

# **SOUTHWEST IOWA RENEWABLE ENERGY, LLC**

## **NOMINATING COMMITTEE CHARTER**

### **Purpose**

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Southwest Iowa Renewable Energy, LLC (the “Company”): (1) to identify individuals qualified to become Board members for election by holders of the Company’s Series A units, and to recommend to the Board persons to fill Board vacancies or to stand for election by members; and (2) to recommend to the Board nominees for each Board committee, including a financial expert to serve on the Company’s Audit Committee. In addition, the Committee has been delegated authority to approve membership unit transfers, as provided in the last section of this Charter.

### **Committee Membership**

The Committee shall consist of no fewer than three members who shall meet the independence requirements of the NASDAQ Stock Market and shall be persons who are not “interested persons” of the Company under applicable rules of the Securities and Exchange Commission.

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, in order to accomplish the following prior to the annual election of directors by Members (1) nominate directors to serve as representatives of the Series A unit holders, including a financial expert to serve on the Company’s Audit Committee; and (2) obtain Board ratification of such Board nominees. 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 have the sole authority to retain and terminate any search firm to identify and/or analyze director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to access Company resources and to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. Each year, the Committee shall implement and follow a process designed to seek individuals qualified to become board members for recommendation to the Board and shall consider the re-election of existing directors. The Committee believes that having directors with relevant experience in business and industry, government, finance and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide a useful perspective on significant risks and competitive advantages and an understanding of the challenges the Company faces. The Committee shall monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively.
3. Taking this into account, for each year's nominations the Committee will take the following steps:
  - a. With respect to nominating existing directors, the Committee will review relevant information available to it, including the latest Board evaluations for such persons, if any, and assess their continued ability and willingness to serve as a director. The Committee will also assess such persons' contributions in light of the mix of skills and experience the Committee has deemed appropriate for the Board.
  - b. With respect to nominations of new directors, the Committee will conduct a thorough search to identify candidates based upon criteria the Committee deems appropriate and considering the mix of skills and experience necessary to complement existing Board members. The Committee will then review selected candidates and make a recommendation to the Board. The Committee may seek input from other Board members or senior management in identifying candidates.

The Committee will consider recommendations for nominations for the Board by unitholders the same way it evaluates other individuals for nomination as a new director. Nominations for a director position by any unitholder must be made in accordance with the Company's Operating Agreement and other policies of the Company.

### **Delegated Authority and Responsibilities -- Unit Transfers**

Article IX of the Company's Operating Agreement provides that the Board must approve all transfers of the Company's membership units ("Units"). Article 5.16 of the Operating Agreement further provides the Board may create committees that may exercise aspects of the Directors' authority which are expressly conferred by the Directors by express resolution. This Charter expressly confers on the Committee the Directors' authority to approve Unit transfers and to administer the Company's Unit Transfer Policy which is part of the Operating Agreement.

1. The Committee shall have general authority to oversee all aspects of the transfer of Units, including the Unit Transfer Policy. Modifications to the Unit Transfer Policy shall require approval by the Board.
2. The Committee shall meet as appropriate at the call of the Committee chairperson.

3. Periodically, but no more than monthly, the Committee will be presented with Unit transfer requests. Generally approval of transfer requests will be in writing (which includes electronic mail). Any Committee member may request a meeting to discuss any transfer presented for consideration.
4. The Committee may defer action on any requested transfer and refer the transfer for consideration by the full Board.
5. All transfers approved by the Committee will be reported to the full Board at the next subsequent regular Board meeting.

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

Date: February 16, 2007

Amended and restated: November 15, 2013

Amended and restated: April 17, 2015