

RAYONIER ADVANCED MATERIALS INC.

CHARTER OF THE SUSTAINABILITY COMMITTEE

Adopted Effective July 15, 2021

I. PURPOSE

The purpose of the Sustainability Committee (the “Committee”) of Rayonier Advanced Materials Inc. (the “Company”) shall be to oversee management and advise the Board of Directors concerning the Company’s position on significant Environmental, Social and Governance (“ESG”) matters as more fully set forth in this Charter.

II. MEMBERSHIP AND AUTHORITY

The Committee shall consist of a minimum of three independent directors appointed annually by the Board of Directors. The Committee may designate and delegate duties to such standing or ad-hoc subcommittees as it deems necessary or desirable.

III. ENGAGEMENT OF ADVISORS

The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee may request that any director, officer or employee of the Company, or any other person whose advice and counsel are sought by the Committee, attend a Committee meeting or meet with any member of, or consultant to, the Committee.

IV. GOALS AND RESPONSIBILITIES

The Committee shall have the following specific responsibilities, in addition to any other similar matters which may be referred to it from time to time by the Board of Directors:

1. Primary Oversight Areas. Provide primary oversight with respect to the ESG areas of (i) Diversity, Equity and Inclusion; (ii) Environmental Sustainability; and (iii) Health and Safety (the “Primary Oversight Areas”).
2. Opportunities and Strategy. Oversee and provide input to management regarding the identification and assessment of opportunities associated with the Primary Oversight Areas and the setting of appropriate corresponding strategies in alignment with the Company’s overall long-range plan and strategy setting process.

3. Risk Management. Oversee and provide input to management on the Company's identification, assessment and management of risks associated with the Primary Oversight Areas.
4. Metrics and Targets. Oversee the process of identifying and setting appropriate performance metrics and targets for the Primary Oversight Areas and monitor the Company's progress against specified targets.
5. Disclosure. Oversee publication and release of the Company's Sustainability Report and other ESG-related disclosures.
6. Stakeholder Feedback and Engagement. Monitor feedback and expectations of key investors, advisors and other stakeholders with respect to ESG topics. Engage to build alignment.
7. Stockholder Proposals. Review stockholder proposals encompassing the Primary Oversight Areas and make recommendations to the Nominating and Corporate Governance Committee regarding the Company's response to such proposals.

For the avoidance of doubt, the Committee shall not have or be assigned any authority or responsibility other than as set forth above, it being understood that the Board shall have final decision-making authority with respect to matters delegated to the Committee.

V. REPORTING

The Committee shall report its actions and recommendations to the Board, including the results of the Committee's annual performance evaluation.