



**ENVIVA PARTNERS, LP**  
**ENVIVA PARTNERS GP, LLC**  
**CHARTER OF THE HEALTH, SAFETY, SUSTAINABILITY AND ENVIRONMENTAL**  
**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 Health, Safety, Sustainability and Environmental Committee of the Board (the “**Committee**”) with authority, responsibility and specific duties as described in this Health, Safety, Sustainability and Environmental Committee Charter (this “**Charter**”).

**I. Purposes**

The purposes of the Committee are to:

- A. Assist the Board in fulfilling its oversight responsibilities with respect to the Partnership Group’s occupational health, safety, sustainability and environmental issues, including:
- compliance with health, safety, sustainability and environmental laws and other regulatory requirements;
  - safety of employees and the public;
  - safe and environmentally sound maintenance and operation of businesses and facilities;
  - the Partnership Group’s public commitment to sustainability and sustainable forestry practices, and the Partnership Group’s sustainability policies;
  - delivery of environmental benefits to customers, the forests from which the fiber is sourced, and the communities in which the Partnership Group operates;
  - the impact of operations on the environment;
  - the Partnership Group’s initiatives to enhance sustainable business practices and its reputation as a responsible corporate citizen, including the promulgation, enforcement and periodic review of policies, procedures, programs and practices that promote the protection of the health and safety of its employees, contractors, customers, the public and the environment;

- plans, programs and processes established by the Partnership Group to evaluate and manage health, safety, sustainability and environmental risks to its business, operations, employees, products and reputation and to the public; and
  - the Partnership Group’s response to significant health, safety, sustainability and environmental public policy, legislative, regulatory, political and social issues and trends that may affect the business operations, financial performance or public image of the Partnership Group; and
- B. Perform such other functions as the Board may assign to the Committee from time to time or as are required by applicable law or regulation.

The Committee’s role is one of oversight, recognizing that management is responsible for executing the Partnership Group’s health, safety, sustainability and environmental policies and procedures. Although the Committee has the responsibilities and powers set forth in this Charter, management is ultimately responsible for designing, implementing and maintaining effective health, safety, sustainability and environmental programs.

## **II. Membership**

The Committee must consist of not less than two non-employee 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**

A. **Authority.** The Committee has the authority to 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.

B. **Responsibilities.** Without limiting the generality of the Committee’s purposes, the Committee has the following responsibilities:

1. Monitor and review the effectiveness of the Partnership Group’s sustainability policies and management’s adherence to and implementation of the core tenets of such policies, including:
  - Ensure that the Partnership Group’s employees, suppliers and subcontractors comply with all applicable federal, state and local environmental laws;

- Audit adherence to forestry Best Management Practices in order to protect water quality, promote soil conservation and ensure long-term forest productivity;
  - Avoid sourcing from primary forests or other areas of special concern that have been identified in partnership with leading conservation organizations;
  - Promote increased forest carbon absorption and buy raw materials that have the greatest positive impact on carbon storage;
  - Use specialized harvesting equipment and techniques that minimize environmental impacts and protect soil and water quality;
  - Engage in ongoing landowner outreach, make direct investments to support certifications of forestlands, and abide by the standards of the forestry certification organizations that certify Partnership operations;
  - Maintain rigorous internal supply chain audits and traditional third-party audits and certifications; and
  - Maintain and, if necessary, improve the Partnership Group's Track and Trace® system that allows the Partnership Group to specifically identify the source of its fiber and monitor and audit its procurement activities.
2. Review and oversee the Partnership Group's health, safety, sustainability and environmental policies, programs, practices, issues and initiatives related to the safety and health of employees, contractors, customers, the public and the environment and the sustainability of its activities, including its forestry practices, and, in connection with such oversight, assess reports and other information provided by Partnership Group management and such external resources as the Committee deems appropriate. The Committee will also assist management in the formulation, oversight, monitoring and enforcement of such policies, programs, practices and initiatives.
  3. Review the Partnership Group's health, safety, sustainability and environmental objectives, policies, processes and performance to ensure compliance with applicable laws and regulations.
  4. Discuss periodically with management plans for conducting audits of the Partnership Group's health, safety, sustainability and environmental practices and performance. The Committee will also meet with management to discuss the significant results of the audits.
  5. Review and discuss with management any significant safety, health, sustainability and environmental public policy, legislative, regulatory, political and social issues and trends that may affect the business operations, financial performance or public image of the Partnership Group, and management's response to such matters.

6. Review and discuss with management the Partnership Group's procedures for handling complaints regarding health, safety, sustainability and environmental matters.
7. Review and discuss with management any material noncompliance with health, safety, sustainability and environmental laws, and management's response to such noncompliance.
8. Review and discuss with management and the General Counsel or outside counsel pending or threatened administrative, regulatory or judicial proceedings related to matters subject to the Committee's oversight that are material to the Partnership Group.
9. Review and discuss with management any risks related to health, safety, sustainability, or environmental issues that affect or might affect the Partnership Group, its employees, its customers or the public, help management design and implement policies and procedures that properly manage those risks and periodically review the effectiveness of such risk-management policies and procedures.
10. Review significant Partnership Group sustainability reports prior to final issuance, as well as the Partnership's public disclosures regarding its safety, health, sustainability and environmental policies and programs.
11. Review and discuss with management the Partnership Group's security policies and procedures relative to significant health, safety and environmental risks.
12. Review the environmental and safety disclosures required to be included in the Partnership's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.
13. Perform such other duties and responsibilities, consistent with this Charter and governing laws, as may be delegated to the Committee from time to time by the Board.
14. Report to the Board on a regular basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

#### **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.*