AMYRIS, INC.
Form PRE 14A
April 17, 2018
TABLE OF CONTENTS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)
Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

AMYRIS, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)
Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)
Title of each class of securities to which transaction applies:

(2)
Aggregate number of securities to which transaction applies:

(3)
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)
Proposed maximum aggregate value of transaction:

(5)
Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)
Amount Previously Paid:

(2)
Form, Schedule or Registration Statement No.:

(3)
Filing Party:

(4)
Date Filed:

TABLE OF CONTENTS

Dear Amyris stockholder:

You are cordially invited to attend our 2018 Annual Meeting of Stockholders to be held on Tuesday, May 22, 2018 at 2:00 p.m. Pacific Time at our headquarters located at 5885 Hollis Street, Suite 100, Emeryville, California 94608. You can find directions to our headquarters on our company website at https://amyris.com/contact-us/.

The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describe the matters to be voted on at the meeting.

Whether or not you plan to attend the annual meeting, please vote as soon as possible. You may vote over the Internet, by telephone, or by mailing a completed proxy card or voting instruction form. Voting by any of these methods will ensure that you are represented at the annual meeting.

On behalf of the Board of Directors, I want to thank you for your continued support of Amyris. We look forward to seeing you at the meeting.

John Melo
President and Chief Executive Officer
Emeryville, California
April , 2018

YOUR VOTE IS IMPORTANT

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please vote as soon as possible in order to ensure your representation at the meeting. You may submit your proxy and voting instructions over the Internet, by telephone, or by completing, signing, dating and returning the accompanying proxy card or voting instruction form as promptly as possible. If your shares are held of record by a broker, bank or other custodian, nominee, trustee or fiduciary (an “Intermediary”) and you have not given your Intermediary specific voting instructions, your Intermediary will NOT be able to vote your shares with respect to most of the proposals, including the election of directors. If you do not provide voting instructions over the Internet, by telephone, or by returning a completed, signed and dated proxy card or voting instruction form, your shares will not be voted with respect to those matters. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by an Intermediary and you wish to vote at the meeting, you must obtain a proxy issued in your name from that Intermediary.

TABLE OF CONTENTS

AMYRIS, INC.
5885 Hollis Street, Suite 100
Emeryville, California 94608

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 22, 2018

The 2018 Annual Meeting of Stockholders of Amyris, Inc. will be held on Tuesday, May 22, 2018 at 2:00 p.m. Pacific Time at our headquarters located at 5885 Hollis Street, Suite 100, Emeryville, California 94608 for the following purposes:

1.
To elect the four Class II directors nominated by our Board of Directors and named herein to serve on the Board for a three-year term;

2.
To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;

3.
To approve amendments to our 2010 Equity Incentive Plan to (i) increase the number of shares of our common stock available for grant and issuance thereunder by 9,000,000 shares and (ii) increase the annual per-participant award limit thereunder to 4,000,000 shares;

4.
To approve an amendment to our 2010 Employee Stock Purchase Plan to increase the maximum number of shares of our common stock that may be issued over the term of the plan by 1,000,000 shares;

5.
To approve the issuance to John Melo, our President and Chief Executive Officer, under our 2010 Equity Incentive Plan of (i) a stock option to purchase 3,250,000 shares of our common stock, such award being subject to performance-based vesting conditions as described herein, and (ii) a restricted stock unit award for 700,000 shares of our common stock, such award being subject to time-based vesting in four equal annual installments with an initial vesting date of July 1, 2019.

6.
To approve certain anti-dilution provisions in, and the issuance of shares of our common stock upon the exercise of, warrants issued in securities offerings completed in August 2017 in accordance with NASDAQ Marketplace Rules 5635(c) and (d); and

7.
To act upon such other matters as may properly come before the annual meeting or any adjournments or postponements thereof.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. The Board of Directors has fixed the record date for the annual meeting as March 29, 2018. Only stockholders of record at the close of business on the record date may vote at the meeting or at any adjournment thereof. A list of stockholders eligible to vote at the meeting will be available for review for any purpose relating to the meeting during our regular business hours at our headquarters at 5885 Hollis Street, Suite 100, Emeryville, California 94608 for the ten days prior to the meeting.

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please vote as soon as possible in order to ensure your representation at the meeting. You may submit your proxy and voting instructions over the Internet, by telephone, or by completing, signing, dating and returning the accompanying proxy

card or voting instruction form as promptly as possible. If your shares are held of record by an Intermediary and you have not given your Intermediary specific voting instructions, your Intermediary will NOT be able to vote your shares with respect to most of the proposals, including the election of directors. If you do not provide voting instructions over the Internet, by telephone, or by returning a completed, signed and dated proxy card or voting instruction form, your shares will not be voted with respect to those matters. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by an Intermediary and you wish to vote at the meeting, you must obtain a proxy issued in your name from that Intermediary.

BY ORDER OF THE BOARD,

Nicole Kelsey
General Counsel and Secretary
Emeryville, California
April , 2018

TABLE OF CONTENTS

Table of Contents

i

TABLE OF CONTENTS

TABLE OF CONTENTS

TABLE OF CONTENTS
AMYRIS, INC.

PROXY STATEMENT
2018 ANNUAL MEETING OF STOCKHOLDERS

These proxy materials are provided in connection with the solicitation of proxies by the Board of Directors (the "Board") of Amyris, Inc., a Delaware corporation (referred to as "Amyris", the "company", "we", "us", or "our"), for our 2018 Annual Meeting of Stockholders to be held at 2:00 p.m. Pacific Time on Tuesday, May 22, 2018, at our principal executive offices, and for any adjournments or postponements of the annual meeting. These proxy materials were first sent on or about April , 2018 to stockholders entitled to vote at the annual meeting.

Information Regarding Solicitation and Voting

Our principal executive offices are located at 5885 Hollis Street, Suite 100, Emeryville, California 94608, and our telephone number is (510) 450-0761. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the meeting. Please read it carefully.

We will bear the expense of soliciting proxies. In addition to these proxy materials, our directors and employees (who will receive no compensation in addition to their regular salaries) may solicit proxies in person, by telephone or by email. We will reimburse Intermediaries for reasonable charges and expenses incurred in forwarding solicitation materials to their clients.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 22, 2018

The Securities and Exchange Commission's "Notice and Access" rule provides that companies must include in their mailed proxy materials instructions as to how stockholders can access Amyris's annual report and proxy statement and other soliciting materials on the Internet, a listing of matters to be considered at the relevant stockholder meeting, and instructions as to how shares can be voted. Since we are mailing full sets of proxy materials for the 2018 annual meeting to our stockholders, as permitted by SEC proxy rules, we are including the information required by the Notice and Access rule in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders and proxy card, and we are not distributing a separate Notice of Internet Availability of Proxy Materials.

The proxy materials, including this Proxy Statement and our annual report to stockholders, and a means to vote your shares are available at http://www.allianceproxy.com/Amyris/2018. You will need to enter the 12-digit control number located on the proxy card accompanying this Proxy Statement in order to view the materials and vote.

Questions and Answers

Who can vote at the meeting?

The Board set March 29, 2018, as the record date for the meeting. If you owned shares of our common stock as of the close of business on March 29, 2018, you may attend and vote your shares at the meeting. Each stockholder is entitled to one vote for each share of common stock held on all matters to be voted on. As of March 29, 2018, there were 45,845,314 shares of our common stock outstanding and entitled to vote (as reflected in the records of our stock transfer agent).

What is the quorum requirement for the meeting?

The holders of a majority of our outstanding shares of common stock as of the record date must be present in person or represented by proxy at the meeting in order for there to be a quorum, which is required to hold the meeting and conduct business. If there is no quorum, the holders of a majority of the shares present at the meeting may adjourn the meeting to another date.

TABLE OF CONTENTS

You will be counted as present at the meeting if you are present and entitled to vote in person at the meeting or you have properly submitted a proxy card or voting instruction form, or voted by telephone or over the Internet. Both abstentions and broker non-votes (as described below) are counted for the purpose of determining the presence of a quorum.

As of the record date of March 29, 2018, there were 45,845,314 shares of our common stock outstanding and entitled to vote (as reflected in the records of our stock transfer agent), which means that holders of 22,922,658 shares of our common stock must be present in person or by proxy for there to be a quorum.

What proposals will be voted on at the meeting?

There are six proposals scheduled to be voted on at the meeting:

- Proposal 1 — Election of the four Class II directors nominated by the Board and named herein to serve on the Board for a three-year term.

- Proposal 2 — Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

- Proposal 3 — Approval of amendments to our 2010 Equity Incentive Plan to (i) increase the number of shares of our common stock available for grant and issuance thereunder by 9,000,000 shares and (ii) increase the annual per-participant award limit thereunder to 4,000,000 shares.

- Proposal 4 — Approval of an amendment to our 2010 Employee Stock Purchase Plan to increase the maximum number of shares of our common stock that may be issued over the term of the plan by 1,000,000 shares;

- Proposal 5 — Approval of the issuance to John Melo, our President and Chief Executive Officer, under our 2010 Equity Incentive Plan of (i) a stock option to purchase 3,250,000 shares of our common stock, such award being subject to performance-based vesting conditions as described herein, and (ii) a restricted stock unit award for 700,000 shares of our common stock, such award being subject to time-based vesting in four equal annual installments with an initial vesting date of July 1, 2019 (such awards collectively referred to herein as the “CEO Equity Awards”).

- Proposal 6 — Approval of certain anti-dilution provisions in, and the issuance of shares of our common stock upon the exercise of, warrants issued in securities offerings completed in August 2017 in accordance with NASDAQ Marketplace Rules 5635(c) and (d).

No appraisal or dissenters’ rights exist for any action proposed to be taken at the meeting. We will also consider any other business that properly comes before the meeting. As of the date of this Proxy Statement, we are not aware of any other matters to be submitted for consideration at the meeting. If any other matters are properly brought before the meeting, the persons named in the enclosed proxy card or voting instruction form will vote the shares they represent using their best judgment.

How does the Board recommend I vote on the proposals?

The Board recommends that you vote:

- FOR each of the director nominees named in this Proxy Statement;

-

FOR the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;

- FOR the amendments to our 2010 Equity Incentive Plan;

- FOR the amendment to our 2010 Employee Stock Purchase Plan;

- FOR the approval of the CEO Equity Awards; and

- FOR the approval of the anti-dilution provisions in, and the issuance of shares of our common stock upon the exercise of, warrants issued in securities offerings completed in August 2017.

TABLE OF CONTENTS

How do I vote my shares in person at the meeting?

If your shares of Amyris common stock are registered directly in your name with our stock transfer agent, EQ Shareowner Services (formerly Wells Fargo Shareowner Services), you are considered to be the stockholder of record with respect to those shares. As the stockholder of record, you have the right to vote in person at the meeting.

If your shares are held in a brokerage account or by another Intermediary, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are also invited to attend the meeting. However, since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from the Intermediary (usually your broker) that is the record holder of the shares, giving you the right to vote the shares at the meeting. The meeting will be held on Tuesday, May 22, 2018 at 2:00 p.m. Pacific Time at our headquarters located at 5885 Hollis Street, Suite 100, Emeryville, California 94608. You can find directions to our headquarters on our company website at https://amyris.com/contact-us/.

How can I vote my shares without attending the meeting?

Whether you hold shares directly as a registered stockholder of record or beneficially in street name, you may vote without attending the meeting. You may vote by granting a proxy or, for shares held beneficially in street name, by submitting voting instructions to your broker, bank or other Intermediary. In most cases, you will be able to do this by using the Internet, by telephone or by mail.

- Voting by Internet or telephone. You may submit your proxy over the Internet or by telephone by following the instructions for Internet or telephone voting provided with your proxy materials and on your proxy card or voting instruction form.

- Voting by mail. You may submit your proxy by mail by completing, signing, dating and returning your proxy card or, for shares held beneficially in street name, by following the voting instructions included by your broker or other Intermediary. If you provide specific voting instructions, your shares will be voted as you have instructed.

What happens if I do not give specific voting instructions?

If you are a stockholder of record and you either indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board, or you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the meeting.

If you are a beneficial owner of shares held in street name and do not provide the Intermediary that holds your shares with specific voting instructions, under stock market rules, the Intermediary that holds your shares may generally vote at its discretion only on routine matters and cannot vote on non-routine matters. If the Intermediary that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the Intermediary will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a "broker non-vote." For purposes of voting on non-routine matters, broker non-votes will not be counted as votes cast on such matters and, therefore, will not affect the outcome of Proposal 1 (which requires a plurality of votes properly cast in person or by proxy), or Proposals 3, 4, 5 or 6 (which require a majority of votes properly cast in person or by proxy).

Which proposals are considered "routine" and which are considered "non-routine"?

The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2018 (Proposal 2) is considered a "routine" matter under applicable rules. None of the other proposals are considered "routine" matters. An Intermediary cannot vote without instructions on "non-routine" matters, and therefore we expect there to be broker non-votes on Proposal 1, Proposal 3, Proposal 4, Proposal 5 and Proposal 6.

TABLE OF CONTENTS

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting. The inspector of election will separately count "For" and "Withhold" votes and any broker non-votes in the election of directors (Proposal 1). With respect to the other proposals, the inspector of election will separately count "For" and "Against" votes, abstentions and, other than with respect to Proposal 2, which is considered a "routine" matter under applicable rules, any broker non-votes. Abstentions will be counted toward the vote totals for Proposals 2, 3, 4, 5 (solely with respect to the Bylaw Standard described below) and 6 and will have the same effect as an "Against" vote. Broker non-votes will not count toward the vote totals for Proposals 1, 3, 4, 5 and 6.

What is the vote required to approve each of the Board's proposals?

- Proposal 1 — Election of the Board's four nominees for director. The affirmative vote of a plurality, or the largest number, of the shares of our common stock present in person or by proxy at the annual meeting and entitled to vote is required for the election of the directors. This means that the four director nominees who receive the highest number of "For" votes (among votes properly cast in person or by proxy) will be elected to the board. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

- Proposal 2 — Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. This proposal must receive a "For" vote from the holders of a majority of the shares of our common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as an "Against" vote for this proposal.

- Proposal 3 — Approval of amendments to our 2010 Equity Incentive Plan to (i) increase the number of shares of our common stock available for grant and issuance thereunder by 9,000,000 shares and (ii) increase the annual per-participant award limit thereunder to 4,000,000 shares. This proposal must receive a "For" vote from the holders of a majority of the shares of our common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as an "Against" vote for this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

- Proposal 4 — Approval of an amendment to our 2010 Employee Stock Purchase Plan to increase the maximum number of shares of our common stock that may be issued over the term of the plan by 1,000,000 shares. This proposal must receive a "For" vote from the holders of a majority of the shares of our common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as an "Against" vote for this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

- Proposal 5 — Approval of CEO Equity Awards. This proposal must receive a "For" vote from (i) the holders of a majority of the shares of common stock properly casting votes on this proposal at the annual meeting in person or by proxy (the "Bylaws Standard") and (ii) a majority of the total votes of shares of our common stock not owned, directly or indirectly, by John Melo cast in person or by proxy at the annual meeting (the "Disinterested Standard"). Abstentions will be counted toward the vote total for this proposal for purposes of the Bylaws Standard (but not the Disinterested Standard) and will have the same effect as an "Against" vote for this proposal under the Bylaws Standard. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

4

TABLE OF CONTENTS

•

Proposal 6 — Approval of certain anti-dilution provisions in, and the issuance of shares of our common stock upon the exercise of, warrants issued in securities offerings completed in August 2017 in accordance with NASDAQ Marketplace Rules 5635(c) and (d). This proposal must receive a "For" vote from the holders of a majority of the shares of common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as an "Against" vote for this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

How can I revoke my proxy and change my vote after I return my proxy card?

You may revoke your proxy and change your vote at any time before the final vote at the meeting. If you are a stockholder of record, you may do this by signing and submitting a new proxy card with a later date, by using the Internet or voting by telephone (either of which must be completed by 11:59 p.m. Pacific Time on May 21, 2018 — your latest telephone or Internet proxy is counted), or by attending the meeting and voting in person. Attending the meeting alone will not revoke your proxy unless you specifically request that your proxy be revoked. If you hold shares through an Intermediary, you must contact that Intermediary directly to revoke any prior voting instructions.

How can I find out the voting results of the meeting?

The preliminary voting results will be announced at the meeting. The final voting results will be reported in a Current Report on Form 8-K, which we expect to file with the SEC within four business days after the meeting. If final voting results are not available within four business days after the meeting, we intend to file a Current Report on Form 8-K reporting the preliminary voting results within that period, and subsequently report the final voting results in an amendment to the Current Report on Form 8-K within four business days after the final voting results are known to us.

TABLE OF CONTENTS

Forward-Looking Statements

This Proxy Statement contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. These statements may be identified by their use of such words as “expects,” “anticipates,” “intends,” “hopes,” “believes,” “could,” “may,” “will,” “projects” and “esti other similar expressions, but these words are not the exclusive means of identifying such statements. We caution that a variety of factors, including but not limited to the following, could cause our results to differ materially from those expressed or implied in our forward-looking statements: our cash position and ability to fund our operations; difficulties in predicting future revenues and financial results; the potential loss of, or inability to secure relationships with, key distributors, customers or partners; our limited operating history and lack of revenues generated from the sale of our renewable products; our inability to decrease costs to enable sales of our products at competitive prices; delays in production and commercialization of products due to technical, operational, cost and counterparty challenges; challenges in developing a customer base in markets with established and sophisticated competitors; currency exchange rate and commodity price fluctuations; changes in regulatory schemes governing genetically modified organisms and renewable chemicals; and other risks detailed from time to time in filings we make with the SEC, including our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K. Except as required by law, we assume no obligation to update any forward-looking information that is included in this Proxy Statement.

TABLE OF CONTENTS

Proposal 1 — Election of Directors

General

Under our certificate of incorporation and bylaws, the number of authorized Amyris directors has been fixed at 12 and the Board is divided into the following three classes with staggered three-year terms:

- Class I directors, whose term will expire at the annual meeting of stockholders to be held in 2020;
- Class II directors, whose term will expire at this annual meeting of stockholders and who are nominated for re-election; and
- Class III directors, whose term will expire at the annual meeting of stockholders to be held in 2019.

In accordance with our certificate of incorporation, the Board has assigned each member of the Board to one of the three classes, with the number of directors in each class divided as equally as reasonably possible. As of the date of this Proxy Statement, there are four Class I seats, four Class II seats, and four Class III seats constituting the 12 seats on the Board.

