



**ENVIVA PARTNERS, LP**  
**ENVIVA PARTNERS GP, LLC**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**(Updated as of October 30, 2019)**

The Board of Directors (the “**Board**”) of Enviva Partners GP, LLC (the “**General Partner**”), acting in its capacity as the general partner of Enviva Partners, LP (the “**Partnership**” and, together with its subsidiaries, the General Partner, Enviva Management Company, LLC, and other affiliates of the Partnership whose employees conduct Partnership business, the “**Partnership Group**”), has established the Compensation Committee of the Board (the “**Committee**”) with authority, responsibility and specific duties as described in this Compensation Committee Charter (this “**Charter**”).

**I. Purposes**

The purposes of the Committee are to:

- A. Review and evaluate the performance of the General Partner’s executive officers, in light of the General Partner’s executive compensation goals and objectives, and make recommendations to the Board with respect to the long-term incentive compensation of such executive officers;
- B. Review, evaluate and recommend to the Board for approval the agreements, plans, policies and programs of the Partnership to compensate the General Partner’s directors;
- C. Once required, review and discuss with the General Partner’s management the Compensation Discussion and Analysis (“**CD&A**”) to be included in the Partnership’s Annual Report on Form 10-K, and determine whether to recommend to the Board that the CD&A be included in the Annual Report on Form 10-K, in accordance with applicable rules and regulations; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

**II. Membership**

The Committee must consist of not less than three members of the Board. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman will be selected by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman

is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

### **III. Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

#### **A. Authority**

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Partnership Group to meet with the Committee or any advisors engaged by the Committee.
2. In its sole discretion, retain and determine funding for legal counsel, compensation consultants, as well as other experts and advisors (collectively, “**Compensation Advisors**”), including the authority to retain, approve the fees payable to, amend the engagement with and terminate any Compensation Advisor, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Partnership Group’s regular outside legal counsel or other advisors to the Partnership Group. The Partnership Group must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Compensation Advisor engaged by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. In particular, the Committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are “Non-Employee Directors” for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). However, subcommittees will not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.

#### **B. Responsibilities**

Without limiting the generality of the Committee’s purposes, the Committee has the following responsibilities:

### Executive Long-Term Incentive Compensation

1. Each year, the Committee will:
  - Evaluate the performance of the General Partner's Chief Executive Officer and, in consultation with the Chief Executive Officer, the General Partner's other executive officers, in light of the General Partner's executive compensation goals and objectives; and
  - Make recommendations to the Board relating to the long-term incentive compensation of the General Partner's Chief Executive Officer and, in consultation with the Chief Executive Officer, the General Partner's other executive officers based on this evaluation. In reaching such recommendation decisions, the Committee should consider the Partnership's performance and relative unitholder return, the value of similar awards to officers at comparable companies and the awards given to the Chief Executive Officer and other executive officers of the General Partner historically.
2. Once required, the Committee will review and discuss with the General Partner's management the CD&A to be included in the Partnership's Annual Report on Form 10-K, and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Annual Report on Form 10-K, in accordance with applicable rules and regulations.

### Incentive and Equity Compensation

3. Each year, the Committee will review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.
4. The Committee will ensure that unitholders are given the opportunity to vote on equity compensation plans as may be required by law, the Partnership's certificate of limited partnership or First Amended and Restated Agreement of Limited Partnership (as amended from time to time) and the listing standards of the New York Stock Exchange ("NYSE").

### Director Compensation

5. Each year, the Committee will review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Partnership Group makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Partnership Group enters into consulting contracts with (or provides other indirect forms of compensation to) the director or an organization with which the director is affiliated. Officers or employees of the Partnership

Group or its affiliates who also serve as directors of the Board will not receive additional compensation for such service.

*Other Powers and Responsibilities*

6. The Committee will review and recommend to the Board for its approval any transaction in equity securities of the Partnership, or derivatives of those equity securities, between the Partnership and any officer or director of the General Partner who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act.
7. The Committee will review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations affecting employee and director compensation and benefits, including Section 162(m) of the Internal Revenue Code and Section 13(k) and Rule 16b-3 of the Exchange Act.
8. If the Committee engages a Compensation Advisor, then the Committee is directly responsible for the appointment, compensation and oversight of such Compensation Advisor. Prior to any such engagement, the Committee will analyze the relationships such Compensation Advisor has with members of the Committee as well as management and the Company as a whole. This analysis will include the specific factors identified by the Securities and Exchange Commission and NYSE that affect the independence of Compensation Advisors.

**IV. Procedures**

- A. ***Meetings.*** The Committee will meet as frequently as circumstances dictate. Meetings of the Committee may be in person or by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, in accordance with the General Partner's Limited Liability Company Agreement (as may be amended from time to time). Meetings of the Committee will be held at such time and place as its Chairman may from time to time determine. Written notice of all regular meetings will be given at least two days prior to the regular meeting, and special meetings will be held at the request of the Chairman or a majority of the Committee's members upon at least two days' (if the meeting is to be held in person) or twenty-four hours' (if the meeting is to be held telephonically) oral or written notice or upon such shorter notice as may be approved by the Committee's members, in accordance with the General Partner's Limited Liability Company Agreement (as may be amended from time to time). The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any

event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including any director that is not a member of the Committee.

- B. ***Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by written consent (in lieu of a meeting) of the Committee's members having not less than the minimum number of votes that would be necessary to authorize or take any action at a meeting of the Committee.
- C. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a Chair *pro tempore* in the absence of its Chairman and designation of a secretary of the Committee at any meeting thereof.
- D. ***Reports.*** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.
- E. ***Review of Charter.*** Each year, the Committee will review the need for changes to this Charter and recommend any proposed changes to the Board for approval.
- F. ***Performance Review.*** Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the General Partner's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the General Partner for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

## V. Posting Requirement

The Partnership will make this Charter available on or through its website. In addition, the Partnership will disclose in its Annual Report on Form 10-K that a copy of this Charter is available on its website and provide the website address.

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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.*