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**GREEN PLAINS INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

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**ORGANIZATION AND PURPOSE**

The purpose of the Board Nominating and Governance Committee (the "Committee") of the Board of Directors of Green Plains Inc. (the "Company") is:

- To assist the Board of Directors in defining and assessing qualifications for Board of Director membership and identify qualified individuals;
- To assist the Board of Directors in organizing itself to discharge its duties and responsibilities properly and effectively;
- To assist the Board of Directors in ensuring proper attention and effective response to stockholder concerns regarding corporate governance; and
- To perform such other duties and responsibilities enumerated in and consistent with this Charter.

**COMPOSITION**

The Committee shall comprise such number of members of the Board of Directors, as determined from time to time by the Board of Directors based on recommendations from the Committee, if any. The members of the Committee shall be appointed by the Board of Directors.

Each member shall meet the objective test of "independence," which has been established by the Board of Directors, or in the absence of such test, the Board of Directors shall make an individual determination that such Director is independent within the meaning of any applicable law or any listing standard or rule established by Nasdaq Marketplace Rules and applicable to the Committee.

The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

**MEETINGS**

The Committee shall meet at least two times annually. A chairperson of the Committee (the "Chairperson") may be designated by the Board of Directors based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, frequency and length of meetings and have unlimited access to management and information. The Chairperson shall establish such other rules that may be necessary, from time to time, and proper to conduct the business of the Committee. The Chairperson shall preside over any executive sessions of non-management Directors.

The Corporate Secretary shall act as the Secretary, whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee

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activities to the Board of Directors and perform all other duties that may be assigned, from time to time, to him or her by the Committee or otherwise at the direction of a Committee member.

The Committee shall undertake an annual evaluation assessing its performance with respect to its purpose, duties and tasks set forth in this Charter, which shall be reported to the Board of Directors. In addition, the Committee shall lead the Board of Directors in an annual self-evaluation process, including a review of the self-evaluation process of each Board committee, and report its conclusions and any further recommendations to the Board of Directors.

#### **AUTHORITY**

In the course of its duties, the Committee shall have sole authority, at the Company's expense, to retain and terminate consultants or search firms, as the Committee deems advisable, including the sole authority to approve the consultant or search firm's fees and other retention terms.

#### **RESPONSIBILITIES**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

- Board of Directors and Board Committee Composition
  - Annually, the Committee shall assess the size and composition of the Board of Directors in light of the operating requirements of the Company, existing trends and other relevant criteria.
  - The Committee shall develop membership qualifications for the Board of Directors and all Board committees, including defining specific criteria for director independence and committee membership, and annually review independence and membership in light thereof.
  - Annually, the Committee shall review and recommend directors for continued service as required based on evolving needs of the Company.
  - The Committee shall coordinate and assist management and the Board in recruiting new members to the Board.
  - The Committee shall investigate suggestions for candidates for membership on the Board and recommend prospective Directors, as required, to provide an appropriate balance of knowledge, diversity of experience and capability on the Board, including stockholder nominations for the Board of Directors.
  - The Committee shall make recommendations to the Board, in consultation with the Board Chair and CEO, regarding the composition, director assignments and responsibilities of Board Committees.
  
- The Committee shall review proposed changes to the Company's articles or by-laws, or Board committee charters, and make recommendations to the Board of Directors.

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- The Committee shall regularly review in detail the CEO succession plan and share such plan with the full Board.
- The Committee shall oversee the orientation process for new Directors.
- The Committee shall review governance-related stockholder proposals and recommend the Board of Directors' response.
- The Committee shall periodically assess and recommend the Board of Directors' action with respect to stockholder rights plans or other stockholder protections.
- The Committee shall identify best practices and evaluate emerging corporate governance issues and trends, which may affect the Company and develop and recommend corporate governance principles applicable to the Board, as appropriate.

**AMENDMENT**

This Charter and any provision contained herein may be amended or repealed by the Board of Directors.

Approved: Board of Directors

Date: May 9, 2017