



ENVIVA INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(Adopted [●], 2023)

I. Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Enviva Inc. (the “**Company**”), shall

1. identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
2. select and recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under the Company’s contractual arrangements;
3. review and make recommendations to the Board with respect to the size, composition, and organization of the Board and committees of the Board;
4. develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
5. oversee the evaluation of the Board and management.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange (“**NYSE**”), and any other applicable regulatory requirements.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the NYSE, and any other applicable regulatory requirements.

III. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities but no less frequently than twice annually unless the Committee determines that fewer meetings are required in a particular year.

The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of teleconference or other forms of communication by means of which all persons participating in the meeting can hear and speak with each other. Fifty percent of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval (as part of the Company's corporate governance guidelines or otherwise) the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board.
2. Identify, screen, and review individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of stockholders or to fill vacancies on the Board. As part of this process the Committee shall formally review each director's continuation on the Board each time such director is nominated to serve on the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors it deems appropriate, including the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures. Treat recommendations for director nominees that are received from the Company's stockholders equally with recommendations received from any other source; provided, however, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement filed with the SEC for the Company's annual meeting of stockholders.

4. At the request of the Board, review and make recommendations to the Board with respect to the size, composition, and organization of the Board and committees of the Board.
5. At the request of the Board, review and make recommendations to the Board with respect to Board process, including the calendar, agenda, and information requirements for meetings of the Board and its committees, executive sessions of non-management directors, and executive sessions of independent directors.
6. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the NYSE or any other applicable regulatory requirements.
7. Develop and recommend to the Board for approval a Chief Executive Officer (“**CEO**”) and executive officer succession plan (the “**Succession Plan**”), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems appropriate, review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.
8. Coordinate and oversee the annual evaluation of the Board, its committees, individual directors, and management in the governance of the Company.
9. Develop, review, and assess the adequacy of the Company’s corporate governance principles and guidelines annually, recommending to the Board any changes the Committee deems appropriate, and overseeing implementation of such guidelines.
10. Develop and maintain the Company’s orientation programs for new directors and continuing education programs for directors.
11. Review and discuss as appropriate with management the Company’s disclosures relating to director independence, governance, and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be included in the Company’s Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
12. Review on a regular basis the Company’s overall corporate governance, recommending improvements as and when necessary.

V. Resources

The Committee shall have the sole discretion to retain or obtain advice from, oversee, and terminate any compensation consultant, legal counsel, or other adviser to the Committee and be directly responsible for the appointment, compensation, and oversight of any work of such adviser retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for (a) the payment of reasonable compensation to any such adviser and (b)

ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. Self-Evaluation, Reporting, and Fees and Reimbursements

- A. **Self-Evaluation and Charter Review.** The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate.
- B. **Reporting.** The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
- C. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the chairperson will be paid the fee set by the Board for his or her services as a member, or chairperson, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the chairperson, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as chairperson.

The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

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Although the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.