Stockholders are being asked to vote for the four Class II nominees listed below to serve until our 2021 Annual Meeting of Stockholders and until each such director's successor has been elected and qualified, or until each such director's earlier death, resignation or removal. The nominees are all current directors of Amyris.

Vote Required and Board Recommendation

Directors are elected by a plurality of the votes properly cast in person or by proxy. This means that the four Class II nominees receiving the highest number of affirmative (i.e., "For") votes will be elected. At the annual meeting, proxies cannot be voted for a greater number of persons than the four nominees named in this Proposal 1 and stockholders cannot cumulate votes in the election of directors. Shares represented by executed proxies will be voted by the proxy holders, if authority to do so is not withheld for any or all of the nominees, "For" the election of the four nominees named below. If any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for a nominee, if any, designated by the Board to fill the vacancy. As of the date of this Proxy Statement, the Board is not aware that any nominee up for election is unable or will decline to serve as a director. If you hold shares through a bank, broker or other Intermediary of record, you must instruct your bank, broker or other Intermediary of record how to vote so that your vote can be counted on this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

The Board recommends a vote "FOR" each nominee.

Business Experience and Qualifications of Directors

The following tables and biographies set forth information for each nominee for election at the annual meeting and for each director of Amyris whose term of office will continue after the annual meeting:

Nominees for Class II Directors for a Term Expiring in 2021

Name	Age	Amyris Offices and Positions
Philip Eykerman	49	Director
Frank Kung, Ph.D.	69	Director
John Melo	52	Director, President and Chief Executive Officer
R. Neil Williams	65	Director, Chair of Audit Committee

Philip Eykerman has been a member of the Board since May 2017. Mr. Eykerman has served as the Executive Vice-President, Corporate Strategy & Acquisitions of Koninklijke DSM N.V. (together with its affiliates, "DSM"), an entity with which Amyris has a commercial and financial relationship and which is

TABLE OF CONTENTS

an owner of greater than five percent of the company's outstanding common stock, since 2011. In this role, he is responsible for corporate and business group strategy development, budgeting and planning, improvement programs, and all M&A activities. In 2015, he was also appointed as a member of the DSM Executive Committee and at present is responsible for the Pharmaceuticals as well as DSM Food Specialties activities. Next to these roles within DSM, he is also a Supervisory Board member of DSM Sinochem Pharmaceuticals (DSM/Sinochem JV), and a Supervisory Board member of ChemicaInvest (DSM/CVC JV), and previously served as a member of the Supervisory Board of Patheon N.V. from March 2014 to August 2017. Before joining DSM, Mr. Eykerman worked for 14 years at McKinsey & Company of which the last 9 years as a Partner and leader of McKinsey's Chemicals Practice in the Benelux and France. He holds a master degree in Chemical Engineering from the KU Leuven (Belgium) and in Refinery Engineering from the Institut Francais du Pétrole (France). Mr. Eykerman's experience in corporate strategy, mergers and acquisitions and operations enables him to provide insight to the Board regarding potential new opportunities for Amyris.

Dr. Frank Kung has been a member of the Board since November 2017. Dr. Kung is a founding member of Vivo Capital LLC ("Vivo"), a healthcare focused investment firm founded in 1996 in Palo Alto, California, which is an owner of greater than five percent of the company's outstanding common stock. Dr. Kung started his career in the biotechnology industry in 1979 when he joined Cetus Corporation. He later co-founded Cetus Immune Corporation in 1981, which was acquired by its parent company in 1983. In 1984 he co-founded Genelabs Technologies, Inc. where he served as Chairman and CEO until 1995. During his tenure in Genelabs, he brought the company public in 1991, and built it to a 175 employee international biotech company with operations in the United States, Belgium, Singapore, Switzerland and Taiwan. Dr. Kung holds a Bachelor of Science degree in chemistry from the National Tsing Hua University in Taiwan, and a Doctor of Philosophy degree in molecular biology and a Master of Business Administration degree from the University of California, Berkeley. Dr. Kung currently serves on the board of directors of a number of emerging healthcare and biotechnology companies. Dr. Kung's experience in healthcare and biotechnology and investing in companies enables him to provide the Board and management with guidance regarding the company's business strategy and access to financial markets.

John Melo has nearly three decades of combined experience as an entrepreneur and thought leader in the global fuels industry and technology innovation. Mr. Melo has served as our Chief Executive Officer and a director since January 2007 and as our President since June 2008. Before joining Amyris, Mr. Melo served in various senior executive positions at BP Plc (formerly British Petroleum), one of the world's largest energy firms, from 1997 to 2006, most recently as President of U.S. Fuels Operations from 2004 until December 2006, and previously as Chief Information Officer of the refining and marketing segment from 2001 to 2003, Senior Advisor for e-business strategy to Lord Browne, BP Chief Executive, from 2000 to 2001, and Director of Global Brand Development from 1999 to 2000. Before joining BP, Mr. Melo was with Ernst & Young, an accounting firm, from 1996 to 1997, and a member of the management teams of several startup companies, including Computer Aided Services, a management systems integration company, and Alldata Corporation, a provider of automobile repair software to the automotive service industry. Mr. Melo currently serves on the board of directors of Renmatix, Inc., and on the board of the Industrial action of Bio and also on the board of the California Life Sciences Association. Mr. Melo was formerly an appointed member to the U.S. section of the U.S.-Brazil CEO Forum. Mr. Melo's experience as a senior executive at one of the world's largest energy companies provides critical leadership in shaping strategic direction and business transactions, and in building teams to drive innovation.

R. Neil Williams has been a member of the Board since 2013. Mr. Williams served as Executive Vice President and Chief Financial Officer of Intuit Inc. from January 2008 through January 2018. In such position he was responsible for all financial aspects of Intuit, including corporate strategy and business development, investor relations, financial operations and real estate. Before joining Intuit, Mr. Williams was the Executive Vice President and Chief Financial Officer for Visa U.S.A., Inc. In that role, he led all financial functions for Visa U.S.A., Inc. and its subsidiaries, including financial planning, business planning and financial monitoring. Mr. Williams concurrently served as Chief Financial Officer for Inovant LLC, Visa's global information technology organization, responsible for global transactions processing and technology development. His previous banking experience includes senior financial positions at commercial banks in the Southern and Midwest regions of the United States. Since March 2012, Mr. Williams has also served as a board member and chair of the audit committee of RingCentral, Inc. He joined the

board and
8

TABLE OF CONTENTS

audit committee of Oportun, Inc. in November 2017. Mr. Williams is a certified public accountant and received his Bachelor's degree in business administration from the University of Southern Mississippi. Mr. Williams' expertise in accounting, finance and management enables him to provide important insight and guidance to our management team and Board and to serve as chair of our Audit Committee.

Incumbent Class III Directors with a Term Expiring in 2019

Name	Age	Amyris Offices and Positions
John Doerr	65	Director, Chair of Nominating and Governance Committee
Christoph Goppelsroeder	59	Director
Christophe Vuillez	54	Director
Patrick Yang, Ph.D.	69	Director, Member of Leadership Development and Compensation Committee

John Doerr has been a member of the Board since May 2006. Mr. Doerr has been Chairman at Kleiner Perkins Caufield & Byers ("KPCB"), a venture capital firm, since 1980. Mr. Doerr currently serves on the board of directors of Google Inc., as well as on the boards of directors of numerous private companies. Mr. Doerr holds a Bachelor of Science and a Master of Science in Electrical Engineering and Computer Science degrees from Rice University and a Master of Business Administration degree from Harvard University. Mr. Doerr's global business leadership as general partner of KPCB, as well as his outside board experience as director of several public and private companies, enables him to provide valuable insight and guidance to our management team and the Board.

Christoph Goppelsroeder has been a member of the Board since November 2017. Mr. Goppelsroeder has served as the President and CEO of DSM Nutritional Products Ltd. since 2013 and is a member of the DSM Executive Committee. Mr. Goppelsroeder has previously worked at Boston Consulting, Syngenta in its seed care business unit, and F. Hoffman-La Roche in its fine chemicals and vitamins division until the acquisition of such division by DSM in 2003. Mr. Goppelsroeder holds a degree in engineering from the Swiss Federal Institute of Technology and a Master of Business Administration degree from Insead, Fontainebleau. Mr. Goppelsroeder's experience in the health and nutrition market enables him to provide the Board with critical insight into a potential growth area of the company's business.

Christophe Vuillez has been a member of the Board since November 2016. Mr. Vuillez is a Senior Vice President, and the Head of Strategy, Development and Research of the Refining & Chemicals division of Total S.A., one of the world's largest energy companies (together with its affiliates, "Total"), and an entity with which Amyris has a commercial and financial relationship and which is an owner of greater than five percent of the company's outstanding common stock. Mr. Vuillez has piloted a number of M&A projects for the Refining & Chemicals division, and he has also been a longstanding member of the supervisory committee for Total's venture capital activities. Mr. Vuillez has nearly 30 years of international experience in the various stages of diverse technological, industrial and corporate development and strategy: from leading and managing applied R&D in the aerospace industry, managing the construction and operation of complex industrial facilities in the oil and gas industry, to holding different executive positions throughout the growth and development of a French telecom from being a startup through its becoming a major player in the industry. Mr. Vuillez holds an advanced degree in aerospace science and technologies from the Ecole Supérieure de l'Aéronautique et de l'Espace in Toulouse, France, which he obtained after graduating from the prestigious French Ecole Polytechnique. Mr. Vuillez brings deep knowledge and significant experience in the areas of early stage growth companies, corporate development and strategy and industrial production facilities, which enables him to make a strategic contribution to the Board and provide guidance to the management team in these areas.

Dr. Patrick Yang has been a member of the Board since July 2014. Dr. Yang has served as Executive Vice President and Senior Advisor to the CEO of Juno Therapeutics, Inc., a biopharmaceutical company focused on developing innovative cellular immunotherapies for the treatment of cancer, since November 2017. From January 2010 through March 2013, Dr. Yang served as Executive Vice President and Global Head of Technical Operations for F. Hoffmann-La Roche Ltd. ("Roche"), where he was responsible for Roche's pharmaceutical and biotech manufacturing operations, process development, quality,

TABLE OF CONTENTS

regulatory, supply management and distribution functions. Before joining Roche, Dr. Yang worked for Genentech Inc., where he most recently served as Executive Vice President of Product Operations, and was responsible for manufacturing, process development, quality, regulatory affairs and distribution functions. Prior to joining Genentech Inc., Dr. Yang worked for Merck & Co., where he held several leadership roles including Vice President of Asia/Pacific Manufacturing Operations and Vice President of Supply Chain Management. He also previously worked at General Electric Co. and Life Systems, Inc. Dr. Yang currently serves on the boards of directors of Andeavor (formerly Tesoro Corporation), Codexis, Inc. and PharmaEssentia Corporation, and previously served on the board of directors of Celladon Corporation from March 2014 until May 2015. Dr. Yang's experience with the biotechnology industry and operations has enabled him to provide insight and guidance to our management team and the Board.

Incumbent Class I Directors with a Term Expiring in 2020

Name	Age	Amyris Offices and Positions
Geoffrey Duyk, M.D., Ph.D.	57	Director, Interim Chair of the Board and Member of Audit Committee
Carole Piwnica	59	Director, Chair of Leadership Development and Compensation Committee and Member of Nominating and Governance Committee
Fernando de Castro Reinach, Ph.D.	60	Director, Member of Audit Committee
His Highness Sheikh Abdullah bin Khalifa Al Thani	57	Director

Dr. Geoffrey Duyk has been a member of the Board since May 2012 and has served as the interim Chair of the Board since May 2014. Dr. Duyk previously served on the Board from May 2006 to May 2011. Dr. Duyk is a partner of Circularis Partners LP. Previously, Dr. Duyk served as a partner and managing director of TPG Alternative & Renewable Technologies (together with its affiliates, "TPG") from 2004 to 2017. Prior to TPG, he served on the board of directors and was President of Research and Development at Exelixis, Inc., a biopharmaceutical company focusing on drug discovery, from 1996 to 2003. Prior to Exelixis, Dr. Duyk was Vice President of Genomics and one of the founding scientific staff at Millennium Pharmaceuticals, from 1993 to 1996. Before that, Dr. Duyk was an Assistant Professor at Harvard Medical School in the Department of Genetics and Assistant Investigator of the Howard Hughes Medical Institute. Dr. Duyk currently serves on the boards of directors of: Elevance Renewable Sciences; Inocucor Technologies, Inc.; and reGen Holdings Limited as well as on the non-profit Case Western Reserve University Board of Trustees and The American Society of Human Genetics board of directors. Dr. Duyk is also a member of the Institute Board of Directors of the Moffitt Cancer Center where he chairs the Research and Development committee. Dr. Duyk serves as a member of Scientific Advisory Boards for Bayer CropSciences, HudsonAlpha, and Lawrence Berkeley National Laboratory (DOE). He served on the board of directors of Beta Renewables from 2011 to 2017, EPIRUS Biopharmaceuticals, Inc. from July 2014 to July 2016, Galleon Pharmaceuticals, Inc. from 2007 to 2016, Genomatica, Inc. from 2012 to 2017, Karas Pharmaceuticals, Inc. from 2010 to 2015, The Wesleyan University Board of Trustees from 2008 to June 2014, Aerie Pharmaceuticals from August 2005 to June 2017, and DNAnexus, Inc. from 2011 to 2017. Dr. Duyk is currently a Board Observer of Anuvia Planet Nutrients; DNAnexus and Genomatica. Dr. Duyk holds a Bachelor of Arts degree in Biology from Wesleyan University and Doctor of Philosophy and Medicine degrees from Case Western Reserve University. Dr. Duyk's experience with the biotechnology industry enables him to provide insight and guidance to our management team and Board.

Carole Piwnica has been a member of the Board since September 2009. Ms. Piwnica has been Director of NAXOS UK, a consulting firm advising private equity, since January 2008. Previously, Ms. Piwnica served as a director, from 1996 to 2006, and Vice-Chairman of Governmental Affairs, from 2000 to 2006, of Tate & Lyle Plc, a European food and agricultural ingredients company. She was a chairman of Amylum Group, a European food ingredient company and affiliate of Tate & Lyle Plc, from 1996 to 2000. Ms. Piwnica was a member of the board of directors of Aviva plc, a British insurance company, from May 2003 to December 2011, a member of the Biotech Advisory Council of Monsanto from May 2006 to October 2009, a member of the board of directors of Dairy Crest from 2007 until 2010, a member of the board of directors of Toepfer Gmbh from 1996 until 2010 and a member of the board of directors of Louis

TABLE OF CONTENTS

Delhaize (retail, Belgium) from 2010 until 2013. In 2010, Ms. Piwnica was appointed as a member of the boards of Eutelsat (satellites, France) and Sanofi (pharmaceuticals, France). In 2014, she was appointed as a member of the board of Rothschild (financial services, France). Ms. Piwnica holds a Law degree from the Université Libre de Bruxelles and a Master of Laws degree from New York University. She has also been a member of the bar association of the state of New York, USA since 1985 and was a member of the bar association of Paris, France from 1988 until 2013. Based on her multinational corporate leadership experience and extensive legal and corporate governance experience, Ms. Piwnica contributes guidance to the management team and the Board in leadership of multinational agricultural processing businesses and on legal and corporate governance obligations and best practices.

Dr. Fernando de Castro Reinach has been a member of the Board since September 2008. Dr. Reinach has been a managing partner of Pitanga Fund, a venture capital fund based in Brazil, since May 2011. From 2001 to May 2010, Dr. Reinach was a general partner at Votorantim Novos Negócios Ltda. Before joining Votorantim, he was involved in the creation of two companies, Genomic Engenharia Molecular Ltda., a molecular diagnostic laboratory, and .ComDominio S/A, a datacenter company. Dr. Reinach holds a Bachelor of Science degree in biology from the University of São Paulo and a Doctor of Philosophy degree in Cell and Molecular Biology from Cornell University Medical College. Dr. Reinach's experience with Brazilian business practices enables him to provide important insight and guidance to our management team and Board and to assist management with establishing and developing operations in Brazil.

His Highness Sheikh Abdullah bin Khalifa Al Thani ("HH") has been a member of the Board since March 2012. HH has served as Special Advisor to the Emir of Qatar since his appointment in April 2007, and was Prime Minister of Qatar from October 1996 to April 2007. HH has served as chairman of the board of directors of Qatar Investment and Projects Development Holding Company, a Qatari investment group, since March 2011 and as chairman of the board of directors of Specialized International Services (SIS) Qatar, a business investment company, since October 2011. HH graduated from the Royal Military Academy Sandhurst. HH brings to the Board and our management team extensive experience in project development and investment, and his international stature and resources provide us with potential additional opportunities to build and finance our business.

Arrangements Concerning Selection of Directors

In February 2012, pursuant to a Letter Agreement (the "Letter Agreement") entered into in connection with the sale of our common stock to certain investors including Biolding Investment SA ("Biolding"), Naxyris S.A., an investment vehicle owned by Naxos Capital Partners SCA Sicar ("Naxyris"), and Maxwell (Mauritius) Pte Ltd ("Maxwell"), we agreed to appoint, and to use reasonable efforts consistent with the Board's fiduciary duties to cause the re-nomination by the Board in the future of:

- One person designated by Biolding to serve as a member of the Board. Pursuant to the Letter Agreement, Biolding (an affiliate of HH) designated HH to serve as the Biolding representative on the Board. Biolding's designation rights terminate upon a sale of Amyris or Biolding holding less than 173,010 shares of our common stock. As of March 31, 2018, Biolding beneficially owned 518,022 shares of our common stock, representing approximately 1.1% of our outstanding common stock (this includes the assumed exercise of certain warrants held by Biolding).

- One person designated by Naxyris to serve as a member of the Board. Pursuant to the Letter Agreement, Naxyris designated Ms. Piwnica (who was already on the Board) to serve as the Naxyris representative on the Board. Naxyris' designation rights terminate upon a sale of Amyris or Naxyris holding less than 115,340 shares of our common stock. As of March 31, 2018, Naxyris beneficially owned 1,460,299 shares of our common stock, representing approximately 3.2% of our outstanding common stock (this includes the assumed exercise of certain warrants held by Naxyris). Ms. Piwnica is Director of NAXOS UK, a consulting firm advising private equity and an affiliate of Naxos Capital Partners SCA Sicar, which owns Naxyris, and receives compensation and benefits from NAXOS UK pursuant to its standard compensation policies and practices.

