
GREEN PLAINS INC.
CAPITAL ALLOCATION COMMITTEE CHARTER

ORGANIZATION AND PURPOSE

There shall be a committee of the Board of Directors (the “**Board**”) of Green Plains Inc. (the “**Company**”) designated as the Capital Allocation Committee (the “**Committee**”). The purpose of the Committee is:

- To assist the Board in overseeing the development and execution of the Company’s strategy, including its strategic plans and initiatives;
- To provide analysis and non-binding recommendations to the Board pertaining to cost optimization, capital allocation, capital structure and other finance matters and transaction opportunities; and
- To perform such other duties and responsibilities enumerated in and consistent with this Charter.

COMPOSITION

The Committee shall consist of four members, all of whom are members of the Board, and two of which are Board members who joined the Board in April 2025. One of the Committee members shall serve as the chairperson of the Committee. The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairperson and any other member of the Committee at any time in accordance with the Company’s Bylaws, as may be restated or amended from time to time (“Bylaws”).

MEETINGS

Frequency

The Committee shall meet as frequently as the Committee deems necessary, but no less than two times a year at such times and places deemed necessary to fulfill its responsibilities. 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 activities to the Board 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 is governed by the same rules governing meetings (including meetings in person, by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements applicable to the Board.

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Chairperson

A chairperson of the Committee (the “**Chairperson**”) may be designated by the Board 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 session of non-management Directors.

AUTHORITY AND RESPONSIBILITIES

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees as and when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority to do or take the following actions:

- To assist the Board in overseeing the development and execution of the Company’s strategy, including its strategic plans and initiatives;
- To periodically review and assess with management the development and modification of the Company's strategy, including its strategic plans and initiatives;
- To review and assess with management, as it deems necessary and appropriate, the impact of external developments and factors on the Company’s strategy, including the impact of changes in economic and market conditions, competitive activity, technology, legislative and regulatory considerations and other external developments that may impact the Company’s strategy;
- To evaluate with management significant opportunities for corporate development, including mergers, acquisitions, joint ventures, investments and dispositions of assets;
- To periodically meet with management to assess and evaluate the Company's performance with respect to the implementation and execution of its strategic plans and initiatives and, as the Committee deems necessary or appropriate, advise the Board of the Company's progress;
- To conduct an annual evaluation of the Committee;
- To regularly report the Committee’s activities to the Board; and
- To perform such other duties and functions as the Board may from time to time delegate.

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PROCEDURAL MATTERS

A majority of the members will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Regular meetings of the Committee shall be held at such times as determined by resolution of the Board or the Committee. A special meeting of the Committee may be called by resolution of the Board or upon the request of the chairperson or a majority of the members of the Committee. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet in person, by telephone or video conference or in any other manner permitted under the Company's Bylaws. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may hold executive sessions at which no members of management of the Company are present. The Committee may make recommendations to the Board or the independent directors of the Board with respect to matters covered by this Committee Charter ("Charter") and other matters as the Committee may deem necessary or appropriate. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, at any meeting thereof.

LEGAL COMPLIANCE

This Charter and the composition and authorized actions of the Committee are intended to, and shall be construed to, comply with applicable state and federal laws, any applicable rules and regulations and the Company's Bylaws.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board, as appropriate. The Committee shall conduct this evaluation in such manner it deems appropriate.

REVIEW

Periodically, as it deems necessary or appropriate, the Committee shall review and reassess this Charter. Any proposed changes shall be submitted to the Nominating and Governance Committee of the Board for its consideration and submission to the Board.

AMENDMENT

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

Approved: Board of Directors

Date: May 19, 2026