



**ENVIVA INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(Effective Date: November 1, 2023)**

The following Corporate Governance Guidelines (the “*Guidelines*”) have been adopted by the Board of Directors (the “*Board*”) of Enviva Inc. (the “*Company*”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitoring the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing long-term stockholder value. These Guidelines are not intended to change or interpret any federal or state law or regulation, including the laws of the State of Delaware or the Certificate of Incorporation of the Company, as it may be amended from time to time (the “*Charter*”). These Guidelines are subject to modification from time to time by the Board.

**I. THE BOARD**

A. Role of Directors. The business and affairs of the Company shall be managed by, or under the direction of, the Board. Each director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, each director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review, prior to meetings, material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board (the “*Chairman*”) or the chairperson of the appropriate committee in advance of such meeting.

B. Lead Independent Director. When the Board selects the Chief Executive Officer (“*CEO*”) or another director who is not a NYSE Independent Director (as defined below) to serve as the Chairman, the NYSE Independent Directors will select a lead independent director (a “*Lead Independent Director*”) from among the NYSE Independent Directors, who shall be the Board’s presiding director for purposes of complying with NYSE (as defined below) rules. In addition to the duties set forth elsewhere in these Guidelines, the functions of the Lead Independent Director shall include, but not be limited to, the following:

1. presiding over executive sessions of the non-management directors;
2. presiding over executive sessions of the NYSE Independent Directors at any time the non-management members of the Board include directors who are not NYSE Independent Directors;
3. consulting with the Chairman and the CEO concerning the Board’s agendas;
4. coordinating the activities of the non-management and NYSE Independent Directors, as applicable, and the agenda for executive sessions;

5. communicating feedback to the Chairman and CEO following executive sessions of the NYSE Independent Directors;
6. fostering an environment of open dialogue and constructive feedback among the NYSE Independent Directors;
7. calling meetings of the NYSE Independent Directors;
8. serving as a liaison, along with Board committee chairpersons, between the NYSE Independent Directors and the Chairman; provided that this shall not in any way diminish the CEO's accountability to the Board in its entirety or the ability of any individual Board member and the CEO to communicate directly with each other;
9. being available to the CEO for consultation on issues of corporate importance that may involve Board action, and in general serving as a resource to the CEO on an as-needed basis;
10. at the standing invitation of the Board's committees, attending meetings of Board committees on which the Lead Independent Director does not already serve;
11. assisting the NCG Committee (as defined below) with its oversight of the annual evaluation of the Board and its committees and communicating results of any individual director assessments to individual Board members;
12. consulting with the NCG Committee with respect to recommendations for the nomination of Board members to the Board's committees;
13. subject to the Company's policies regarding public communications, when deemed appropriate, representing the NYSE Independent Directors in engaging with stockholders; and
14. performing such other duties as the Board may determine from time to time.

In performing his or her duties and responsibilities, the Lead Independent Director is expected to consult with the chairpersons of the appropriate Board committees and solicit their participation in order to avoid diluting or conflicting with the authority or responsibilities of such committee chairpersons.

C. Performance Monitoring. The Board will monitor both the performance of the Company (in relation to the Company's goals, strategy, and competitors) and of the CEO and offer the CEO constructive advice and feedback. When appropriate or necessary, it is the Board's responsibility to remove the CEO and to select the CEO's successor.

D. Size of the Board. The Board believes it should have no more than thirteen directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased if determined to be appropriate by the Board. For example, it may be desirable to increase the size of the Board to permit inclusion of an outstanding candidate for director.

E. Selection of New Directors. The Nominating and Corporate Governance Committee of the Board (the “**NCG Committee**”) shall be responsible for identifying, screening, and nominating for the Board’s consideration, persons for election to the Board. When formulating its membership nominations, the NCG Committee shall also consider advice and recommendations from others as it deems appropriate. Vacancies on the Board that may occur between annual meetings of stockholders shall be filled in accordance with the applicable provisions of the Charter.

F. Board Membership Criteria. Nominees for director shall be selected on the basis of, among other things, experience, knowledge, skills, expertise, integrity, diversity, ability to make independent analytical inquiries, understanding of the Company’s business environment, and willingness to devote adequate time and effort to Board responsibilities.

Directors should know how to read and understand fundamental financial statements and understand the use of financial ratios and information in evaluating the financial performance of the Company.

The NCG Committee shall be responsible for assessing the appropriate balance of criteria required of Board members, as provided in the Charter.

G. Other Public Company Directorships. The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit. However, the NCG Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. Furthermore, in advance of accepting an invitation to serve on another public or private company board, directors should advise the Chairman and the chairperson of the NCG Committee to allow an assessment to be made of, among other things, the potential impact of such service on the director’s time and availability, potential conflict of interest issues and the director’s status as an independent director.

H. Independence of the Board. The Board shall be composed of a majority of directors who qualify as independent directors (“**NYSE Independent Directors**”) under the listing standards of the New York Stock Exchange (the “**NYSE**”).

The Board shall review annually the relationships each director has with the Company (directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company) will be considered NYSE Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or applicable law, or pursuant to the Charter. The Board may adopt and disclose categorical standards to assist it in determining director independence.