TABLE OF CONTENTS

•

One person designated by Maxwell to serve as a member of the Board. Pursuant to the Letter Agreement, Maxwell initially designated Dr. Nam-Hai Chua to serve as the Maxwell representative on the Board and, following Dr. Chua's resignation from the Board effective June 7, 2015, Maxwell designated Abraham Klaeijsen to serve as the Maxwell representative on the Board and he was appointed on June 7, 2015. Mr. Klaeijsen subsequently resigned from the Board on November 2, 2017 and as of March 31, 2018, Maxwell has not designated his replacement. Maxwell's designation rights terminate upon a sale of Amyris or Maxwell holding less than 173,010 shares of our common stock. As of March 31, 2018, Maxwell beneficially owned 5,370,644 shares of our common stock, representing approximately 11.2% of our outstanding common stock (this includes the assumed conversion and exercise of certain convertible promissory notes and warrants, respectively, held by Maxwell, as described below under the Section titled "Security Ownership of Certain Beneficial Owners and Management").

Mr. Vuillez was designated to serve on the Board by Total pursuant to a letter agreement between Amyris and Total. In June 2010, we issued 7,101,548 shares of our Series D preferred stock to Total that converted into 643,401 shares of our common stock upon the completion of our initial public offering in September 2010. In connection with such equity investment, we agreed to appoint a person designated by Total to serve as a member of the Board, and to use reasonable efforts consistent with the Board's fiduciary duties to cause the director designated by Total to be re-nominated by the Board in the future. Pursuant to the letter agreement, Total initially designated Philippe Boisseau to serve as the Total representative on the Board and, following Mr. Boisseau's resignation from the Board on October 31, 2016, Total designated Mr. Vuillez to serve as the Total representative on the Board and he was appointed on November 3, 2016. Total's designation rights terminate upon the earlier of Total holding less than 321,700 shares of our common stock or a sale of Amyris. As of March 31, 2018, Total beneficially owned 8,946,701 shares of our common stock, representing approximately 17.7% of our outstanding common stock (this includes the assumed conversion and exercise of certain convertible promissory notes and warrants, respectively, held by Total, as described below under the Section titled "Security Ownership of Certain Beneficial Owners and Management"). Mr. Vuillez is an employee of Total and receives compensation and benefits from Total pursuant to its standard compensation policies and practices.

Pursuant to a Stockholder Agreement entered into in May 2017, and subsequently amended and restated in August 2017, in connection with the sale of our Series B 17.38% Convertible Preferred Stock and warrants to DSM (the "DSM Stockholder Agreement"), we agreed to appoint, and to use reasonable efforts consistent with the Board's fiduciary duties to cause the re-nomination by the Board in the future of, two persons designated by DSM to serve as members of the Board. Pursuant to the DSM Stockholder Agreement, DSM initially designated Mr. Eykerman to serve as a DSM representative on the Board and, following the amendment and restatement of the DSM Stockholder Agreement in August 2017, DSM designated Mr. Goppelsroeder to serve as the second DSM representative on the Board. DSM's designation rights terminate, with respect to one designee, at such time as DSM beneficially owns less than 10% of our outstanding common stock and, with respect to both designees, at such time as DSM beneficially owns less than 4.5% of our outstanding common stock. As of March 31, 2018, DSM beneficially owned 16,621,192 shares of our common stock, representing approximately 30.9% of our outstanding common stock (this includes the assumed exercise of certain warrants held by DSM, as described below under the Section titled "Security Ownership of Certain Beneficial Owners and Management"). Messrs. Eykerman and Goppelsroeder are employees of DSM and receive compensation and benefits from DSM pursuant to its standard compensation policies and practices.

In August 2017, pursuant to a Stockholder Agreement (the "Vivo Stockholder Agreement") entered into in connection with the sale of our common stock, Series D Convertible Preferred Stock and warrants to Vivo, we agreed to appoint, and to use reasonable efforts consistent with the Board's fiduciary duties to cause the re-nomination by the Board in the future of, one person designated by Vivo to serve as a member of the Board. Pursuant to the Vivo Stockholder Agreement, Vivo designated Dr. Kung to serve as the Vivo representative on the Board. Vivo's designation rights terminate at such time as Vivo beneficially owns less than 4.5% of our outstanding common stock. As of March 31, 2018, Vivo beneficially owned 4,774,534 shares of our common stock, representing 9.99% of our outstanding common stock (this includes the assumed conversion and exercise of certain shares of preferred stock and warrants, respectively, held by Vivo, as described below under the Section titled "Security Ownership of Certain Beneficial

Owners and
12

TABLE OF CONTENTS

Management"). Dr. Kung is a founding member of Vivo and receives compensation and benefits from Vivo pursuant to its standard compensation policies and practices.

Mr. Doerr and Dr. Duyk were initially designated to serve on the Board by KPCB and TPG, respectively, pursuant to a voting agreement as most recently amended and restated on June 21, 2010 (Dr. Duyk resigned from the Board in May 2011 and was re-appointed to the Board in May 2012). As of the date of this Proxy Statement, notwithstanding the expiration of the voting agreement upon completion of our initial public offering in September 2010, Mr. Doerr and Dr. Duyk continue to serve on the Board and we expect each of them to continue to serve as a director until his resignation or until his successor is duly elected by the holders of our common stock. Mr. Doerr receives compensation and benefits from KPCB pursuant to its standard compensation policies and practices.

Independence of Directors

Under the corporate governance rules of The NASDAQ Stock Market ("NASDAQ"), a majority of the members of the Board must qualify as "independent," as affirmatively determined by the Board. The Board and the Nominating and Governance Committee of the Board consult with our legal counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in the applicable NASDAQ rules. The NASDAQ criteria include various objective standards and a subjective test. A member of the Board is not considered independent under the objective standards if, for example, he or she is, or at any time during the past three years was, employed by Amyris, he or she received compensation (other than standard compensation for Board service) in excess of $120,000 during a period of twelve months within the past three years, or he or she is an executive officer of any organization to which Amyris made, or from which the Amyris received, payments for property or services (other than payments arising solely from investments in our securities or payments under non-discretionary charitable contribution matching programs) in the current or any of the past three fiscal years that exceed 5% of the recipient's gross revenues for that year, or $200,000, whichever is more.

The subjective test under the NASDAQ rules for director independence requires that each independent director not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The subjective evaluation of director independence by the Board was made in the context of the objective standards referenced above. In making independence determinations, the Board generally considers commercial, financial and professional services, and other transactions and relationships between Amyris and each director and his or her family members and affiliated entities.

Based on such criteria, the Board determined that (i) Mr. Melo is not independent because he is an Amyris employee, (ii) Mr. Vuillez is not independent because he is an employee of Total (with which we have a joint venture arrangement and commercial and financial relationships, as described below under the Section titled "Transactions with Related Persons"), and (iii) Messrs. Eykerman and Goppelsroeder are not independent because they are each employees of DSM (with which we have a commercial and financial relationship, as described below under the Section titled "Transactions with Related Persons").

For each of the directors other than Messrs. Melo, Vuillez, Eykerman and Goppelsroeder, the Board determined that none of the transactions or other relationships of such directors (and their respective family members and affiliated entities) with Amyris, our executive officers and our independent registered public accounting firm exceeded NASDAQ objective standards and none would otherwise interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. The following is a description of these relationships:

•

Mr. Doerr is a manager of the general partners of entities affiliated with KPCB Holdings, Inc. As of March 31, 2018, KPCB Holdings, Inc., as nominee for entities affiliated with KPCB, held 278,882 shares of our common stock, which represented approximately 0.6% of our outstanding common stock. In addition, Mr. Doerr indirectly owns all of the membership interests in Foris Ventures, LLC ("Foris"), which beneficially owned 4,612,773 shares of our common stock as of March 31, 2018, representing 9.99% of our outstanding common stock (this includes the assumed

TABLE OF CONTENTS

conversion and exercise of certain shares of preferred stock, convertible promissory notes and warrants, respectively, held by Foris, as described below under the Section titled "Security Ownership of Certain Beneficial Owners and Management").

- Ms. Piwnica was designated to serve as a director by Naxyris. As of March 31, 2018, Naxyris beneficially owned 1,460,299 shares of our common stock, representing approximately 3.2% of our outstanding common stock (this includes the assumed exercise of certain warrants held by Naxyris).

- Dr. Reinach is the sole director of Sualk Capital Ltd ("Sualk"), which purchased shares of our common stock in private placement offerings during 2012. As of March 31, 2018, Sualk beneficially owned 11,360 shares of our common stock.

- HH indirectly owns, and was designated to serve as a director by, Biolding. As of March 31, 2018, Biolding beneficially owned 518,022 shares of our common stock, representing approximately 1.1% of our outstanding common stock (this includes the assumed exercise of certain warrants held by Biolding).

- Dr. Kung is a founding member of Vivo and a voting member of the general partner of entities affiliated with Vivo which purchased our common stock, Series D Convertible Preferred Stock and warrants in August 2017, and was designated to serve as a director by Vivo. As of March 31, 2018, Vivo beneficially owned 4,774,534 shares of our common stock, representing 9.99% of our outstanding common stock (this includes the assumed conversion and exercise of certain shares of preferred stock and warrants, respectively, held by Vivo, as described below under the Section titled "Security Ownership of Certain Beneficial Owners and Management").

Consistent with these considerations, after a review of all relevant transactions and relationships between each director, any of his or her family members and affiliated entities, Amyris, our executive officers and our independent registered public accounting firm, the Board affirmatively determined that a majority of the Board is comprised of independent directors, and that the following directors are independent: John Doerr, Geoffrey Duyk, Frank Kung, Carole Piwnica, Fernando de Castro Reinach, HH, R. Neil Williams and Patrick Yang.

Board Leadership Structure

The Board is composed of our Chief Executive Officer, John Melo, and eleven non-management directors. Geoffrey Duyk, one of our independent directors, currently serves the principal Board leadership role as the Board's interim Chair. The Board expects to appoint an independent director as permanent Chair. The Board does not have any policy that the Chair must necessarily be separate from the chief executive officer, but the Board appointed Dr. Duyk as interim Chairman in May 2014 until a permanent Chair could be identified. Dr. Duyk's (and his successor's) responsibilities as Board Chair include working with management to develop agendas for Board meetings, calling special meetings of the Board, presiding at executive sessions of independent Board members, gathering input from Board members on chief executive officer performance and providing feedback to the Chief Executive Officer, gathering input from Board members after meetings and through an annual self-assessment process and communicating feedback to the Board and the Chief Executive Officer, as appropriate, and serving as Chief Executive Officer in the absence of another designated Chief Executive Officer. The Board believes that having an independent Chair helps reinforce the Board's independence from management in its oversight of our business and affairs. In addition, the Board believes that this structure helps to create an environment that is conducive to objective evaluation and oversight of management's performance and related compensation, increasing management accountability and improving the ability of the Board to monitor whether management's actions are in our best interests and those of our stockholders. Further, this structure permits our Chief Executive Officer to focus on the management of our day-to-day operations. Accordingly, we believe our current Board leadership structure contributes to the effectiveness of the Board as a whole and, as a result, is the most appropriate structure for us at the present time.

Role of the Board in Risk Oversight

We consider risk as part of our regular evaluation of business strategy and decisions. Assessing and managing risk is the responsibility of our management, which establishes and maintains risk management

TABLE OF CONTENTS

processes, including prioritization processes, action plans and mitigation measures, designed to balance the risk and benefit of opportunities and strategies. It is management's responsibility to anticipate, identify and communicate risks to the Board and/or its committees. The Board as a whole oversees our risk management systems and processes, as implemented by management and the Board's committees. As part of its oversight role, the Board has established an enterprise risk management process that involves management discussions with and updates to members of the Audit Committee regarding enterprise risk prioritization and mitigation. In addition, the Board uses its committees to assist in its risk oversight function as follows:

- The Audit Committee has responsibility for overseeing our financial controls and risk and legal and regulatory matters.

- The Leadership Development and Compensation Committee is responsible for oversight of risk associated with our compensation programs and plans.

- The Nominating and Governance Committee is responsible for oversight of Board processes and corporate governance related risks.

The Board receives regular reports from committee Chairs regarding the committees' activities. In addition, discussions with the Board regarding our strategic plans and objectives, business results, financial condition, compensation programs, strategic transactions, and other business discussed with the Board include discussions of the risks associated with the particular item under consideration.

Meetings of the Board and Committees

During 2017, the Board held seven meetings, and its three standing committees (the Audit Committee, Leadership Development and Compensation Committee and Nominating and Governance Committee) collectively held 20 meetings. Of such meetings, the Audit Committee held twelve meetings, the Leadership Development and Compensation Committee held six meetings and the Nominating and Governance Committee held two meetings. With the exception of HH, each incumbent director attended at least 75% of the meetings of the Board and of the committees on which such director served that were held during the period that such director served in 2017. The Board's policy is that directors are encouraged to attend our annual meetings of stockholders. One director attended our 2017 annual meeting of stockholders.

The following table provides membership and meeting information for the Board and its committees in 2017:

Member of the Board in 2017	Board	Audit Committee	Leadership Development and Compensation Committee	Nominating and Governance Committee
John Doerr(1)	X		X	Chair
Geoffrey Duyk, M.D., Ph.D.	Chair	X		
Philip Eykerman(2)	X			
Margaret Georgiadis(3)	X			
Christoph Goppelsroeder(4)	X			
Abraham (Bram) Klaeijsen(5)	X			
Frank Kung, Ph.D.(6)	X			
John Melo	X			
Carole Piwnica	X		Chair	X

Fernando de Castro Reinach, Ph.D.	X	X		
HH Sheikh Abdullah bin Khalifa Al Thani(7)	X			
Christophe Vuillez	X			
R. Neil Williams	X	Chair		
Patrick Yang, Ph.D.(8)	X		X	
Total meetings in 2017(9)	7	12	6	2

(1)
Mr. Doerr resigned from the Leadership Development and Compensation Committee effective May 19, 2017.

TABLE OF CONTENTS

(2)
Mr. Eykerman was appointed to the Board on May 18, 2017.

(3)
Ms. Georgiadis resigned from the Board effective March 16, 2017.

(4)
Mr. Goppelsroeder was appointed to the Board on November 2, 2017.

(5)
Mr. Klaeijsen resigned from the Board effective November 2, 2017.

(6)
Dr. Kung was appointed to the Board on November 2, 2017.

(7)
HH attended 0 of 7 Board meetings held during 2017.

(8)
Dr. Yang was appointed to the Leadership Development and Compensation Committee on May 18, 2017.

(9)
Includes one concurrent meeting of the Board and the Leadership Development and Compensation Committee.

Committees of the Board

The Board has established an Audit Committee, a Leadership Development and Compensation Committee, and a Nominating and Governance Committee, each as described below. Members are appointed by the Board to serve on these committees until their resignations or until otherwise determined by the Board.

Audit Committee

The Audit Committee was established by the Board in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (the "Exchange Act"), and assists the Board in fulfilling the Board's oversight of our accounting and system of internal controls, the quality and integrity of our financial reports, and the retention, independence and performance of our independent registered public accounting firm.

Under NASDAQ rules, we must have an audit committee of at least three members, each of whom must be independent as defined under the rules and regulations of NASDAQ and the Securities and Exchange Commission (the "SEC"). Our Audit Committee is currently composed of three directors: Mr. Williams and Drs. Duyk and Reinach. Mr. Williams is the Chair of the Audit Committee. The composition of the Audit Committee meets the requirements for independence under current NASDAQ and SEC rules and regulations. The Board has determined that each member of the Audit Committee is independent (as defined in the relevant NASDAQ and SEC rules and regulations), and is financially literate and able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, the Board has determined that Mr. Williams is an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act"), with employment experience in finance and accounting and other comparable experience that results in his financial sophistication. Being an "audit committee financial expert" does not impose on Mr. Williams any duties, obligations or liabilities that are greater than are generally imposed on him as a member of the Audit Committee and the Board. The Board has adopted a written charter for our Audit Committee that is posted on our company website at http://investors.amyris.com/corporate-governance.cfm.

The Audit Committee performs, among others, the following functions:

- oversees our accounting and financial reporting processes and audits of our consolidated financial statements;

- oversees our relationship with our independent auditors, including appointing or changing our independent auditors and ensuring their independence;

- reviews and approves the audit and permissible non-audit services to be provided to us by our independent auditors;

- facilitates communication among our independent auditors, our financial and senior management, and the Board; and

TABLE OF CONTENTS

- monitors the periodic reviews of the adequacy of our accounting and financial reporting processes and systems of internal control that are conducted by our independent auditors and our financial and senior management.

In addition, the Audit Committee generally reviews and approves any proposed transaction between Amyris and any related party, establishes procedures for the receipt, retention and treatment of complaints received by Amyris regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Amyris employees of their concerns regarding suspected violations of laws, governmental rules or regulations, accounting, internal accounting controls or auditing matters, or company policies (including the administration of our whistleblower policy), and oversees the review of any complaints and submissions received through the complaint and anonymous reporting procedures.

Leadership Development and Compensation Committee

Under NASDAQ rules, compensation of the executive officers of a company must be determined, or recommended to the Board for determination, either by independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate, or by a compensation committee composed solely of independent directors. Amyris has established the Leadership Development and Compensation Committee for such matters, which is currently composed of two directors: Ms. Piwnica and Dr. Yang. Ms. Piwnica is the Chair of the Leadership Development and Compensation Committee. The Board, after consideration of all factors specifically relevant to determining whether either Ms. Piwnica or Dr. Yang has a relationship to Amyris that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to, (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by Amyris to such director and (ii) whether such director is affiliated with Amyris, has determined that each member of the Leadership Development and Compensation Committee is independent (as defined in the relevant NASDAQ and SEC rules and regulations). The Board has adopted a written charter for our Leadership Development and Compensation Committee that is posted on our company website at http://investors.amyris.com/corporate-governance.cfm.

The purpose of the Leadership Development and Compensation Committee is to provide guidance and periodic monitoring for all of our compensation, benefit, perquisite and equity programs. The Leadership Development and Compensation Committee, through delegation from the Board, has principal responsibility to evaluate, recommend, approve and review executive officer and director compensation arrangements, plans, policies and programs maintained by Amyris and to administer our cash-based and equity-based compensation plans, and may also make recommendations to the Board regarding the Board's remaining responsibilities relating to executive compensation. The Leadership Development and Compensation Committee discharges the responsibilities of the Board relating to compensation of our executive officers, and, among other things:

- reviews and approves the compensation of our executive officers;

- reviews and recommends to the Board the compensation of our non-employee directors;

- reviews and approves the terms of any compensation agreements with our executive officers;

- administers our stock and equity incentive plans;

- reviews and makes recommendations to the Board with respect to incentive compensation and equity incentive plans; and

- establishes and reviews our overall compensation strategy.

