

**AMENDED AND RESTATED CHARTER OF
THE LEADERSHIP, DEVELOPMENT, INCLUSION, AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
AMYRIS, INC.**

**As adopted on June 21, 2010
Amended and Restated on February 18, 2011, March 14, 2013,
March 22, 2018, November 8, 2018, February 26, 2020, November 17, 2020, and November 17, 2021**

I. PURPOSE

The Leadership, Development, Inclusion, and Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Amyris, Inc., a Delaware corporation (the “*Company*”), through delegation from the Board, has principal responsibility to evaluate, recommend, approve and/or review executive officer and director compensation arrangements, plans, policies and programs maintained by the Company, and to administer the Company’s cash-based and equity-based compensation plans. The Committee may also make recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

This charter (this “*Charter*”) sets forth the authority and responsibility of the Committee for evaluating, recommending and/or approving such executive officer and director compensation arrangements, plans, policies and programs maintained by the Company, and for administering the Company’s cash-based and equity-based compensation plans and arrangements for employees, whether adopted prior to or after the date of adoption of this Charter (including issuance of stock options and other equity-based awards granted other than pursuant to an equity compensation plan).

II. MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number determined from time to time 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 (the “*Exchange Rules*”), except as may otherwise be permitted by such Exchange Rules;
- be a “non-employee director,” as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”);
- 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 will 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:

Compensation

1. Review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to assure that it promotes stockholder interests and supports the Company's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel.

2. Annually review and approve the corporate goals and objectives to be considered in determining the compensation of the Chief Executive Officer (the "**CEO**") of the Company and the Company's other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Exchange Act (collectively with the CEO, the "**Executive Officers**"), and evaluate the performance of the CEO, for the purpose of setting the CEO's compensation, and the compensation of the other Executive Officers in light of these goals and objectives. The Committee may also make similar compensation-related decisions with respect to other service providers of the Company if Board or Committee approval is required or recommended by the Chief Legal Officer. Based on this evaluation, including an evaluation of the Company's performance, the Committee will have the sole authority, subject to any approval by the Board which is required by applicable law or the Exchange Rules, or otherwise recommended by the Chief Legal Officer, to make decisions respecting (i) the salary paid to the CEO and the other Executive Officers, (ii) the grant of all cash-based and equity-based incentive compensation to the CEO and the other Executive Officers, (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement with the CEO or the other Executive Officers, (iv) the entering into or amendment or extension of any severance or change in control arrangements with the CEO or the other Executive Officers, and (v) any other compensation matters with the CEO or the other Executive Officer; provided, that the Committee may take account of the recommendations of the Board (or other members of the Board) with respect to compensation of the CEO or the other Executive Officers and that, in evaluating and determining such compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") to the extent required by Section 14A of the Exchange Act or any other applicable U.S. securities laws or regulations. The Committee will ensure that the CEO is not present during deliberation or voting by the Committee with respect to the CEO's performance and compensation.

3. Meet annually with the CEO to discuss, for that fiscal year, (a) the incentive compensation programs to be in effect for the Executive Officers and other employees of the Company or any affiliate, as appropriate, and (b) the corporate metrics relevant to those programs. In these meetings, the Committee may make recommendations to the CEO with respect to the programs and their recipients.

4. Have the sole authority to recommend to the Board, for determination and approval by the Board, the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board (including the Chair positions of each Board committee).

Equity- and Cash-Based Compensation Plans and Arrangements

5. Review, from time to time, and make recommendations to the Board with respect to, the adoption and approval of, or material amendments to, all equity-based incentive compensation plans and arrangements (subject to stockholder approval when required) in which the Executive Officers and other employees of the Company or any affiliate may participate, and the aggregate numbers of shares reserved for issuance thereunder, after taking into consideration the Company's strategies with respect to equity-based compensation.

6. Review and approve any immaterial amendments to equity-based incentive compensation plans and arrangements in which the CEO and the other Executive Officers may participate.

7. Review and approve all cash-based incentive compensation plans and arrangements in which the Executive Officers and other employees of the Company or any affiliate may participate, and the cash amounts reserved for payment thereunder, after taking into consideration the Company's strategies with respect to cash-based compensation.

8. Administer and interpret the Company's equity- and cash-based compensation plans and agreements thereunder.

As part of such administration, the Committee may adopt an equity grant policy and delegate to the CEO or other Executive Officers (or, if not an Executive Officer, the Chief People Officer (or similar role) of the Company, together, comprising the "**MCEA**"), within the limits imposed by applicable law and the Exchange Rules, the authority to approve equity-based awards or grants under, and in accordance with, the Company's equity incentive plans and such equity grant policy to employees or consultants of the Company or of any affiliate of the Company who are not directors or Executive Officers of the Company, subject to the Company's equity incentive plan documents and guidelines or other limits specified by the Committee.