I. Corporate Opportunity Policy. Except as permitted by the Charter, Directors are prohibited from: (a) taking for themselves personally opportunities related to the Company’s business if such opportunities were specifically presented to such director for the Company’s benefit in such individual’s capacity as a director of the Company; (b) using the Company’s property, information, or position for personal gain; or (c) competing with the Company for business opportunities if such opportunities were specifically presented to such director for the

Company's benefit in such individual's capacity as a director of the Company. However, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business and consent to a director then personally pursuing the opportunity, then a director may do so.

J. Directors Who Change Their Present Job Responsibility. The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily be obligated to leave the Board. Promptly following such event, the director must notify the NCG Committee, which committee shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the NCG Committee's recommendation following such review.

K. Board Compensation. A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock, or similar compensation. The Compensation Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry, and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director.

Director's fees, including grants of stock (including any additional amounts paid to chairpersons and other members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company.

L. Separate Sessions of Non-Management Directors. To the extent required by the NYSE or otherwise by law, the non-management directors of the Company shall meet in executive session without management present. These execution sessions may include such topics as may be determined by the Lead Independent Director, if appointed, or other non-management directors. The Chairman, or if the Chairman is not a NYSE Independent Director, the Lead Independent Director, shall preside over such executive sessions and shall communicate feedback to the CEO and Chairman, if applicable, following executive sessions, as appropriate. In addition, the Chairman, or if the Chairman is not a NYSE Independent Director, the Lead Independent Director, shall have authority to call additional meetings of the NYSE Independent Directors when necessary and appropriate. Any interested parties desiring to communicate with the non-management directors, including the Lead Independent Director, if appointed, regarding the Company may directly contact such directors by sending a letter by mail to:

Lead Independent Director  
c/o General Counsel  
Enviva Inc.  
7272 Wisconsin Avenue, Suite 1800  
Bethesda, Maryland 20814

Such letters should clearly identify “Non-Management Directors” as the intended recipients of the correspondence.

M. Self-Evaluation by the Board. The NCG Committee will conduct an annual self-assessment of the Board’s performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. Each assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The NCG Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

N. Strategic Direction of the Company. Normally it is management’s responsibility to formalize, propose, and implement strategic choices and the Board’s role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the CEO, other members of management, and other Board members. To facilitate such discussions, members of management who are not directors may be invited to participate in Board meetings when appropriate.

O. Board Access to Management. Board members shall have access to the Company’s management and, as appropriate, the Company’s outside advisors. Board members shall coordinate such access through the CEO and Board members will use judgment to assure that this access is not distracting to the business operation of the Company.

P. Attendance of Management Personnel at Board Meetings. The Board encourages the CEO to bring members of management into Board meetings from time to time to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the CEO desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

Q. Board Materials Distributed in Advance. Information and materials that are important to the Board’s understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

R. Board Orientation and Continuing Education. The Company shall provide new directors with director orientation to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting, and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors, and independent auditors. The Company encourages each director to participate in continuing educational programs to maintain the necessary level of expertise to perform such individual's responsibilities as a director.

S. Director Retirement Policy. Unless the Board determines otherwise, a non-employee director shall retire from service on the Board effective as of the last day of the fiscal year in which the director has turned 80, provided that the Chairman may, in the Chairman's sole discretion, waive this requirement for an individual director for up to two years.

## II. BOARD MEETINGS

A. Frequency of Meetings. At least one regularly scheduled meeting of the Board shall be held each quarter.

## III. COMMITTEE MATTERS

A. Number and Names of Board Committees. The Company shall have four standing committees: Audit, Nominating and Corporate Governance, Compensation, and Health, Safety, Sustainability, and Environmental ("*HSSE*"). The purpose and responsibilities for the Audit, Nominating and Corporate Governance, Compensation, and HSSE Committees shall be outlined in committee charters adopted by the Board. The Board may, from time to time, disband a committee depending on circumstances. In addition, the Board may determine to form standing or ad hoc committees from time to time, including the composition and areas of competence therefor.

B. Independence of Board Committees. The Audit, Nominating and Corporate Governance, and Compensation Committees shall be composed of directors who satisfy applicable legal, regulatory, and stock exchange requirements necessary for membership of any such committee, including any applicable phase-in rules.

C. Assignment and Rotation of Committee Members. The NCG Committee shall be responsible for making recommendations to the Board with respect to the assignment of Board members to various committees. The Board shall be responsible for appointing the chairperson and members to the committees.

D. Annual Review. The NCG Committee shall annually review the committee assignments and consider making recommendations regarding such assignments with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

## IV. LEADERSHIP DEVELOPMENT

A. CEO Selection. The Board shall be responsible for identifying potential candidates for, and selecting, the Company's CEO. In identifying potential candidates for, and selecting, the Company's CEO, the Board shall consider, among other things, a candidate's experience,

understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community. The Compensation Committee will work with the Board to evaluate potential successors to the Company's CEO.

B. CEO Evaluation. The Compensation Committee will conduct an annual performance review of the CEO based on the performance of the business, achievement of the Company's financial and strategic objectives, development of management, and as further set forth in its charter.

C. Succession Planning. The Compensation Committee will annually, in consultation with the CEO, report to the Board on succession planning, which shall include emergency CEO succession, CEO succession in the ordinary course, and succession for other members of senior management. The Board is responsible for developing a succession plan for the CEO, including with respect to interim succession for the CEO in the event of an unexpected occurrence, and will review the plan at least annually.