required

under the rules and regulations of the Commission (“*Commission Rules*”) and the Exchange Rules.

Corporate Governance and Compliance Duties

15. Oversee the development by the Company of a code of business conduct and ethics (“*Code of Business Conduct and Ethics*”) applicable to the Company, including all of its directors, officers employees, agents, consultants and contractors which addresses, at a minimum, conflicts of interest, insider trading, corporate opportunities, competition and fair dealing, maintaining corporate books, records, documents and accounts, financial integrity, public reporting, document retention, gifts and entertainment, political contributions and gifts, international business law, money laundering and third-party payments, the confidentiality of non-public information, privacy laws, protection and proper use of company assets (including intellectual property), public communications, requests by regulatory authorities, compliance with applicable laws, rules and regulations, reporting of illegal or unethical behavior, waivers of the Code of Business Conduct and Ethics, and compliance standards and procedures. Recommend the Code of Business Conduct and Ethics for approval by the Board, including as amended and updated from time to time.

16. Consider and approve amendments to the Code of Business Conduct and Ethics applicable specifically to directors and executive officers and retain sole authority to grant any waivers for executive officers and directors (other than where the potential waiver involves a member of the Committee, in which event, such waiver shall be subject to the review of the Board or another committee of the Board).

17. Oversee the development by the Company, and recommend to the Board for approval, a set of corporate governance principles applicable to the Company (the “*Corporate Governance Principles*”), which addresses, at a minimum, board composition (size, independence, membership criteria, leadership, retirement, compensation, continuing education), board meetings (scheduling, agenda and materials, presentations, access to information, executive sessions, attendance and evaluation), board committees (membership, charters, functioning) management responsibilities (financial reporting, legal compliance, ethical conduct, corporate communications) and, if the Committee deems appropriate, review and recommend to the Board for approval any amendments to the Corporate Governance Principles.

18. Review, and recommend that the Board consider and approve, the Company’s Insider Trading Policy and, at the request of the Board, other legal compliance policies (collectively with the Code of Business Conduct and Ethics, the “*Legal Compliance Policies*”), and any changes thereto.

19. Review with management (i) the Company’s major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company’s procedures and any related policies with respect to compliance risk assessment and management and (ii) the Company’s compliance program with respect to the Legal Compliance Policies, including without limitation restrictions on and reporting of securities transactions by the Company and its directors and officers (as defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934) under the Company’s Insider Trading Policy.

20. Consider the implementation of a continuing education program for all directors, including onboarding processes for new directors, and oversee the maintenance of such program and processes implemented by the Chief Legal Officer.

21. Review and assess the adequacy of this Charter, the Corporate Governance Principles and the Legal Compliance Policies from time to time, and recommend revisions for approval by the Board.

22. Consider the desirability of, and make recommendations to the Board regarding, establishing formal procedures for stockholder communications with members of the Board.

23. Review and assess the desirability of a formal policy regarding director attendance at annual and special meetings of stockholders, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

Sustainability and Public Policy Matters

24. Oversee engagement by certain members of the Company's management with stockholders and proxy advisory firms.

25. Oversee and make recommendations to the Board regarding sustainability matters, including environmental and governance matters, relevant to the Company's business, including Company policies, activities and opportunities.

26. Provide guidance on the social and political trends, issues, legislative proposals and regulatory developments which could significantly affect the business of the Company.

27. Oversee the development by the Company's management of general guidelines for political and charitable contributions by the Company, review and make recommendations to the Board regarding the political and charitable contributions made.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, 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 other advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisors and the right to terminate their services. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. In order to carry out its nominating duties, the Committee will have the authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firm, 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.

Irrespective of the retention of consultants, accountants, experts and other advisers to assist the Committee, the Committee will exercise its own judgment in the fulfillment of its functions.

V. MEETINGS AND ACTIONS WITHOUT A MEETING

Meetings of the Committee will be held from time to time, 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. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting 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 in accordance with applicable law, the Exchange Rules and the Commission Rules, and may include additional compensation for the Chair.

VIII. PUBLICATION

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