The Leadership Development and Compensation Committee also reviews the Compensation Discussion and Analysis section of our Proxy Statement and recommends to the Board whether it be included in the Proxy Statement, has responsibility for the review of our pay ratio disclosure, and prepares a report of the Leadership Development and Compensation Committee for inclusion in our Proxy Statement in accordance with SEC rules. The Leadership Development and Compensation Committee has authority to form and delegate authority to subcommittees, as appropriate.

TABLE OF CONTENTS

The Board has established a Management Committee for Employee Equity Awards ("MCEA"), consisting of our Chief Human Resources Officer and our Chief Executive Officer. The MCEA may grant equity awards to employees who are not officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated under the Exchange Act) of Amyris, provided that the MCEA is only authorized to grant equity awards that meet grant guidelines approved by the Board or Leadership Development and Compensation Committee. These guidelines set forth, among other things, any limit imposed by the Board or Leadership Development and Compensation Committee on the total number of shares of our common stock that may be subject to equity awards granted to employees by the MCEA, and any requirements as to the size of an award based on the seniority of an employee or other factors.

Under its charter, the Leadership Development and Compensation Committee has the authority, at Amyris' expense, to retain legal and other consultants, accountants, experts and compensation or other advisors of its choice to assist the Leadership Development and Compensation Committee in connection with its functions. During the past fiscal year, the Leadership Development and Compensation Committee engaged Compensia, Inc. ("Compensia") as its compensation consultant. Compensia also served as the Committee's compensation consultant from 2012 through 2016. Compensia provided the following services during 2017 (or in connection with 2017 compensation):

- reviewed and provided recommendations on the composition of Amyris's compensation peer group, and provided compensation data relating to executives at the selected peer group companies;
- conducted a review of the total compensation arrangements for all executive officers of Amyris;
- provided advice on executive officers' compensation, including composition of compensation for base salary, short-term incentive (cash bonus) plan and long-term incentive (equity) plans;
- provided advice on executive officers' cash bonus plan;
- assisted with executive equity program design, including analysis of equity mix, aggregate share usage and target grant levels;
- provided advice and recommendations regarding executive perquisites and Amyris's executive severance plan;
- provided advice and recommendations on compensation elements of newly-hired executives;
- updated the Leadership Development and Compensation Committee on emerging trends/best practices and regulatory requirements in the area of executive and director compensation, including equity and cash compensation;
- provided advice and recommendations regarding certain non-executive employee equity grants; and
- assisted with the analysis related to our pay ratio disclosure.

The Leadership Development and Compensation Committee determined that Compensia did not have any relationships with Amyris or any of its officers or directors or any conflicts of interest that would impair Compensia's

independence.

The Human Resources, Finance and Legal departments of Amyris work with our Chief Executive Officer to design and develop new compensation programs applicable to our executive officers and non-employee directors, to recommend changes to existing compensation programs, to recommend financial and other performance targets to be achieved under those programs, to prepare analyses of financial data, to prepare peer group compensation comparisons and other committee briefing materials, and to implement the decisions of the Leadership Development and Compensation Committee. Members of these departments and our Chief Executive Officer also meet separately with Compensia to convey information on proposals that management may make to the Leadership Development and Compensation Committee, as well as to allow Compensia to collect information about Amyris to develop its recommendations. In addition, our Chief Executive Officer conducts reviews of the performance and

TABLE OF CONTENTS

compensation of our other executive officers, and based on these reviews and input from Compensia and our Human Resources department, makes recommendations regarding executive compensation (other than his own) directly to the Leadership Development and Compensation Committee.

For the Chief Executive Officer's compensation, the Chief Human Resources Officer works directly with the Chair of the Leadership Development and Compensation Committee, as well as Compensia and the Human Resources, Finance and Legal departments of Amyris, to design, develop, recommend to the Leadership Development and Compensation Committee and implement the above compensation analyses and programs, as well as review the performance of the Chief Executive Officer. None of our executive officers participated in the determinations or deliberations of the Leadership Development and Compensation Committee regarding the amount of any component of his or her own 2017 compensation.

Nominating and Governance Committee

Under NASDAQ rules, director nominees must be selected, or recommended for the Board's selection, either by independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate, or by a nominations committee composed solely of independent directors. Amyris has established the Nominating and Governance Committee for such matters, which is currently composed of two directors: Mr. Doerr and Ms. Piwnica. Mr. Doerr is the Chair of the Nominating and Governance Committee. The Board has determined that each member of the Nominating and Governance Committee is independent (as defined in the relevant NASDAQ and SEC rules and regulations). The Board has adopted a written charter for our Nominating and Governance Committee that is posted on our company website at http://investors.amyris.com/corporate-governance.cfm.

The purpose of the Nominating and Governance Committee is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and Amyris, and to assist the Board with respect to corporate governance matters, including:

- identifying, considering and nominating candidates for membership on the Board;
- developing, recommending and periodically reviewing corporate governance guidelines and policies for Amyris (including our Corporate Governance Principles, Code of Business Conduct and Ethics and Insider Trading Policy); and
- advising the Board on corporate governance and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees.

The Nominating and Governance Committee also monitors the size, leadership and committee structure and composition of the Board and makes any recommendations for changes to the Board, reviews our narrative disclosures in SEC filings regarding the director nomination process, Board leadership structure and risk oversight by the Board, considers and approves any requested waivers under our Code of Business Conduct and Ethics, reviews and makes recommendations to the Board regarding formal procedures for stockholder communications with members of the Board, reviews with the Chief Executive Officer and Board leadership the succession plans for senior management positions, and oversees an annual self-assessment process for the Board.

Director Nomination Process

In carrying out its duties to consider and nominate candidates for membership on the Board, the Nominating and Governance Committee considers a mix of perspectives, qualities and skills that would contribute to the overall corporate goals and objectives of Amyris and to the effectiveness of the Board. The Nominating and Governance Committee's goal is to nominate directors who will provide a balance of industry, business and technical knowledge, experience and capability. To this end, the Nominating and Governance Committee considers a variety of characteristics for director candidates, including demonstrated ability to exercise sound business judgment, relevant industry or business experience, understanding of and experience with issues and requirements facing public

companies, excellence and a record of professional achievement in the candidate's field, relevant technical knowledge or aptitude, having sufficient time and energy to devote to the affairs of Amyris, independence for purposes of compliance with NASDAQ and SEC rules and regulations, as applicable, and commitment to rigorously represent the

19

TABLE OF CONTENTS

long-term interests of our stockholders. Although the Nominating and Governance Committee uses these and other criteria to evaluate potential nominees, we have no stated minimum criteria for nominees. While we do not have a formal policy with regard to the consideration of diversity in identifying director nominees, the Nominating and Governance Committee strives to nominate directors with a variety of complementary skills and experience so that, as a group, the Board will possess the appropriate talent, skills and experience to oversee our business.

The Nominating and Governance Committee generally uses the following processes for identifying and evaluating nominees for director:

- In the case of incumbent directors, the Nominating and Governance Committee reviews the director's overall service to Amyris during such director's term, including performance, effectiveness, participation and independence.

- In seeking to identify new director candidates, the Nominating and Governance Committee may use its network of contacts to compile a list of potential candidates and may also engage, if deemed appropriate, a professional search firm. The Nominating and Governance Committee would conduct any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Governance Committee would then meet to discuss and consider the candidates' qualifications and select nominees for recommendation to the Board by majority vote.

The Nominating and Governance Committee will consider director candidates recommended by stockholders and will use the same criteria to evaluate all candidates. We have not received a recommendation for a director nominee for the 2018 annual meeting from a stockholder or stockholders. Stockholders who wish to recommend individuals for consideration by the Nominating and Governance Committee to become nominees for election to the Board may do so by delivering a written recommendation to the Nominating and Governance Committee at the following address: Chair of the Nominating and Governance Committee c/o Secretary of Amyris, Inc. at 5885 Hollis Street, Suite 100, Emeryville, California 94608, at least 120 days prior to the anniversary date of the mailing of our Proxy Statement for the last annual meeting of stockholders, which for our 2019 annual meeting of stockholders is a deadline of December, 2018. Submissions must include the full name of the proposed nominee, a description of the proposed nominee's business experience and directorships for at least the previous five years, complete biographical information, a description of the proposed nominee's qualifications as a director and a representation that the nominating stockholder is a beneficial or record owner of our common stock. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

Stockholder Nominations

Stockholders who wish to nominate persons directly for election to the Board at an annual meeting of stockholders must meet the deadlines and other requirements set forth in our bylaws and the rules and regulations of the SEC. As provided in our certificate of incorporation, subject to the rights of the holders of any series of preferred stock, any vacancy occurring in the Board can generally be filled only by the affirmative vote of a majority of the directors then in office. The director appointed to fill the vacancy will hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which the director has been assigned expires and until such director's successor shall have been duly elected and qualified, or until such director's earlier death, resignation or removal.

TABLE OF CONTENTS

Stockholder Communications with Directors

The Board has established a process by which stockholders may communicate with the Board or any of its members, including the Chairman of the Board, or to the independent directors generally. Stockholders and other interested parties who wish to communicate with the Board or any of the directors may do so by sending written communications addressed to the Secretary of Amyris at 5885 Hollis Street, Suite 100, Emeryville, California 94608. The Board has directed that all communications will be compiled by the Secretary and submitted to the Board or the selected group of directors or individual directors on a periodic basis. These communications will be reviewed by our Secretary, who will determine whether they should be presented to the Board. The purpose of this screening is to allow the Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements and solicitations). The screening procedure has been approved by a majority of the non-management directors of the Board. Directors may at any time request that we forward to them immediately all communications received by us for the Board. All communications directed to the Audit Committee in accordance with the procedures described above that relate to accounting, internal accounting controls or auditing matters involving Amyris will be promptly and directly forwarded to all members of the Audit Committee.

TABLE OF CONTENTS

Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm

General

On March 22, 2018, the Board, upon the recommendation of the Audit Committee, selected KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, and has further directed that management submit the selection of such independent registered public accounting firm for ratification by our stockholders at the annual meeting. KPMG LLP has been engaged as our independent registered public accounting firm since June 2017. We expect representatives of KPMG LLP to be present at the annual meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our bylaws nor other governing documents or applicable law require stockholder ratification of the selection of our independent registered public accounting firm. However, we are submitting the selection of KPMG LLP to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain KPMG LLP. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of Amyris and our stockholders.

On June 9, 2017, PricewaterhouseCoopers LLP notified us that it declined to stand for re-election as our independent registered public accounting firm for the 2017 fiscal year. The Audit Committee conducted a competitive process to determine our independent registered public accounting firm for the 2017 fiscal year and on June 28, 2017, with the approval of the Audit Committee, we appointed KPMG LLP to serve as our independent registered public accounting firm for the 2017 fiscal year.

PricewaterhouseCoopers LLP's audit reports on our consolidated financial statements for the fiscal years ended December 31, 2016 and 2015 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles, except that PricewaterhouseCoopers LLP's reports for the fiscal years ended December 31, 2016, and December 31, 2015 included an explanatory paragraph indicating that there was substantial doubt about our ability to continue as a going concern.

During our fiscal years ending December 31, 2016 and December 31, 2015, and the subsequent interim period through June 9, 2017, (i) there were no "disagreements" (within the meaning set forth in Item 304(a)(1)(iv) of Regulation S-K) with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to PricewaterhouseCoopers LLP's satisfaction, would have caused PricewaterhouseCoopers LLP to make reference to the subject matter of the disagreements in their reports on our consolidated financial statements for such years; and (ii) there were no "reportable events" (within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K).

In addition, during our fiscal years ending December 31, 2016 and December 31, 2015, and the subsequent interim period through June 28, 2017, neither Amyris nor any person on its behalf consulted with KPMG LLP with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, and neither a written report was provided to us nor oral advice was provided that KPMG LLP concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" or a "reportable event" as such terms are described in Items 304(a)(1)(iv) or 304(a)(1)(v), respectively, of Regulation S-K.

Vote Required and Board Recommendation

Ratification of the selection of KPMG LLP requires the affirmative vote of the holders of a majority of the shares of common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as "Against" votes for this proposal. Shares represented by executed proxies that do not indicate a vote "For," "Against" or "Abstain" will be voted by the proxy holders "For" this proposal.

TABLE OF CONTENTS

The Board recommends a vote "FOR" this Proposal 2

Independent Registered Public Accounting Firm Fee Information

KPMG LLP has served as our principal accountant for the audit of our annual financial statements and for the review of our unaudited financial statements included in our Quarterly Reports on Form 10-Q since June 28, 2017. During fiscal year 2016 and for the period from January 1, 2017 through June 9, 2017, PricewaterhouseCoopers LLP served in such role. The following tables set forth the aggregate fees billed or to be billed to us by KPMG LLP and PricewaterhouseCoopers LLP, respectively, for services performed for the fiscal years ended December 31, 2017 and December 31, 2016 during their respective tenures as our independent registered public accounting firm (in thousands):

KPMG LLP

	Fiscal Year ended December 31,	
Fee Category	2017	2016
Audit Fees	$ 2,029	$ —
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total Fees	$ 2,029	$ —

The "Audit Fees" category includes aggregate fees billed in the relevant fiscal year for professional services rendered for the audit of our annual financial statements and for the review of our unaudited financial statements included in our Quarterly Reports on Form 10-Q, and for services that are normally provided in connection with statutory and regulatory filings or engagements for those fiscal years. We did not incur any fees in this category with respect to KPMG LLP for the fiscal year ended December 31, 2016.

The "Audit-Related Fees" category includes aggregate fees billed in the relevant fiscal year for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and that are not reported under the "Audit Fees" category. We did not incur any fees in this category with respect to KPMG LLP for the fiscal years ended December 31, 2017 or 2016.

The "Tax Fees" category includes aggregate fees billed in the relevant fiscal year for professional services rendered with respect to tax compliance, tax advice and tax planning. We did not incur any fees in this category with respect to KPMG LLP for the fiscal years ended December 31, 2017 or 2016.

The "All Other Fees" category includes aggregate fees billed in the relevant fiscal year for products and services other than those reported under the other categories described above. We did not incur any fees in this category with respect to KPMG LLP for the fiscal years ended December 31, 2017 or 2016.

PricewaterhouseCoopers LLP

	Fiscal Year ended December 31,	
Fee Category	2017	2016
Audit Fees	$ 833	$ 1,692
Audit-Related Fees	270	—
Tax Fees	—	10
All Other Fees	—	—
Total Fees	$ 1,103	$ 1,702

The "Audit Fees" category includes aggregate fees billed in the relevant fiscal year for professional services rendered for the audit of our annual financial statements and for the review of our unaudited financial statements included in our

Quarterly Reports on Form 10-Q, and for services that are normally provided in connection with statutory and regulatory filings or engagements for those fiscal years.

23

TABLE OF CONTENTS

The "Audit-Related Fees" category includes aggregate fees billed in the relevant fiscal year for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and that are not reported under the "Audit Fees" category. The Audit-Related Fees above include fees billed in the fiscal year ended December 31, 2017 for attest services that are not required by statute or regulation. We did not incur any fees in this category with respect to PricewaterhouseCoopers LLP in the fiscal year ended December 31, 2016.

The "Tax Fees" category includes aggregate fees billed in the relevant fiscal year for professional services rendered with respect to tax compliance, tax advice and tax planning. We did not incur any fees in this category with respect to PricewaterhouseCoopers LLP in the fiscal year ended December 31, 2017.

The "All Other Fees" category includes aggregate fees billed in the relevant fiscal year for products and services other than those reported under the other categories described above. We did not incur any fees in this category with respect to PricewaterhouseCoopers LLP in the fiscal years ended December 31, 2017 or 2016.

Audit Committee Pre-Approval of Services Performed by our Independent Registered Public Accounting Firm

The Audit Committee's charter requires it to approve all fees and other compensation paid to, and pre-approve all audit and non-audit services performed by, the company's independent registered public accounting firm. The Audit Committee charter permits the Audit Committee to delegate pre-approval authority to one or more members of the Audit Committee, provided that any pre-approval decision is reported to the Audit Committee at its next scheduled meeting. The Audit Committee has delegated such pre-approval authority to the Chair of the Audit Committee.

In determining whether to approve audit and non-audit services to be performed by our independent registered public accounting firm, the Audit Committee takes into consideration the fees to be paid for such services and whether such fees would affect the independence of the accounting firm in performing its audit function. In addition, when determining whether to approve non-audit services to be performed by our independent registered public accounting firm, the Audit Committee considers whether the performance of such services is compatible with maintaining the independence of the accounting firm in performing its audit function, and confirms that the non-audit services will not include the prohibited activities set forth in Section 201 of the Sarbanes-Oxley Act of 2002. Except for the services described above under "Audit-Related Fees," "Tax Fees" and "All Other Fees" (each of which was pre-approved by the Audit Committee in accordance with its policy), no non-audit services were provided by Amyris's independent registered public accounting firm in 2017 or 2016.

All fees paid to, and all services provided by, our independent registered public accounting firm during fiscal years 2017 and 2016 were pre-approved by the Audit Committee in accordance with the pre-approval procedures described above.

TABLE OF CONTENTS

Report of the Audit Committee*

The Audit Committee has reviewed and discussed with management our audited consolidated financial statements for the fiscal year ended December 31, 2017. The Audit Committee has also discussed with KPMG LLP, our independent registered public accounting firm, the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 1301 (Communications with Audit Committees), as amended.

The Audit Committee has received and reviewed the written disclosures and the letter from KPMG LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG LLP's communications with the Audit Committee concerning independence, and has discussed with KPMG LLP its independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for filing with the Securities and Exchange Commission.

Amyris, Inc. Audit Committee of the Board
R. Neil Williams (Chair)
Geoffrey Duyk
Fernando Reinach

*

The material in this report is not "soliciting material," is not deemed "filed" with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Amyris under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

TABLE OF CONTENTS

Proposal 3 — Approval of Amendments to the Amyris, Inc. 2010 Equity Incentive Plan

General

Our 2010 Equity Incentive Plan (the "2010 EIP") allows us to grant equity awards (including stock options and restricted stock units) to our employees, officers and directors. The purpose of the 2010 EIP is to provide incentives to attract, retain and motivate persons whose present and potential contributions are important to the success of Amyris by offering them an opportunity to participate in the company's future performance through the grant of awards.