9. Review and approve policies and procedures relating to perquisites and expense accounts of the CEO and the Executive Officers that differ from the Company's standing T&E policy, as applicable.

10. Administer and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "**Designated Plans**"), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of certain Executive Officers and other employees of the Company named by the Committee.

Compliance and Disclosure

11. Review and discuss the "Compensation Discussion and Analysis" disclosure prepared in response to the requirement of Item 402(b) of Regulation S-K (or any successor disclosure item) (the "**CD&A**") and, based on such review and discussion, recommend to the Board whether such CD&A should be included in the Company's Annual Report on Form 10-K (the "**Annual Report**") or annual meeting proxy statement, information statement or similar document (as applicable, the "**Proxy Statement**"), and prepare a report of the Committee (the "**Committee Report**") for inclusion in the Annual Report and/or the Proxy Statement in accordance with the rules and regulations of the Securities and Exchange Commission (the "**Commission**") so long as the Company is subject to the periodic reporting requirements of the Exchange Act and is required to prepare and include in its Annual Report or Proxy Statement the CD&A and the Committee Report.

12. Oversee the Company's compliance with regulatory requirements associated with compensation of its directors, Executive Officers and employees, including without limitation the methodologies and narrative disclosure related to the Company's CEO "pay ratio" in accordance with Item 402(u) of Regulation S-K (to the extent the Company is required by the rules and regulations of the Commission to prepare and include in its Annual Report or Proxy Statement such disclosure).

13. Periodically review the Company's procedures with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or Executive Officer (or equivalent thereof) of the Company. The Committee will assist the Board and management of the Company in complying with this prohibition.

14. Periodically review with the CEO and the Chair or lead independent director of the Board the succession plans for the Executive Officers and report its findings and recommendations to the Board. If requested by the Board, the Committee will evaluate potential successors to the Executive Officer positions and review strategies to accelerate the readiness of candidates identified for these positions, including an overall assessment of executive talent. The Committee will also review other leadership and management processes upon request of the Board.

15. When applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of the Say on Pay Vote. Following any such vote on the frequency of the Say on Pay Vote, make recommendations to the Board regarding the frequency with which Say on Pay Votes will be included in the Company's Proxy Statement. When applicable, in connection with its evaluation of Executive Officer compensation, the Committee will consider the results of the most recent Say on Pay Vote and make such adjustments to the Company's compensation practices for the CEO and/or the Executive Officers as it deems appropriate in response thereto, if any.

16. Review and approve the selection of the Company's peers for compensation assessment purposes.

17. Review with management the Company's major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures.

18. Periodically consider and, if determined to be appropriate, make recommendations to the Board regarding adoption of policies regarding hedging and recovery of incentive-based compensation based on financial information required to be reported under the Exchange Act (or other federal securities laws) following restatement of such financial information or as may be required by the Commission, other applicable law, or as otherwise determined to be appropriate by the Committee.

Diversity, Equity and Inclusion (DEI)

19. Periodically review (a) the composition of the Company's workforce in terms of DEI, (b) trends in compensation equity related to diverse populations, and (c) the Company's practices related to DEI (including the Company's DEI policy statement).

20. Oversee management's plans, policies and practices related to human capital, including DEI strategies.

21. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and rules and regulations of the Commission, and take such other actions and perform and carry out such other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

IV. STUDIES AND ADVISERS

The Committee may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, 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 and at the sole discretion of the Committee, to retain and obtain the advice of legal counsel, compensation 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. 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 reasonable compensation to any such advisers and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than the Chief People Officer or the Chief Legal Officer, only after taking into consideration the following factors related to the independence of such advisors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the compensation consultant, legal counsel or other adviser with a member of the Committee, other director or an Executive Officer;
- any stock of the Company owned by the compensation consultant, legal counsel, other adviser or the person employing the compensation consultant, legal counsel or other adviser; and
- any other factors related to the independence of such advisors under the Exchange Rules.

Irrespective of the retention of compensation consultants, legal counsel, 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

The Committee will meet at least twice per 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. 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, 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 make a report to the Board regarding such evaluation. The Committee will also review and reassess the adequacy of this Charter on at least an annual basis, and recommend to the Board any changes the Committee determines are appropriate.

IX. PUBLICATION

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