

SOUTHWEST IOWA RENEWABLE ENERGY, LLC

CORPORATE GOVERNANCE/COMPENSATION COMMITTEE CHARTER

Purpose

The Corporate Governance/Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Southwest Iowa Renewable Energy, LLC (the “Company”): (1) to lead the Board and Company in its annual review of compensation given to Board members and the Company’s Chief Executive Officer; (2) to review and evaluate the Company’s incentive and equity plans and other employee benefit programs; and (3) to lead the Board in its annual review of the Board’s performance; (4) to review and evaluate the Board and committee structure and the Company’s corporate governance practices and policies.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall be appointed and may be replaced by the Board at any time. The Committee chairperson shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

Meetings

The Committee shall meet at least once a year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will maintain written minutes of its meetings, which minutes will be filed with the Secretary of the Company.

The Committee will report to the Board regarding recommendations of the Committee submitted to the Board for action, and provide the Board copies of the minutes of its meetings.

Committee Authority and Responsibilities

1. The Committee shall perform an annual assessment of the Board’s performance. In addition, the Committee shall solicit and receive comments from all directors, assess each director’s performance and periodically, but not less often than every three (3) years, report to the Board with an assessment of the director’s performance, to be discussed with the full Board at the first Board meeting following the completion of such assessment.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Committee shall review and approve annually the Company’s compensation program for service on the Board or any of its committees.
4. The Committee shall review and approve, on an annual basis, the corporate goals and objectives with respect to compensation for the Company’s Chief Executive Officer (the

“CEO”). The Committee shall evaluate and report to the independent directors of the Board, at least once a year, on the CEO’s performance in light of these established goals and objectives. Based on these evaluations, the Committee shall, after consultation with the independent directors of the Board, set the CEO’s annual compensation, including salary, bonus and equity compensation. The CEO shall not be present during the Committee’s deliberations regarding, or voting on, his/her compensation. In setting the CEO’s compensation, the Committee shall also consider, among other factors, market compensation for similar positions and awards made to the CEO in prior fiscal years.

5. The Committee shall annually review the Company’s compensation programs and overall pay decisions for executive officers (within the meaning of Section 16 of the 1934 Act, as amended (“Section 16 Officer”)) other than the CEO and other members of Company senior management.
6. The Committee shall annually oversee the assessment of risks arising from or related to the Company’s compensation programs, practices and policies for executives and employees generally.
7. The Committee may approve adoption of such equity and incentive plans as it deems appropriate, and shall approve adoption of any such plans covering Section 16 Officers, in each case in the discretion of the Committee, except that in the case of any plan or matter required to be submitted for approval to members, the Committee shall recommend such plan or matter to the full Board for submission to members. The Committee will oversee the administration of the Company’s equity plans and the incentive compensation plans covering Section 16 Officers, and to the extent that such actions do not require member approval, may approve, amend, modify, interpret or ratify the terms of, or terminate any such plans and any awards made under such plans.
8. The Committee shall review, and recommend to the Board for approval, the frequency with which the Company will conduct member advisory votes on executive compensation (“Say on Pay Vote”), taking into account the results of the most recent member advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review, and recommend to the Board for approval, the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
9. In carrying out its duties and responsibilities, the Committee shall have authority to select, retain, compensate and terminate outside counsel, compensation consultants, or other advisors as the Committee may deem appropriate in its sole discretion to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside counsel and any other advisors and have sole authority to approve related fees and retention terms. The Committee may engage an independent compensation consultant, advisor or legal counsel (each an "advisor") only after taking into consideration the following factors:
 - The advisor's provision of other services to the Company;

- The amount of fees received from the Company by the advisor, as a percentage of the advisor's total revenue;
- The advisor's policies and procedures that are designed to prevent conflicts of interest;
- Any business or personal relationship between the advisor and a member of the Committee;
- The advisor's ownership of any Company units;
- Any other factors the Committee considers appropriate or as may be required by applicable law.

For the purposes of the factors above, "advisor" includes, as applicable, any person that employs the advisor under consideration.

10. The Committee shall pre-approve any services to be provided by the Committee's independent compensation consultant(s) to management.
11. The Committee shall review and reassess this Charter annually and recommend any appropriate changes to the Board for approval. The Committee shall annually review its own performance.
12. The Committee shall perform a periodic review of all Board committees' structure and governance charters to assess the need for any modifications or updates. In addition, the Committee shall make recommendations to the Board regarding the composition and responsibility of the Board committees.
13. The Committee shall review all conflicts of interest which may arise from time to time regarding members of the Board or executive officers and review and approve all related party transactions which would require disclosure in the Company's proxy statement.

Adopted by the Board of Directors of
Southwest Iowa Renewable Energy, LLC

Amended and restated: October 20, 2017