We believe our success is due to our highly talented employee base and that future success depends on the ability to attract and retain high caliber personnel. Our headquarters is based in the San Francisco Bay Area where we must compete with many companies for a limited pool of talented people. The Board, the Leadership Development and Compensation Committee of the Board (the "LDCC") and company management all believe that equity compensation is essential to maintaining a balanced and competitive compensation program, has been integral to the company's success in the past and is vital to its ability to achieve strong performance in the future.

On April 11, 2018, the Board approved amendments to the 2010 EIP, subject to approval by our stockholders at our 2018 annual meeting. We are seeking stockholder approval to amend the 2010 EIP to (i) increase the number of shares of our common stock available for grant and issuance thereunder by 9,000,000 shares and (ii) increase the annual per-participant award limit thereunder from 66,666 shares (133,333 shares for new employees in the calendar year in which they commence their employment) to 4,000,000 shares for all participants. As described in more detail below, pursuant to his offer letter and subject to prior stockholder approval of an increase to the annual per-participant award limit under the 2010 EIP, we agreed to grant our chief operating officer, Eduardo Alvarez, an award of 250,000 restricted stock units. A portion of such restricted stock unit award is contingent on stockholder approval of an increase to the annual per-participant award limit under the 2010 EIP. In addition, as described below in "Proposal 5 — Approval of CEO Equity Awards," the LDCC has granted John Melo, our President and Chief Executive Officer, certain equity awards subject to stockholder approval of this Proposal 3 and Proposal 5.

As of March 31, 2018, options to purchase 1,283,020 shares and restricted stock units representing the right to receive 706,697 shares of our common stock were outstanding under the 2010 EIP, and 2,446,802 shares of our common stock remained available for future awards that may be granted under the 2010 EIP. Pursuant to its terms, the number of shares available for grant and issuance under the 2010 EIP is increased automatically on the first day of each calendar year during the term of the 2010 EIP by the lesser of (i) five percent of our shares outstanding on the immediately preceding December 31 and (ii) a number determined by Board or the LDCC, in its discretion. Please refer to the "Equity Compensation Plan Information" section of this Proxy Statement for additional information regarding the outstanding awards and shares available for future issuance under the 2010 EIP. If Proposal 3 is approved, 11,446,802 shares of our common stock will be available for future grant under the 2010 EIP, as amended, plus any such future automatic increases.

Purpose of the Amendments to the 2010 Equity Incentive Plan

We believe the ability to grant competitive equity awards is a necessary and powerful recruiting and retention tool for us to obtain the quality personnel we need to grow our business. After carefully forecasting our anticipated growth, hiring plans and retention strategy, we believe that the current shares available for grant under the 2010 EIP are insufficient to meet our near-term needs. If we are unable to offer competitive equity packages to retain and hire employees, this could significantly harm our plans for growth and adversely affect our ability to operate our business. In addition, if we are unable to grant competitive equity awards, we may be required to offer additional cash-based incentives to replace equity as a means of competing for talent.

The Board believes that increases in the number of shares of our common stock available for grant and issuance under the 2010 EIP and in the annual per-participant award limit are advisable to enable the company to continue to grant equity-based awards at competitive levels required to attract, motivate and

TABLE OF CONTENTS

retain key executives and employees in our industry. We believe that without an increase in the shares available for grant and issuance under the 2010 EIP and in the annual per-participant award limit, we would need to reduce our equity award targets, and that such a decrease could adversely affect our ability to recruit and retain employees.

On June 5, 2017, we filed a Certificate of Amendment of the Restated Certificate of Incorporation with the Secretary of State of Delaware to effect a fifteen-to-one reverse stock split of the shares of our common stock, effective as of the close of business, Eastern Time, on June 5, 2017 (the "Reverse Stock Split"). Our stockholders approved the Reverse Stock Split at our 2017 Annual Meeting of Stockholders held on May 23, 2017. Pursuant to Section 2.6 of the 2010 EIP, upon a change in the number of outstanding shares of our common stock by a reverse stock split, then, among other things, (a) the number of shares of common stock reserved for issuance and future grant under the 2010 EIP set forth in Section 2.1 and 2.4 thereof, (b) the maximum number of shares that may be issued as incentive stock options ("ISOs") set forth in Section 2.5 of the 2010 EIP and (c) the maximum number of shares that may be issued to an individual or to a new employee in any one calendar year set forth in Section 3 of the 2010 EIP, shall be proportionately adjusted. As a result, certain amounts in Sections 2.1, 2.5 and 3 of the 2010 EIP have been updated to reflect the Reverse Stock Split (which amounts in Sections 2.1 and 3 would be subsequently increased by the proposed amendments as described above).

If approved by stockholders, the amended 2010 EIP will be effective on the date of stockholder approval. We intend to register the additional shares authorized under the amended 2010 EIP under the Securities Act. If our stockholders do not approve the amendments to the 2010 EIP, (i) the shares available for grant and issuance under the 2010 EIP will not increase by 9,000,000 (but may be subject to automatic increase as described above) and (ii) the annual per-participant award limit will not increase.

Our named executive officers and directors have an interest in this proposal by virtue of their being eligible to receive equity awards under the Amended 2010 EIP. See "Awards to Officers and Directors" below for more information.

Vote Required and Board Recommendation

This proposal must receive a "For" vote from the holders of a majority of the shares of common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as "Against" votes for this proposal. Shares represented by executed proxies that do not indicate a vote "For," "Against" or "Abstain" will be voted by the proxy holders "For" this proposal. If you own shares through a bank, broker or other Intermediary, you must instruct your bank, broker or other Intermediary how to vote in order for them to vote your shares so that your vote can be counted on this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

The Board recommends a vote "FOR" this Proposal 3

Description of the Amended 2010 Equity Incentive Plan

The following is a summary of the principal features of the 2010 EIP, including the proposed amendments in this Proposal 3 (as so amended, the "Amended 2010 EIP"). This summary, however, does not purport to be a complete description of all of the provisions of the Amended 2010 EIP. It is qualified in its entirety by reference to the full text of the Amended 2010 EIP, a copy of which is attached hereto as Appendix A.

Background

The Board adopted the 2010 EIP on June 21, 2010, and our stockholders subsequently approved the 2010 EIP on July 9, 2010. The 2010 EIP became effective on the date the registration statement for our initial public offering was declared effective by the SEC (September 27, 2010) and will terminate in 2020. The 2010 EIP provides for the grant of ISOs intended to qualify for favorable tax treatment under Section 422 of the U.S. Internal Revenue Code (the "Code") for their recipients, non-statutory stock options ("NSOs"), restricted stock awards, stock bonuses, stock appreciation rights, restricted stock units and performance awards, as described below.

TABLE OF CONTENTS

Administration

The Amended 2010 EIP is administered by the LDCC, all of the members of which are non-employee directors under applicable federal securities laws and outside directors (with respect to awards granted prior to November 2, 2017) as defined under applicable federal tax laws. The LDCC acts as the plan administrator and has the authority to construe and interpret the plan, grant awards, determine the terms and conditions of awards and make all other determinations necessary or advisable for the administration of the plan (subject to the limitations set forth in the Amended 2010 EIP).

Share Reserve

We initially reserved 280,000 shares of our common stock for issuance under the Amended 2010 EIP plus:

- all shares of our common stock reserved under our 2005 Stock Option/Stock Issuance Plan that were not issued or subject to outstanding grants as of the completion of our initial public offering;

- any shares issuable upon exercise of options that were granted under our 2005 Stock Option/ Stock Issuance Plan that cease to be subject to such stock options; and

- any shares of our common stock issued under our 2005 Stock Option/Stock Issuance Plan that are forfeited or repurchased by us at the original purchase price.

The number of shares available for grant and issuance under the Amended 2010 EIP is subject to increase on January 1 of each of calendar year by an amount equal to the lesser of (1) five percent of our shares outstanding on the immediately preceding December 31 and (2) a number of shares as may be determined by the Board or LDCC in their discretion. As a result of this provision, effective January 1, 2011, an additional 146,158 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on the December 31, 2010, effective January 1, 2012, an additional 153,108 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on December 31, 2011, effective January 1, 2013, an additional 229,032 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on December 31, 2012, effective January 1, 2014, an additional 255,542 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on December 31, 2013, effective January 1, 2015, an additional 264,072 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on December 31, 2014, effective January 1, 2016, an additional 686,780 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on December 31, 2015, effective January 1, 2017, an additional 548,214 shares were reserved under the 2010 EIP, representing approximately 3% of our shares outstanding on December 31, 2016, and effective January 1, 2018, an additional 2,281,871 shares were reserved under the 2010 EIP, representing approximately 5% of our shares outstanding on December 31, 2017.

As of March 31, 2018, the number of shares available for grant and issuance under the 2010 EIP is 2,446,802. Subject to stockholder approval as requested pursuant to this Proposal 3, an additional 9,000,000 shares will become available for grant and issuance under the 2010 EIP, plus any future automatic increases as described above.

In addition, shares will again be available for grant and issuance under the Amended 2010 EIP that are:

- subject to issuance upon exercise of an option or stock appreciation right granted under the Amended 2010 EIP and that cease to be subject to such award for any reason other than the award’s exercise;

- subject to an award granted under the Amended 2010 EIP and that are subsequently forfeited or repurchased by us at the original issue price;

-

surrendered pursuant to an exchange program; or

- subject to an award granted under the Amended 2010 EIP that otherwise terminates without shares being issued.

TABLE OF CONTENTS

Equity Awards

The Amended 2010 EIP permits us to grant the following types of awards:

Stock Options. The Amended 2010 EIP provides for the grant of ISOs and NSOs. ISOs may be granted only to our employees or employees of our subsidiaries. NSOs may be granted to employees, officers, non-employee directors, consultants and other independent advisors who provide services to us or any of our subsidiaries. We are able to issue no more than 2,000,000 shares pursuant to the grant of ISOs under the Amended 2010 EIP. The LDCC determines the terms of each option award, provided that ISOs are subject to statutory limitations. The LDCC also determines the exercise price for a stock option, provided that the exercise price of an option may not be less than 100% (or 110% in the case of recipients of ISOs who hold more than 10% of our stock on the option grant date) of the fair market value of our common stock on the date of grant.

Options granted under the Amended 2010 EIP vest at the rate specified by the LDCC and such vesting schedule is set forth in the stock option agreement to which such stock option grant relates. Generally, the LDCC determines the term of stock options granted under the Amended 2010 EIP, up to a term of ten years (or five years in the case of ISOs granted to 10% stockholders).

After the option holder ceases to provide services to us, he or she is able to exercise his or her vested option for the period of time stated in the stock option agreement to which such option relates, up to a maximum of five years from the date of termination. Generally, if termination is due to death or disability, the vested option will remain exercisable for 12 months. If an option holder is terminated for cause (as defined in the Amended 2010 EIP), then the option holder's options will expire on the option holder's termination date or at such later time and on such conditions as determined by the LDCC. In all other cases, the vested option will generally remain exercisable for three months. However, an option may not be exercised later than its expiration date.

Restricted Stock Awards. A restricted stock award is an offer by us to sell shares of our common stock subject to restrictions that the LDCC may impose. These restrictions may be based on completion of a specified period of service with us or upon the achievement of performance goals during a performance period. The LDCC determines the price of a restricted stock award. Unless otherwise set forth in the award agreement, vesting will cease on the date the participant no longer provides services to us, and at that time unvested shares will be forfeited to us or subject to repurchase by us.

Stock Bonus Awards. A stock bonus is an award of shares of our common stock for past or future services to us. Stock bonuses can be granted as additional compensation for performance and, therefore, are issued in exchange for cash. The LDCC determines the number of shares to be issued as stock bonus and any restrictions on those shares. These restrictions may be based on completion of a specified period of service with us or upon the achievement of performance goals during a performance period. Unless otherwise set forth in the award agreement, vesting ceases on the date the participant no longer provides services to us, and at that time unvested shares will be forfeited to us or are subject to repurchase by us.

Stock Appreciation Rights. Stock appreciation rights provide for a payment, or payments, in cash or shares of our common stock to the holder based upon the difference between the fair market value of our common stock on the date of exercise and the stated exercise price of the stock appreciation right. Stock appreciation rights may vest based on time or achievement of performance goals.

Restricted Stock Units. Restricted stock units represent the right to receive shares of our common stock at a specified date in the future, subject to forfeiture of such right due to termination of employment or failure to achieve specified performance goals. If the restricted stock unit has not been forfeited, then on the date specified in the restricted stock unit agreement we will deliver to the holder of the restricted stock unit shares of our common stock, cash or a combination of our common stock and cash as specified in the applicable restricted stock unit agreement.

Performance Awards. A performance award is an award of a cash bonus or a bonus denominated in shares that is subject to performance factors. The award of performance shares may be settled in cash or by issuance of those shares (which may consist of restricted stock).

TABLE OF CONTENTS

Performance Criteria

The LDCC may establish performance goals by selecting from one or more of the following performance criteria: (1) profit before tax; (2) billings; (3) revenue; (4) net revenue; (5) earnings (which may include earnings before interest and taxes, earnings before taxes, and net earnings); (6) operating income; (7) operating margin; (8) operating profit; (9) controllable operating profit, or net operating profit; (10) net profit; (11) gross margin; (12) operating expenses or operating expenses as a percentage of revenue; (13) net income; (14) earnings per share; (15) total stockholder return; (16) market share; (17) return on assets or net assets; (18) our stock price; (19) growth in stockholder value relative to a pre-determined index; (20) return on equity; (21) return on invested capital; (22) cash flow (including free cash flow or operating cash flows); (23) cash conversion cycle; (24) economic value added; (25) individual confidential business objectives; (26) contract awards or backlog; (27) overhead or other expense reduction; (28) credit rating; (29) strategic plan development and implementation; (30) succession plan development and implementation; (31) improvement in workforce diversity; (32) customer indicators; (33) new product invention or innovation; (34) attainment of research and development milestones; (35) improvements in productivity; and (36) attainment of objective operating goals and employee metrics. The LDCC may in its sole discretion, in recognition of unusual or non-recurring items such as acquisition-related activities or changes in applicable accounting rules, provide for one or more equitable adjustments (based on objective standards) to the performance criteria to preserve the committee's original intent regarding such criteria at the time of the initial award grant.

Change in Control

If we undergo a Corporate Transaction (as defined in the Amended 2010 EIP), the Amended 2010 EIP provides that the successor company (if any) may assume, convert, replace or substitute outstanding awards. Outstanding awards that are not so assumed, converted, replaced or substituted will have their vesting accelerate and become exercisable in full (unless otherwise set forth in the applicable award agreement).

Transferability of Awards

Unless the LDCC provides otherwise, the Amended 2010 EIP does not allow for the transfer of awards, other than by will or the laws of descent and distribution, and generally only the recipient of an award may exercise it during his or her lifetime. The LDCC has discretion to determine and implement award transfer programs to give participants the opportunity to transfer any outstanding awards to a financial institution or other person or entity approved by the LDCC. As part of such a program, the LDCC has the authority to amend any terms of awards included in the program, including the expiration date, post-expiration exercise period, vesting and forfeiture conditions, permitted payment methods, and adjustments in the event of capitalization changes and other similar events.

Eligibility

The individuals eligible to participate in the Amended 2010 EIP include employees, officers, directors, consultants, independent contractors and advisors of Amyris or any parent or subsidiary of ours, provided the consultants, independent contractors, advisors and directors render bona fide services not in connection with the offer and sale of securities in a capital-raising transaction.

Payment for Purchase of Shares of our Common Stock

Payment for shares of our common stock purchased pursuant to the Amended 2010 EIP may be made in cash or by check or, where expressly approved by the LDCC and where permitted by law (and to the extent not otherwise set forth in the applicable award agreement): (1) by cancellation of indebtedness; (2) by surrender of shares; (3) by waiver of compensation due or accrued for services rendered; (4) through a broker-assisted sale or other cashless exercise program; (5) by any combination of the foregoing; or (6) by any other method permitted by law and approved by the LDCC.

Limit on Awards

Under the Amended 2010 EIP, during any calendar year, no participant is eligible to receive more than 4,000,000 shares of our common stock pursuant to the grant of awards.

TABLE OF CONTENTS

Amendment and Termination

The Board is permitted to amend or terminate the Amended 2010 EIP at any time, subject to stockholder approval where required. Unless terminated earlier in accordance with its terms, the Amended 2010 EIP will terminate ten years from June 21, 2010, the date the 2010 EIP was adopted by the Board, or June 21, 2020.

Awards to Officers and Directors

Members of our Board and our named executive officers have an interest in this proposal because they are eligible to receive awards under the Amended 2010 EIP. Please refer to the "Executive Compensation" and "Director Compensation" sections of this Proxy Statement for additional information regarding the awards granted to our named executive officers and directors under the 2010 EIP.

In June 2017, certain equity awards granted to Mr. Melo in November 2015 that, when aggregated with other equity awards granted to Mr. Melo in 2015, inadvertently exceeded the annual per-participant award limit contained in the 2010 EIP were voided. Please refer to the "Executive Compensation — Compensation Discussion and Analysis" and "Executive Compensation — Outstanding Equity Awards as of December 31, 2017" sections of this Proxy Statement for more information regarding the voided awards.

In addition, pursuant to an offer letter, dated October 5, 2017, between the company and Eduardo Alvarez, the company's chief operating officer, the company agreed, subject to the prior approval by the Board and the company's stockholders, and implementation, of an amendment to the 2010 EIP to increase the maximum number of shares that any employee may receive in any calendar year under the 2010 EIP pursuant to the grant of awards to at least 250,000 shares, to grant Mr. Alvarez an award of 250,000 restricted stock units (the "RSU Award") on or before the earlier of (i) July 1, 2018 and (ii) the company entering into a definitive agreement relating to a proposed change of control (as defined in the company's Executive Severance Plan (the "Severance Plan")) (such earlier date, the "RSU Award Deadline"). The RSU Award, if granted, would fully vest on October 1, 2019. In the event that the number of shares authorized under the 2010 EIP is insufficient to enable the company to grant the full RSU Award to Mr. Alvarez on or before the RSU Award Deadline, then the company will grant to Mr. Alvarez a cash-based incentive award (the "Cash-Based Award") designed to provide him with a cash payment on October 1, 2019 (the "Date of Determination") equal to the value Mr. Alvarez would have been entitled to receive if the full RSU Award had been granted, less the value of any portion of the RSU Award granted to Mr. Alvarez on or prior to the RSU Award Deadline, in each case measured as of the Date of Determination, which Cash-Based Award would fully vest on the Date of Determination; provided, that if Mr. Alvarez's employment terminates in circumstances entitling him to severance benefits under the Severance Plan (whether before or after a change of control) (a "Qualifying Termination"), then upon such Qualifying Termination the vesting of the RSU Award would be automatically accelerated in full and the forfeiture provisions and/or company right of repurchase of the RSU Award would automatically lapse accordingly, with the amount of the Cash-Based Award, if any, shall be determined as of the date of the Qualifying Termination (with the Date of Determination deemed to be the date of such Qualifying Termination for such purpose). For more information regarding the Severance Plan, please refer to the "Executive Compensation — Compensation Discussion and Analysis" and "Executive Compensation — Potential Payments upon Termination and upon Termination Following a Change in Control" sections of this Proxy Statement. If Proposal 3 is not approved, the company will be unable to grant Mr. Alvarez the full RSU Award under the 2010 EIP.

Please see "Proposal 5 — Approval of CEO Equity Awards" below for information regarding certain equity awards proposed to be granted to Mr. Melo under the Amended 2010 EIP (the "CEO Equity Awards"), subject to stockholder approval of this Proposal 3 and Proposal 5.

It is not possible to determine the benefits that will be received by participants in the Amended 2010 EIP, including our named executive officers and our non-employee directors, in the future because all grants are made in the discretion of the Board or LDCC. With the exception of the RSU Award for Mr. Alvarez and the CEO Equity Awards for Mr. Melo as described above and in Proposal 5, neither the Board nor the LDCC have approved any awards that are conditioned upon stockholder approval of the proposed amendments to the 2010 EIP.

TABLE OF CONTENTS

U.S. Federal Income Tax Consequences

The information set forth below is only a summary and does not purport to be complete. The information is based upon current federal income tax rules and therefore is subject to change when those rules change. Because the tax consequences to any participant may depend on his or her particular situation, each participant should consult his or her tax adviser regarding the federal, state, local, and other tax consequences of the grant or exercise of an award or the disposition of stock acquired under an award. The Amended 2010 EIP is not qualified under the provisions of Section 401(a) of the Code and is not subject to any of the provisions of the Employee Retirement Income Security Act of 1974. Our ability to realize the benefit of any tax deductions described below depends on our generation of taxable income and the recognition of the deductions are subject to the requirement that the amounts constitute an ordinary and necessary business expense for us and are reasonable in amount, the limitation on the deduction of executive compensation under Section 162(m) of the Code ("Section 162(m)"), and the timely satisfaction of our tax reporting obligations.

Non-statutory Stock Options

Generally, there is no taxation upon the grant of an NSO. On exercise, an option holder will recognize ordinary income equal to the excess, if any, of the fair market value on the date of exercise of the stock option over the exercise price. If the option holder is employed by us or one of our affiliates, that income will be subject to withholding taxes. The option holder's tax basis in those shares will be equal to their fair market value on the date of exercise of the stock option, and the option holder's capital gain holding period for those shares will begin on that date.

Subject to the requirement of reasonableness, the provisions of Section 162(m) and the satisfaction of our tax reporting obligations, we will generally be entitled to a tax deduction equal to the taxable ordinary income realized by the option holder.

Incentive Stock Options

The Amended 2010 EIP provides for the grant of stock options that qualify as incentive stock options, as defined in Section 422 of the Code. Under the Code, an option holder generally is not subject to ordinary income tax upon the grant or exercise of an ISO. If the option holder holds a share of common stock received on exercise of an ISO for more than two years from the date the stock option was granted and more than one year from the date the stock option was exercised (the "required holding period"), the difference, if any, between the amount realized on a sale or other taxable disposition of that share of common stock and the holder's tax basis in that share will be long-term capital gain or loss.

If, however, an option holder disposes of a share of common stock received on exercise of an ISO before the end of the required holding period (a "disqualifying disposition"), the option holder generally will recognize ordinary income in the year of the disqualifying disposition equal to the excess, if any, of the fair market value of the share of common stock on the date the ISO was exercised over the exercise price. However, if the sales proceeds are less than the fair market value of the share of common stock on the date of exercise of the stock option, the amount of ordinary income recognized by the option holder will not exceed the gain, if any, recognized on the sale. If the amount realized on a disqualifying disposition exceeds the fair market value of the share of common stock on the date of exercise of the stock option, that excess will be short-term or long-term capital gain, depending on whether the holding period for the share exceeds one year.

The amount by which the fair market value of a share of stock received on exercise of an ISO exceeds the exercise price of that stock option generally will be an adjustment included in the option holder's alternative minimum taxable income for the year in which the stock option is exercised. If, however, there is a disqualifying disposition of the share of common stock in the year in which the stock option is exercised, there will be no adjustment for alternative minimum tax purposes with respect to that share. In computing alternative minimum taxable income, the tax basis of a share received on exercise of an ISO is increased by the amount of the adjustment with respect to that share of common stock for alternative minimum tax purposes in the year the stock option is exercised.

TABLE OF CONTENTS

We are not allowed an income tax deduction with respect to the grant or exercise of an ISO or the disposition of a share of common stock received on exercise of an ISO that is disposed of after the required holding period. If there is a disqualifying disposition of a share of common stock, however, we are allowed a deduction in an amount equal to the ordinary income includible in income by the option holder, subject to the requirement of reasonableness, the provisions of Section 162(m) and the satisfaction of our tax reporting obligations.

Restricted Stock Unit Awards

Generally, a participant that is granted restricted stock units that are structured to comply with the requirements of Section 409A of the Code or an exemption from Section 409A will recognize ordinary income at the time the stock is delivered equal to the excess, if any, of the fair market value of the shares of our common stock received over any amount paid by the participant in exchange for the shares.

To comply with the requirements of Section 409A of the Code, the shares of our common stock underlying restricted stock units may generally be delivered only upon one of the following events: a fixed calendar date (or dates), the participant's separation from service, death or disability, or a change in control. If delivery occurs on another date, unless the restricted stock units otherwise comply with or qualify for an exemption from the requirements of Section 409A of the Code, the participant will owe a 20% federal tax plus interest on any taxes owed, in addition to the ordinary income tax described above.

The participant's basis for determining gain or loss upon the disposition of shares received under restricted stock units will be the amount paid for such shares plus any ordinary income recognized when the shares of common stock are delivered.

Subject to the requirement of reasonableness, the provisions of Section 162(m) and the satisfaction of our tax reporting obligations, we will generally be entitled to a tax deduction equal to the taxable ordinary income recognized by the participant.

Restricted Stock Awards

Generally, a participant will recognize ordinary income at the time restricted stock is received equal to the excess, if any, of the fair market value of the stock received over any amount paid by the participant in exchange for the stock. If, however, the stock is not vested when it is received (e.g., the participant is required to work for us for a period of time to transfer or sell the stock), the participant generally will not recognize income until the stock vests, at which time the participant will recognize ordinary income equal to the excess, if any, of the fair market value of the stock on the date it vests over any amount paid by the participant in exchange for the stock. A participant may, however, file an election with the Internal Revenue Service within 30 days following his or her receipt of the restricted stock to recognize ordinary income as of the date the participant receives the restricted stock equal to the excess, if any, of the fair market value of the restricted stock on the date the stock is granted over any amount paid by the participant for the stock.

The participant's basis for the determining gain or loss upon the subsequent disposition of restricted stock will be the amount paid for such shares plus any ordinary income recognized either when the restricted stock is received or when it vests.

Subject to the requirement of reasonableness, the provisions of Section 162(m) and the satisfaction of our tax reporting obligations, we will generally be entitled to a tax deduction equal to the taxable ordinary income recognized by the participant.

Stock Appreciation Rights

Generally, there is no taxation upon the grant of a stock appreciation right. On exercise, a participant will recognize ordinary income equal to the fair market value of the stock or cash received upon such exercise.

Subject to the requirement of reasonableness, the provisions of Section 162(m) and the satisfaction of our tax reporting obligations, we will generally be entitled to a tax deduction equal to the taxable ordinary income recognized by the participant.

TABLE OF CONTENTS

Section 162 Limitations on Tax Deductibility of Compensation Expense

Section 162(m) generally limits the amount a public company can deduct in any one year for compensation paid to certain executive officers in excess of $1 million. Recent changes to Section 162(m) passed in connection with the Tax Cuts and Jobs Act repealed exceptions to the Section 162(m) deductibility limit that were previously available for "qualified performance-based compensation," including awards granted under the 2010 EIP, effective for taxable years after December 31, 2017. As a result, any compensation paid to certain of our executive officers in excess of $1 million will be non-deductible unless it qualifies for transition relief afforded to compensation payable pursuant to certain binding arrangements in effect on November 2, 2017. We believe that compensation expense incurred in respect of our stock options granted prior to November 2, 2017, and restricted stock units granted prior to April 1, 2015, will continue to be deductible pursuant to this transition rule. However, because of uncertainties in the interpretation and implementation of the changes to Section 162(m), including the scope of the transition relief, we can offer no assurance of such deductibility. All other compensation in excess of $1 million paid to certain executive officers, including equity awards under the 2010 EIP, will not be deductible.

The LDCC continues to seek to balance the cost and benefit of tax deductibility with our executive compensation goals designed to promote long-term stockholder interests, and reserves discretion to approve or modify equity grants under the 2010 EIP that are non-deductible when it believes that such payments are appropriate to attract and retain executive talent. Accordingly, we expect that a portion of our future equity awards to executive officers will not be deductible under Section 162(m).

TABLE OF CONTENTS

Proposal 4 —
Approval of Amendment to the Amyris, Inc. 2010 Employee Stock Purchase Plan

General

Our 2010 Employee Stock Purchase Plan (the "2010 ESPP") is designed to enable eligible employees to purchase shares of our common stock at a discount on periodic purchase dates through accumulated payroll deductions. The purpose of the 2010 ESPP is to enhance such employees' sense of participation in the affairs of the company, and to provide an incentive for continued employment.

As discussed above, we believe our success is due to our highly talented employee base and that our future success depends on the ability to attract and retain high caliber personnel. The 2010 ESPP is designed to more closely align the interests of our employees with those of our stockholders by encouraging employees to invest in our common stock, and to help our employees share in the company's success through the appreciation in value of such purchased stock. The 2010 ESPP, together with the 2010 EIP, are important employee retention and recruitment vehicles.

On March 22, 2018, the Board approved an amendment to the 2010 ESPP, subject to approval by our stockholders at our 2018 annual meeting. We are seeking stockholder approval to amend the 2010 ESPP to increase the maximum number of shares of our common stock that may be issued over the term of the 2010 ESPP by 1,000,000 shares.

A total of 11,241 shares of common stock were initially reserved for future issuance under the 2010 ESPP. Pursuant to its terms, the number of shares reserved for issuance under the 2010 ESPP is increased automatically on the first day of each calendar year during the term of the 2010 ESPP by the lesser of (i) one percent of our shares outstanding on the immediately preceding December 31 and (ii) a number determined by Board or the LDCC, in its discretion, provided that no more than 666,666 shares of our common stock may be issued over the term of the 2010 ESPP without the approval of our stockholders, which we are seeking at the annual meeting. As of March 31, 2018, (i) the company had issued an aggregate of 208,909 shares under the 2010 ESPP, (ii) 445,693 shares of common stock were reserved for future issuance under the 2010 ESPP, plus any such future automatic increases and (iii) 12,064 shares remained available for future issuance over the term of the ESPP, subject to such shares being reserved for issuance pursuant to the terms of the 2010 ESPP. If Proposal 4 is approved, 1,012,064 shares of our common stock will be available for future issuance over the term of the 2010 ESPP, as amended, subject to such shares being reserved for issuance pursuant to the terms of the 2010 ESPP. We estimate that, with an increase in the maximum number of shares that may be issued over the term of the 2010 ESPP of 1,000,000 shares, we will have a sufficient number of shares of common stock to cover purchases under the 2010 ESPP through the expiration of the 2010 ESPP in November 2021.

Purpose of the Amendments to the 2010 Employee Stock Purchase Plan

The Board believes that an increase in the maximum number of shares of common stock that may be issued over the term of the 2010 ESPP is advisable to enable the company to continue to offer competitive benefit programs to our employees. The Board further believes that the amendment to the 2010 ESPP is important to allow us to attract, motivate, reward and retain the broad-based talent critical to achieving our business goals. We believe that without an increase in the maximum number of shares that may be issued over the term of the 2010 ESPP, our ability to recruit and retain employees would be adversely affected. Consequently, the Board has, subject to stockholder approval, increased the maximum number of shares that may be issued over the term of the 2010 ESPP by 1,000,000 shares.

The Board believes that it is in the best interests of Amyris and our stockholders to continue to provide our employees with the opportunity to acquire an ownership interest in Amyris through their participation in the 2010 ESPP, encouraging them to remain in our employ and more closely aligning their interests with those of our other stockholders.

Pursuant to Section 14 of the 2010 ESPP, upon a change in the number of outstanding shares of our common stock by a reverse stock split, then, among other things, (a) the number of shares of common stock that may be delivered under the 2010 ESPP and (b) the numerical limits of Sections 1 and 10 of the 2010 ESPP shall be proportionately adjusted. As a result, certain amounts in Sections 1 and 10 of the 2010

TABLE OF CONTENTS

ESPP have been updated to reflect the Reverse Stock Split (which amount in Section 1 relating to the maximum number of shares of our common stock that may be issued over the term of the 2010 ESPP would be subsequently increased by the proposed amendment as described above).

Section 25 of the 2010 ESPP requires stockholder approval of amendments to the 2010 ESPP if such amendments would (a) increase the number of shares that may be issued under the 2010 ESPP or (b) change the designation of the employees (or class of employees) eligible for participation in the 2010 ESPP. We are requesting in this Proposal 4 that our stockholders approve the proposed amendment to the 2010 ESPP in accordance with Section 25 of the 2010 ESPP.

If approved by stockholders, the amended 2010 ESPP will be effective on the date of stockholder approval. If our stockholders do not approve the amendment to the 2010 ESPP, then the maximum number of shares issuable under the 2010 ESPP will not be increased.

Our named executive officers have an interest in this proposal by virtue of their being eligible to participate in the 2010 ESPP. During the year ended December 31, 2017, of our named executive officers, only Joel Cherry participated in the 2010 ESPP, during which time Dr. Cherry purchased 533 shares under the 2010 ESPP. Non-employee directors of the Board are not eligible to participate in the 2010 ESPP. The number of shares that may be purchased under the 2010 ESPP in future periods, including by our named executive officers, depends on each employee's voluntary election to participate, and on the fair market value of our common stock during each purchase period. As a result, the actual number of shares that may be purchased by any individual cannot be determined.

Vote Required and Board Recommendation

This proposal must receive a "For" vote from the holders of a majority of the shares of common stock properly casting votes on this proposal at the annual meeting in person or by proxy. Abstentions will be counted toward the vote total for this proposal and will have the same effect as "Against" votes for this proposal. Shares represented by executed proxies that do not indicate a vote "For," "Against" or "Abstain" will be voted by the proxy holders "For" this proposal. If you own shares through a bank, broker or other Intermediary, you must instruct your bank, broker or other Intermediary how to vote in order for them to vote your shares so that your vote can be counted on this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

The Board recommends a vote "FOR" this Proposal 4

Description of the Amended 2010 Employee Stock Purchase Plan

The following is a summary of the principal features of the 2010 ESPP, including the proposed amendment in this Proposal 4 (as so amended, the "Amended 2010 ESPP"). This summary, however, does not purport to be a complete description of all of the provisions of the Amended 2010 ESPP. It is qualified in its entirety by reference to the full text of the Amended 2010 ESPP, a copy of which is attached hereto as Appendix B.

Background

The Board adopted the 2010 ESPP on June 21, 2010, and our stockholders subsequently approved the 2010 ESPP on July 9, 2010. The 2010 ESPP was subsequently amended by the Board in September 2010 to specify a per-offering period share purchase limit for participants of 266 shares (the "Share Purchase Limit"), and again in February 2017 and February 2018 to increase such limit to 533 shares and 3,000 shares, respectively. The 2010 ESPP became effective on the date the registration statement for our initial public offering was declared effective by the SEC (September 27, 2010) and will expire on November 15, 2021 (the tenth anniversary of the first purchase date under the 2010 ESPP), unless earlier terminated by the Board in accordance with the Amended 2010 ESPP.

The Amended 2010 ESPP is designed to enable eligible employees to periodically purchase shares of our common stock at a discount. Purchases are accomplished through participation in discrete offering periods. The Amended 2010 ESPP is intended to qualify as an "employee stock purchase plan" under Section 423 of the Code.

TABLE OF CONTENTS

Administration

The LDCC administers the Amended 2010 ESPP. Subject to the limitations of Section 423 of the Code, all questions of interpretation or application of the Amended 2010 ESPP are determined by the LDCC and its decisions are final and binding upon all participants. The LDCC has full and exclusive discretionary authority to construe, interpret and apply the terms of the Amended 2010 ESPP, to determine eligibility and decide upon any and all claims filed under the Amended 2010 ESPP.

The LDCC also has the right to amend, suspend or terminate the Amended 2010 ESPP. Further, the LDCC has the right to change the offering and purchase periods under the Amended 2010 ESPP, permit contributions to be increased or decreased, and establish such other limitations or procedures as the LDCC determines in its sole discretion advisable which are consistent with the Amended 2010 ESPP. Such actions will not require stockholder approval or the consent of any participants; provided, however, that no amendment shall be made without approval of the stockholders of the company if such amendment would (a) increase the number of shares that may be issued under Amended 2010 ESPP or (b) change the designation of the employees (or class of employees) eligible for participation in the Amended 2010 ESPP.

Eligibility

Employees generally are eligible to participate in the Amended 2010 ESPP if they are customarily employed by Amyris or by a participating subsidiary for more than twenty (20) hours per week and more than five (5) months in any calendar year; provided, that employees who are 5% stockholders, or would become 5% stockholders as a result of their participation in the Amended 2010 ESPP, are not eligible to participate in the Amended 2010 ESPP. Eligible employees are able to acquire shares of our common stock by accumulating funds through payroll deductions. Eligible employees are able to select a rate of payroll deduction between 1% and 15% of their cash compensation and are subject to certain maximum share purchase limits, as discussed below. An employee’s participation in the Amended 2010 ESPP automatically ends upon termination of employment for any reason.

As of March 31, 2018, approximately 340 employees, including all of our current named executive officers, are eligible to participate in the 2010 ESPP. For the offering periods under the 2010 ESPP that concluded on May 15, 2017 and November 15, 2017, 131 employees actually participated in such offerings, representing approximately 38% of our employees who are eligible to participate in the 2010 ESPP.

Share Reserve

We initially reserved 11,241 shares of our common stock for issuance under the 2010 ESPP. The number of shares reserved for issuance under the Amended 2010 ESPP is subject to increase on January 1 of each of calendar year during the term of the Amended 2010 ESPP by an amount equal to the lesser of (1) 1% of our shares outstanding on the immediately preceding December 31 and (2) a number of shares as may be determined by the Board or LDCC in their discretion. As a result of this provision, effective January 1, 2011, an additional 29,231 shares were reserved under the 2010 ESPP, representing approximately 1% of our shares outstanding on the December 31, 2010, effective January 1, 2012, an additional 30,622 shares were reserved under the 2010 ESPP, representing approximately 1% of our shares outstanding on December 31, 2011, effective January 1, 2013, an additional 45,807 shares were reserved under the 2010 ESPP, representing approximately 1% of our shares outstanding on December 31, 2012, effective January 1, 2014, an additional 51,109 shares were reserved under the 2010 ESPP, representing approximately 1% of our shares outstanding on December 31, 2013, effective January 1, 2015, an additional 52,815 shares were reserved under the 2010 ESPP, representing approximately 1% of our shares outstanding on December 31, 2014, effective January 1, 2016, an additional 68,678 shares were reserved under the 2010 ESPP, representing approximately 0.5% of our shares outstanding on December 31, 2015, and effective January 1, 2018, an additional 365,099 shares were reserved under the 2010 ESPP, representing approximately 0.8% of our shares outstanding on December 31, 2017.

Purchase Rights

Each offering period under the Amended 2010 ESPP is for one year and consists of two six-month purchase periods. Offering periods under the Amended 2010 ESPP commence on May 16th and November 16th of each year during the term of the Amended 2010 ESPP (subject to the right of the LDCC

TABLE OF CONTENTS

to change the offering periods as discussed above), and eligible participants may only participate in one offering period cycle. The purchase price for shares of common stock purchased under the Amended 2010 ESPP is the lesser of 85% of the fair market value of our common stock on the first day of the applicable offering period or the last day of the applicable purchase period in such offering period. When an offering period commences, our employees who meet the eligibility requirements for participation in that offering period will be automatically granted a non-transferable option to purchase shares in that offering period. Participating employees may withdraw from participation in the Amended 2010 ESPP at any time prior to the end of an offering period, and any accumulated payroll deductions shall be returned to the withdrawn participant, without interest.

Purchase Limitations

Share purchases under the Amended 2010 ESPP are subject to the Share Purchase Limit. In addition, no participant has the right to purchase shares at a rate which, when aggregated with such participant's purchase rights under all our employee stock purchase plans that are also outstanding in the same calendar year(s), have a fair market value of more than $25,000, determined as of the first day of the applicable offering period, for each calendar year in which such right is outstanding. Furthermore, no employee has the right to purchase shares under the Amended 2010 ESPP if such employee is, or if such purchase would cause the employee to become, a 5% stockholder of Amyris.

Change in Control

In the event of a Corporate Transaction (as defined in the Amended 2010 ESPP), the successor company may assume or substitute the outstanding rights to purchase shares under the Amended 2010 ESPP. If the successor company refuses to assume or substitute such outstanding rights, the offering period for such purchase rights will be shortened and end on a new purchase date on or prior to the consummation of the corporate transaction and no new offering period will commence.

Transferability

Neither payroll deductions nor any purchase rights under the Amended 2010 ESPP may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will or the laws of descent and distribution) by the participant.

U.S. Federal Income Tax Consequences

The Amended 2010 ESPP is intended to be an "employee stock purchase plan" within the meaning of Section 423 of the Code. Under such a plan, no taxable income will be reportable by a participant, and no deductions will be allowable to Amyris, as a result of the grant or exercise of the purchase rights issued under the Amended 2010 ESPP. Taxable income will not be recognized until there is a sale or other disposition of the shares acquired under the Amended 2010 ESPP or in the event the participant should die while still owning the purchased shares.

If the participant sells or otherwise disposes of the purchased shares within two years after commencement of the offering period during which those shares were purchased or within one year of the date of purchase, the participant will recognize ordinary income in the year of sale or disposition equal to the amount by which the fair market value of the shares on the purchase date exceeded the purchase price paid for those shares. If the participant sells or disposes of the purchased shares more than two years after the commencement of the offering period in which those shares were purchased and more than one year from the date of purchase, then the participant will recognize ordinary income in the year of sale or disposition equal to the lesser of the amount by which the fair market value of the shares on the sale or disposition date exceeded the purchase price paid for those shares or 15% of the fair market value of the shares on the date of commencement of such offering period. Any additional gain upon the disposition will be taxed as a capital gain.

If the participant still owns the purchased shares at the time of death, the lesser of the amount by which the fair market value of the shares on the date of death exceeds the purchase price or 15% of the fair market value of the shares on the date of commencement of the offering period during which those shares were purchased will constitute ordinary income in the year of death.

TABLE OF CONTENTS

If the purchased shares are sold or otherwise disposed of within two years after commencement of the offering period during which those shares were purchased or within one year after the date of purchase, then Amyris will be entitled to an income tax deduction in the year of sale or disposition equal to the amount of ordinary income recognized by the participant as a result of such sale or disposition. No deduction will be allowed in any other case.

TABLE OF CONTENTS

Proposal 5 — Approval of CEO Equity Awards

General

The Board is asking Amyris' stockholders to approve the following equity awards for our Chief Executive Officer, John Melo: (i) a stock option to purchase 3,250,000 shares of our common stock, such award being subject to performance-based vesting conditions as described herein (the "CEO Performance Option"), and (ii) a restricted stock unit award for 700,000 shares of our common stock in accordance with the terms described herein (the "CEO RSU" and together with the CEO Performance Option, the "CEO Equity Awards").

The Board's primary objective in designing the CEO Equity Awards is to help Amyris grow and achieve its mission, which would facilitate the creation of significant stockholder value. There are three main reasons why the Board recommends that stockholders approve the CEO Equity Awards:

- The CEO Equity Awards strengthen Mr. Melo's incentives and further align his interests with our long-term strategic direction and the interests of our stockholders and reduce the possibility of business decisions that favor short-term results at the expense of long-term value creation;

- The incentives created by the CEO Equity Awards will further ensure Mr. Melo's continued leadership of Amyris over the long-term; and

- The performance and stock price conditions for vesting of the CEO Performance Option will promote Mr. Melo's continued focus on Amyris' growth, sustainability and profitability to drive sustained, long-term stockholder returns.

Background of the CEO Equity Awards

As of March 31, 2018, as described below in the Section titled "Security Ownership of Certain Beneficial Owners and Management," Mr. Melo beneficially owned (i) 6,840 shares of common stock, (ii) 76,332 restricted stock units, all of which were unvested as of March 31, 2018, and (ii) options exercisable within 60 days of March 31, 2018 for the purchase of 138,439 shares of common stock, representing in the aggregate less than 1% of Amyris's outstanding common stock as of such date.

Taking into account Mr. Melo's existing ownership interests and the Board's belief that equity incentives are a critical compensation element to align management interests with that of Amyris's stockholders, the Board and the LDCC have engaged in extensive discussions regarding additional equity compensation for Mr. Melo.

These discussions extensively covered each of the various considerations that were involved in deciding to approve the CEO Equity Awards, including, among other things:

- The reasons for granting the awards;

- The desire to incentivize and motivate Mr. Melo to continue to lead Amyris over the long-term and to create significant stockholder value in doing so;

- How to structure an award in a way that would further align the interests of Mr. Melo and Amyris's other stockholders;

- What performance milestones should be used in the awards;

-

What the total size and form of the awards should be and how that would translate into increased ownership and value for Mr. Melo; and

- How to balance the risks and rewards of any new awards.

Throughout this process, the LDCC used the services of Compensia, its independent compensation consultant, and Fenwick & West LLP, its outside counsel.

TABLE OF CONTENTS

At various points during this process, certain members of the LDCC met with Mr. Melo to share their thinking on the awards and get his perspective, including as to each of the issues identified above and ultimately to negotiate the terms of the awards with him.

After engaging in this extended process and arriving at terms for additional equity awards to which the Board, the LDCC and Mr. Melo agreed, and concluding that such awards would motivate and incentivize Mr. Melo to continue to lead the management of Amyris over the long-term to drive Amyris's growth, sustainability and profitability, the LDCC, with the support of the Board, granted the CEO Equity Awards subject to obtaining the approval of Amyris's stockholders of (i) the CEO Equity Awards as detailed below and (ii) the amendments to our 2010 Equity Incentive Plan described above under "Proposal 3 — Approval of Amendments to the Amyris, Inc. 2010 Equity Incentive Plan."

Vote Required and Board Recommendation

This proposal must receive a "For" vote from (i) the holders of a majority of the shares of common stock properly casting votes on this proposal at the annual meeting in person or by proxy (the "Bylaws Standard") and (ii) a majority of the total votes of shares of our common stock not owned, directly or indirectly, by John Melo cast in person or by proxy at the annual meeting (the "Disinterested Standard"). Abstentions will be counted toward the vote total for this proposal for purposes of the Bylaws Standard (but not the Disinterested Standard) and will have the same effect as an "Against" vote for this proposal under the Bylaws Standard. Shares represented by executed proxies that do not indicate a vote "For," "Against" or "Abstain" will be voted by the proxy holders "For" this proposal. If you own shares through a bank, broker or other Intermediary, you must instruct your bank, broker or other Intermediary how to vote in order for them to vote your shares so that your vote can be counted on this proposal. Broker non-votes will not be counted toward the vote total for this proposal and therefore will not affect the outcome of this proposal.

The Board recommends a vote "FOR" this Proposal 5

Summary of the CEO Equity Awards

Overview

On April 11, 2018, the LDCC, with the support of the Board, granted to Mr. Melo the CEO Equity Awards, contingent upon approval by our stockholders of both (i) the CEO Equity Awards as set forth in this Proposal 5 and (ii) the amendments to our 2010 Equity Incentive Plan as set forth in Proposal 3 above.

Because of the direct relationship between the value of our equity awards and the fair market value of our common stock, we believe that granting stock options and restricted stock units will incentivize Mr. Melo in a manner that aligns his interests with our long-term strategic direction and the interests of our stockholders and reduces the possibility of business decisions that favor short-term results at the expense of long-term value creation.

If our stockholders approve this Proposal 5 and Proposal 3, the CEO Performance Option and the CEO RSU will be automatically granted on the first business day of the week following the week in which such Proposals are approved by our stockholders. If our stockholders do not approve this Proposal 5, neither the CEO Performance Option nor the CEO RSU will be granted.

Material Terms of the Proposed CEO Performance Option

The principal terms of the CEO Performance Option are summarized below. This summary is not a complete description of the CEO Performance Option, and it is qualified in its entirety by reference to the complete text of the form of CEO Performance Option agreement, which is attached as Appendix C to this proxy statement.

CEO Performance Option Value. The total number of shares of Amyris common stock underlying the CEO Performance Option will be 3,250,000. The total number of shares underlying the CEO Performance Option is equivalent to 6.5% of the total number of shares of our common stock outstanding as of March 31, 2018 (assuming for this purpose that all shares underlying the CEO Equity Awards have been issued).

TABLE OF CONTENTS

Equity Type. The CEO Performance Option is a performance-based nonqualified stock option that will be granted pursuant to our 2010 Equity Incentive Plan and the form of CEO Performance Option agreement attached as Appendix C to this proxy statement. Mr. Melo will receive compensation from the CEO Performance Option only to the extent that Amyris achieves the applicable performance milestones.

Date of Grant; Exercise Price. If Proposal 5 and Proposal 3 are approved by our stockholders, the CEO Performance Option will be automatically granted on the first business day of the week following the week in which such Proposals are approved by our stockholders. The exercise price of the CEO Performance Option will be the closing market price of Amyris common stock on the Nasdaq Global Select Market on the date of grant.

Performance Metrics & Vesting. The CEO Performance Option is divided into four tranches as described in the table below (each a "Tranche"). Each of the four Tranches of the CEO Performance Option will vest on or after the applicable vesting date for the Tranche (the "Earliest Vesting Date") provided: (i) the Board or the LDCC certify that both the EBITDA Milestone and the Stock Price Milestone (collectively, the "Milestones") for such Tranche have been met and (ii) Mr. Melo remains our CEO on the applicable vesting date. Any Milestone may be met before, at or after the applicable Earliest Vesting Date for a Tranche provided that the Milestone is met during its applicable Measurement Period. The EBITDA Measurement Period starts January 1, 2018 and ends December 31, 2021. The Stock Price Measurement Period starts January 1, 2018 and ends December 31, 2022. In the event that either the EBITDA Milestone or the Stock Price Milestone is not yet achieved for a Tranche, no shares attributable to such Tranche will be eligible to vest on such Tranche's Earliest Vesting Date; provided, however, the Milestones will remain eligible to be achieved during the remaining EBITDA Measurement Period and Stock Price Measurement Period, as applicable (both as described below). For clarity, upon the achievement of both the applicable EBITDA Milestone and Stock Price Milestone for a Tranche, the shares attributable to such Tranche may not vest until such Tranche's Earliest Vesting Date, and only if Mr. Melo remains the CEO on such date. More than one Tranche may vest simultaneously provided that: the Earliest Vesting Date for each applicable Tranche has occurred, the requisite EBITDA Milestone and Stock Price Milestone for each applicable Tranche have been met and Mr. Melo continues as the CEO through the applicable date of vesting. The table below sets forth the number of shares, EBITDA Milestone, Stock Price Milestone and Earliest Vesting Date for each Tranche:

Tranche	Number of Shares	EBITDA Milestone ($M)	Stock Price Milestone	Earliest Vesting Date
1	750,000	$ 10	$ 15	July 1, 2019
2	750,000	$ 60	$ 20	July 1, 2020
3	750,000	$ 80	$ 25	July 1, 2021
4	1,000,000	$ 100	$ 30	July 1, 2022

EBITDA Milestone. The EBITDA Milestone for a Tranche is achieved if Amyris's EBITDA (as described below) equals or exceeds the EBITDA Milestone set forth in the table above for such Tranche for any fiscal year during the EBITDA Measurement Period. The EBITDA Measurement Period starts January 1, 2018 and ends December 31, 2021. The Board or the LDCC will measure and certify the level of achievement of the EBITDA Milestones as of the end of each fiscal year within the EBITDA Measurement Period.

For purposes of the EBITDA Milestone, "EBITDA" shall mean Amyris's net (loss) income attributable to common stockholders for the relevant fiscal year during the EBITDA Measurement Period as determined in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") and as reported by Amyris in its audited financial statements contained in its Annual Report on Form 10-K for the relevant fiscal year filed with the SEC, plus interest expense (benefit), provision for income taxes, depreciation and amortization for the same fiscal year as reflected in the audited financial statements. For the avoidance of doubt, there will be no adjustment to the reported net (loss) income attributable to common stockholders for stock based compensation in determining EBITDA.

In the event of unusual non-recurring events such as acquisition activities or divestitures of significant assets or changes in applicable accounting rules, as a result of which the calculation of Amyris's EBITDA during the EBITDA Measurement Period is increased or decreased by 10% or more in determining

TABLE OF CONTENTS

Amyris's audited financial statements contained in its Annual Report on Form 10-K filed with the SEC for the most recently completed fiscal year, the Board or, if the Board delegates authority to the LDCC, the LDCC may provide for one or more equitable adjustments to the EBITDA Milestones to preserve the original intent regarding the EBITDA Milestones at the time of the initial award grant.

Stock Price Milestone. The Stock Price Milestone for a Tranche is achieved if each of (i) the average of the daily closing prices of our common stock on the Nasdaq Global Select Market for any one hundred and eighty (180)-consecutive day period starting at any time after the last day of the fiscal year in which the applicable EBITDA Milestone was achieved for the applicable Tranche and ending during the Stock Price Measurement Period and (ii) the average of the daily closing prices of our common stock on the Nasdaq Global Select Market for a thirty (30)-consecutive day period ending on the date on which the 180-day average stock price set forth in the table is achieved for the applicable Tranche equals or exceeds the Stock Price Milestone for the applicable Tranche during the Stock Price Measurement Period. The Stock Price Measurement Period starts January 1, 2018 and ends December 31, 2022.

The Stock Price Milestone will be adjusted to reflect events such as a stock split or recapitalization in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the CEO Performance Option.

The LDCC considers the Stock Price Milestone to be a challenging hurdle and included the EBITDA Milestone to promote Amyris's continued focus on growth, sustainability and profitability. The LDCC selected EBITDA (as defined above) as the appropriate measure because it believes EBITDA is a metric that is commonly used for companies at this stage of development and because many of Amyris's stockholders use it to evaluate Amyris's performance and viability. It is a measure of cash generation from operations that does not disincentivize Amyris from making additional investments to grow further. The EBITDA Milestone is designed to ensure that Amyris maintains operating discipline, but does not represent Amyris's target EBITDA for any future period. The LDCC included the Stock Price Milestone to drive sustained, long-term stockholder returns, and to further align Mr. Melo's compensation opportunity to long-term stockholder interests. In establishing the EBITDA Milestone and Stock Price Milestone, the LDCC carefully considered a variety of factors, including Amyris' growth trajectory and internal growth plans. The LDCC also reviewed special CEO equity awards approved by other public companies as a reference point for setting the magnitude and terms of the CEO Performance Option and CEO RSU.

Term. The term of the CEO Performance Option is ten years from the date of the grant, unless Mr. Melo's employment with Amyris is terminated prior to such date. Accordingly, Mr. Melo will have ten years from the date of grant to exercise any portion of the CEO Performance Option that has vested on or prior to such date, provided that he remains employed at Amyris.

Post-Exercise Holding Period. Mr. Melo must hold at least fifty percent (50%) of the shares he acquires upon exercise of the CEO Performance Option (net of any shares sold to pay the exercise price and any tax withholding obligations with respect to the CEO Performance Option) for two years post-exercise.

The LDCC selected a two-year holding period in order to further align Mr. Melo's interests with Amyris stockholders' interests for two years following the exercise of any portion of the CEO Performance Option. Such alignment ensures that Mr. Melo will be focused on sustaining Amyris' success both before and after he exercises his CEO Performance Option.

Employment Requirement for Continued Vesting. Mr. Melo must continue to be employed as Amyris' CEO upon each vesting date in order for the corresponding Tranche to vest under the CEO Performance Option. If Mr. Melo is still employed at Amyris in a role other than CEO, he will no longer be able to vest under the CEO Performance Option but can continue to hold any unexercised, vested portion of the CEO Performance Option for the full term of the CEO Performance Option.

Termination of Employment. Except in the context of a change of control of Amyris, there will be no acceleration of vesting of the CEO Performance Option if the employment of Mr. Melo is terminated, or if he dies or becomes disabled. In other words, termination of Mr. Melo's employment with Amyris will preclude his ability to earn any then-unvested portion of the CEO Performance Option following the date of his termination.

TABLE OF CONTENTS

Change of Control of Amyris. If Amyris experiences a change of control, such as a merger with or purchase by another company, vesting under the CEO Performance Option will not automatically accelerate.

In the event of a change of control, the performance under the CEO Performance Option will be determined as of the change of control. For this change of control determination, the EBITDA Milestone will be disregarded and a Stock Price Milestone relating to any Tranche that has not yet vested shall be achieved if the per share price (plus the per share value of any other consideration) received by the Company's stockholders in the change of control equals or exceeds the applicable Stock Price Milestone. To the extent a Stock Price Milestone for a Tranche is achieved upon a change of control, the shares specified for such Tranche will be subject to time-based vesting (the "COC Time-Based Options"), and such COC Time-Based Options vest upon the later of the date of the change of control and the Earliest Vesting Date applicable to such Tranche, subject to Mr. Melo remaining the CEO on each such vesting date. To the extent a Stock Price Milestone for a Tranche is not achieved as a result of the change of control, such Tranche will be forfeited automatically as of the immediately prior to closing of the change of control and never shall become vested. Notwithstanding the foregoing, if Mr. Melo is terminated without cause or resigns for good reason in connection with the change of control, any then unvested COC Time-Based Options will accelerate, subject to Mr. Melo's satisfaction of certain terms and conditions, including, but not limited to delivery of a release of claims, pursuant to the terms of Amyris's Executive Severance Plan, adopted on November 6, 2013 (the "Severance Plan").

In addition, if the successor or acquiring corporation (if any) of Amyris refuses to assume, convert, replace or substitute the CEO Performance Option in connection with a change of control, 100% of Mr. Melo's COC Time-Based Options shall accelerate and become vested effective immediately prior to the change of control.

The treatment of the CEO Performance Option upon a change of control is intended to align Mr. Melo's interests with Amyris's other stockholders with respect to evaluating potential change of control offers.

Exercise Methods. Mr. Melo may exercise any vested shares under the CEO Performance Option in these ways: (i) cash; (ii) check or (iii) a "broker-assisted" or "same-day sale." A "broker-assisted" or "same-day sale" occurs when the stock option is exercised and the shares are simultaneously sold to pay for the exercise price and any required tax withholding.

Clawback. In the event of a restatement of Amyris's financial statements previously filed with the SEC as a result of material noncompliance with financial reporting requirements ("restated financial results"), Amyris will require forfeiture (or repayment, as applicable) of the portion of the CEO Performance Option in excess of what would have been earned or paid based on the restated financial results.

Material Terms of the Proposed CEO RSU

The principal terms of the CEO RSU are summarized below.

CEO RSU Value. The total number of shares of Amyris common stock underlying the CEO RSU will be 700,000. The total number of shares underlying the CEO RSU is equivalent to 1.4% of the total number of shares of Amyris' common stock outstanding as of March 31, 2018 (assuming for this purpose that all share underlying the CEO Equity Awards have been issued).

Equity Type. The CEO RSU is a time-based restricted stock unit award that will be granted under our 2010 Equity Incentive Plan and our form of restricted stock unit agreement. The CEO RSU will be settled in shares of our common stock upon vesting.

Date of Grant. If Proposal 5 and Proposal 3 are approved by our stockholders, the CEO RSU will be automatically granted on the first business day of the week following the week in which such Proposals are approved by our stockholders.

Vesting. The CEO RSU will vest in four equal annual installments on July 1st of each of 2019, 2020, 2021 and 2022, subject to Mr. Melo' s continued service on each vesting date. This four-year vesting schedule is longer than our typical three-year vesting schedule for restricted stock units granted to our

TABLE OF CONTENTS

executive officers, and is intended to further align Mr. Melo's compensation opportunity to long-term stockholder interests and to promote retention and continuity in our business.

Termination of Employment. Except in the context of a change of control of Amyris, there will be no acceleration of vesting of the CEO RSU if the employment of Mr. Melo is terminated, or if he dies or becomes disabled. In other words, termination of Mr. Melo's employment with Amyris will preclude his ability to earn any then-unvested portion of the CEO RSU following the date of his termination.

Change of Control of Amyris. If Amyris experiences a change of control, such as a merger with or purchase by another company, vesting under the CEO RSU will not automatically accelerate. Notwithstanding the foregoing, if Mr. Melo is terminated without cause or resigns for good reason in connection with the change of control, any then-unvested portion of the CEO RSU will accelerate, subject to Mr. Melo's satisfaction of certain terms and conditions, including, but not limited to delivery of a release of claims, pursuant to the terms of the Severance Plan. In addition, if the successor or acquiring corporation (if any) of Amyris refuses to assume, convert, replace or substitute the CEO RSU in connection with a change of control, 100% of Mr. Melo's CEO RSU shall accelerate and become vested effective immediately prior to the change of control.

The treatment of the CEO Performance Option upon a change of control is intended to align Mr. Melo's interests with Amyris' other stockholders with respect to evaluating potential change of control offers.

Accounting and Tax Considerations of Proposed CEO Equity Awards

Accounting Consequences. We follow FASB Accounting Standards Codification Topic 718, Compensation-Stock Compensation ("ASC Topic 718") for our stock-based compensation awards, as discussed in more detail in Note 12, "Stock-based Compensation" of "Notes to Consolidated Financial Statements" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. ASC Topic 718 requires companies to measure the compensation expense for all stock-based compensation awards made to employees and directors based on the grant date "fair value" of these awards. Pursuant to ASC Topic 718, this calculation cannot be made for the CEO Performance Option or the CEO RSU prior to the date on which they are granted following approval by our stockholders, if such approval occurs. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based compensation awards in their income statements over the period that an executive officer is required to render service in exchange for an option or other award. Accordingly, the CEO Performance Option and CEO RSU would result in the recognition of stock-based compensation expense over the term of the award as the tranches thereof become probable of vesting as determined pursuant to ASC Topic 718.

Federal Income Tax Consequences. The following discussion is a brief summary of the principal United States federal income tax consequences of the CEO Performance Option and CEO RSU under the U.S. Internal Revenue Code (the "Code") as in effect on the date of this proxy statement. The following summary assumes that Mr. Melo remains a U.S. taxpayer. The Code and its regulations are subject to change. This summary is not intended to be exhaustive and does not describe, among other things, state, local or non-U.S. income and other tax consequences. The specific tax consequences to Mr. Melo will depend upon his future individual circumstances.

Tax Effect for Mr. Melo. Mr. Melo will not have taxable income upon the grant of the CEO Performance Option or the CEO RSU, or upon stockholder approval of the awards, if such approval occurs. If and when Mr. Melo exercises any portion of the CEO Performance Option, he will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the Amyris shares purchased over the exercise price of the option. If and when Mr. Melo vests and is settled in any portion of the CEO RSU, he will recognize ordinary income in an amount equal to the fair market value (on the settlement date) of the Amyris shares issued upon settlement of the CEO RSU. Any taxable income recognized in connection with the exercise of the CEO Performance Option or settlement of the CEO RSU by Mr. Melo will be subject to tax withholding by us. Any additional gain or loss recognized upon any later disposition of the shares will be capital gain or loss.

TABLE OF CONTENTS

Tax Effect for Amyris. We will not be entitled to a material tax deduction in connection with the CEO Performance Option and the CEO RSU. In most cases, companies are entitled to a tax deduction in an amount equal to the ordinary income realized by a participant when the participant exercises a nonqualified stock option or vests and settles in a restricted stock unit, and recognizes such income. However, Section 162(m) of the Code limits the deductibility of compensation paid to our Chief Executive Officer and other "covered employees" as defined in Section 162(m) of the Code. No tax deduction is allowed for compensation paid to any covered employee to the extent that the total compensation for that executive exceeds $1,000,000 in any taxable year. Under Section 162(m) of the Code, as most recently amended in December 2017, we expect that Mr. Melo always will be a covered employee for purposes of Section 162(m) of the Code. Therefore, in any given year in which Mr. Melo exercises all or part of the CEO Performance Option, or vests and is settled in any portion of the CEO RSU, we will be able to take a tax deduction of only $1,000,000 or less, regardless of the amount of compensation recognized by Mr. Melo from the exercise of the CEO Performance Option or settlement of the CEO RSU.

TABLE OF CONTENTS

Proposal 6 —
Approval of Certain Anti-Dilution Provisions in, and the Issuance of Shares of our Common Stock upon the Exercise of, Warrants Issued in Securities Offerings Completed in August 2017 in accordance with NASDAQ Marketplace Rules 5635(c) and (d)

General

We are asking stockholders to approve certain anti-dilution provisions in, and the issuance of shares of our common stock upon the exercise of, warrants issued in securities offerings completed in August 2017, in accordance with NASDAQ Marketplace Rules 5635(c) and (d), as described in more detail below.

DSM Financing Transaction

DSM Purchase Agreement

On August 2, 2017, the company entered into a Securities Purchase Agreement (the "DSM Purchase Agreement") with DSM International B.V., a subsidiary of Koninklijke DSM N.V. (together with its affiliates, "DSM") for the issuance and sale of 25,000 shares of the company's Series B 17.38% Convertible Preferred Stock, par value $0.0001 per share (the "Series B Preferred Stock"), which Series B Preferred Stock is convertible into the company's common stock as described below, at a price of $1,000 per share of Series B Preferred Stock, and a DSM Cash Warrant (as defined below) to purchase 3,968,116 shares of common stock and a DSM Dilution Warrant (as defined below) (collectively, the "DSM Warrants" and the shares of common stock issuable upon exercise of the DSM Warrants, the "DSM Warrant Shares") in a private placement pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") and Regulation D promulgated under the Securities Act (the "DSM Offering"). The DSM Purchase Agreement included customary representations, warranties and covenants of the parties. In addition, pursuant to the DSM Purchase Agreement, the company, subject to certain exceptions, agreed not to (i) issue, enter into any agreement to issue or announce the issuance or proposed issuance of any shares of Common Stock or securities convertible into or exercisable or exchangeable for common stock until October 31, 2017, (ii) enter into an agreement to effect any issuance by the Company involving a Variable Rate Transaction (as defined in the DSM Purchase Agreement) until May 11, 2018 and (iii) issue any shares of common stock or securities convertible into or exercisable or exchangeable for common stock at a price below the Dilution Floor (as defined below) without DSM's consent.

On August 7, 2017, the company and DSM closed the DSM Offering (the "DSM Closing"), resulting in net proceeds to the company of approximately $24.8 million after payment of offering expenses.

Series B Preferred Stock

Each share of Series B Preferred Stock has a stated value of $1,000 and is convertible at any time, at the option of DSM, into common stock (such shares, the "Series B Conversion Shares") at a conversion price of $17.25 per share (the "Series B Conversion Rate"). The Series B Conversion Rate is subject to adjustment in the event of any dividends or distributions of the Common Stock, or any stock split, reverse stock split, recapitalization, reorganization or similar transaction. If not previously converted at the option of DSM, each share of Series B Preferred Stock would be automatically converted, without any further action by DSM, on October 9, 2017.

Dividends, at a rate per year equal to 17.38% of the stated value of the Series B Preferred Stock, are payable semi-annually from the issuance of the Series B Preferred Stock until the tenth anniversary of the date of issuance, on each October 15 and April 15, beginning October 15, 2017, on a cumulative basis, at the company's option, in cash, out of any funds legally available for the payment of dividends, or, subject to the satisfaction of certain conditions, in common stock at the Series B Conversion Rate, or a combination thereof. In addition, upon the conversion of the Series B Preferred Stock prior to the tenth anniversary of the date of issuance, DSM shall be entitled to a payment equal to $1,738 per $1,000 of stated value of the Series B Preferred Stock, less the amount of all prior semi-annual dividends paid on such converted Series B Preferred Stock prior to the relevant conversion date (the "Make-Whole Payment"), at the company's option, in cash, out of any funds legally available for the payment of dividends, or, subject to the

TABLE OF CONTENTS

satisfaction of certain conditions, in common stock at the Series B Conversion Rate, or a combination thereof. If the company elects to pay any dividend in the form of cash, it shall provide DSM with notice of such election not later than the first day of the month of prior to the applicable dividend payment date.

Unless and until converted into common stock in accordance with its terms, the Series B Preferred Stock has no voting rights, other than as required by law or with respect to matters specifically affecting the Series B Preferred Stock.

In the event of a Fundamental Transaction (as defined in the Certificate of Designation of Preferences, Rights and Limitations relating to the Series B Preferred Stock) DSM will have the right to receive the consideration receivable as a result of such Fundamental Transaction by a holder of the number of shares of common stock for which the Series B Preferred Stock is convertible immediately prior to such Fundamental Transaction (without regard to whether such Series B Preferred Stock is convertible at such time), which amount shall be paid pari passu with all holders of common stock.

Upon any liquidation, dissolution or winding-up of the company, DSM shall be entitled to receive out of the assets of the company the same amount that a holder of common stock would receive if the Series B Preferred Stock were fully converted to common stock immediately prior to such liquidation, dissolution or winding-up (without regard to whether such Series B Preferred Stock is convertible at such time), which amount shall be paid pari passu with all holders of common stock.

On August 8, 2017, DSM elected to convert in full the 25,000 shares of Series B Preferred Stock it acquired pursuant to the DSM Purchase Agreement, and the company issued 3,968,116 shares of common stock to DSM upon such conversion, including payment of the Make-Whole Payment in common stock.

DSM Warrants

Pursuant to the DSM Purchase Agreement, at the DSM Closing the company issued to DSM a warrant, with an exercise price of $6.30 per share, to purchase 3,968,116 shares of common stock (the “DSM Cash Warrant”). The exercise price of the DSM Cash Warrant will be subject to standard adjustments as well as full-ratchet anti-dilution protection for any issuance by the company of equity or equity-linked securities during the three-year period following the DSM Closing (the “DSM Dilution Period”) at a per share price (including any conversion or exercise price, if applicable) less than the then-current exercise price of the DSM Cash Warrant, subject to certain exceptions.

In addition, at the DSM Closing the Company issued to DSM a warrant, with an exercise price of $0.0001 per share (the “DSM Dilution Warrant”), to purchase a number of shares of common stock sufficient to provide DSM with full-ratchet anti-dilution protection for any issuance by the company of equity or equity-linked securities during the DSM Dilution Period at a per share price (including any conversion or exercise price, if applicable) less than $6.30 per share, the effective per share price paid by DSM for the shares of common stock issuable upon conversion of the Series B Preferred Stock purchased by DSM in the DSM Offering (including shares of common stock issuable as payment of dividends or the Make-Whole Payment, assuming that all such dividends and the Make-Whole Payment are made in common stock), subject to certain exceptions and subject to a price floor of $0.10 per share (the “Dilution Floor”).

The effectiveness of the anti-dilution adjustment provision of the DSM Cash Warrant and the exercise of the DSM Dilution Warrant is subject to the Stockholder Approval (as defined below), which is being sought at the annual meeting. The DSM Warrants will each have a term of five years from the date the DSM Warrants are initially exercisable. As of March 31, 2018, assuming stockholder approval of the exercise thereof, the DSM Dilution Warrant was not exercisable for any shares of common stock.

Registration Rights

Pursuant to the DSM Purchase Agreement, the company agreed to file a registration statement on Form S-3 (or other appropriate form if the Company is not then S-3 eligible) providing for the resale by DSM of the Series B Conversion Shares and DSM Warrant Shares and to use commercially reasonable efforts to cause such registration statement to become effective within 181 days following the DSM Closing and to keep such registration statement effective at all times until (i) DSM does not own any Series B

TABLE OF CONTENTS

Conversion Shares or DSM Warrant Shares or (ii) the Series B Conversion Shares and DSM Warrant Shares are eligible for resale under Rule 144 without regard to volume limitations. On November 3, 2017, the company filed a registration statement on Form S-3 covering the resale of the Series B Conversion Shares and DSM Warrant Shares, and it was declared effective by the SEC on December 1, 2017.

Amended and Restated Stockholder Agreement

On May 11, 2017, the company and DSM entered into a Stockholder Agreement (the "DSM Stockholder Agreement") setting forth certain rights and obligations of DSM and the company in connection with DSM's May 2017 investment in the Company, including board designation rights, registration rights, transfer restrictions, standstill restrictions, pre-emptive rights and certain commercial rights. On August 7, 2017, in connection with the DSM Closing, the company and DSM entered into an amendment to the DSM Stockholder Agreement (as amended, the "Amended and Restated Stockholder Agreement") providing, among other things, that DSM will have the right to designate two directors selected by DSM (the "DSM Directors"), subject to certain restrictions, to the company's Board of Directors (the "Board"). The company agreed to appoint the DSM Directors and to use reasonable efforts, consistent with the Board's fiduciary duties, to cause the DSM Directors to be re-nominated in the future; provided, that (i) DSM will only have the right to designate one DSM Director at such time as DSM beneficially owns less than 10% of the company's outstanding voting securities and (ii) DSM will no longer have the right to designate any DSM Director at such time as DSM beneficially owns less than 4.5% of the company's outstanding voting securities. In addition, on August 7, 2017, certain of the licenses granted by the company to DSM with respect to certain company intellectual property useful in DSM's business in connection with the entry into the DSM Stockholder Agreement (the "License Agreements") became effective. The Amended and Restated Stockholder Agreement also provided that the Series B Conversion Shares and DSM Warrant Shares will be entitled to the registration rights provided for the in DSM Stockholder Agreement.