



## Risk Committee Charter

### Purpose

The purpose of the Risk Management Committee (the "**Committee**") of the Board of Directors (the "**Board of Directors**") of Renewable Energy Group, Inc. (the "**Company**") shall be to assist the Board of Directors in fulfilling its responsibility to:

- Assess and oversee management's identification and evaluation of major strategic, operational, regulatory, information and external risks inherent in the business of the Company (the "Risks"), including among other things,
  - agricultural and energy commodity price risk, and
  - environmental, health and safety risk,
- Oversee the development of Company policies, procedures and systems to address such Risks; and
- Oversee the integrity and implementation of the policies, procedures and systems employed to address such Risks.

The Committee shall not have responsibility for matters subject to the jurisdiction of another committee of the Board of Directors pursuant to that committee's charter.

### Membership

The Committee shall consist of at least three members of the Board of Directors, with the exact number to be determined by the Board of Directors. Committee members shall be appointed from time to time by the Board of Directors, having given consideration to the recommendations, if any, from the Nominating and Governance Committee, but not less than annually at its first meeting following the Annual Meeting of Stockholders. Also having given consideration to the recommendation of the Nominating and Governance Committee, if any, the Board of Directors shall designate a Chairman of the Committee, provided that if the Board of Directors does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman. The Chairman (or in his or her absence a member designated by the Chairman) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of the majority of the Board of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards and experience requirements that may be established from time to time by The NASDAQ Stock Market and the Securities and Exchange Commission (the "**SEC**") and are applicable to the Committee. Each member of the Committee shall also meet any additional independence standards that may be established from time to time by the Board of Directors or the Nominating and Governance Committee.

### Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board of Directors, to discharge its responsibilities, including the authority to retain, at the Company's expense, outside legal or other consultants to advise the Committee and to authorize or conduct investigations into any matters within the scope of its responsibilities and to approve related fees and retention terms. The Committee may request any director, officer or employee of the Company, the Company's outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

### Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law, regulation or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next

scheduled Committee meeting.

## **Duties and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. 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, regulation or listing standard:

- Review and evaluate management's identification and analysis as to significance of all major Risks to the Company's business;
- Review management's policies, procedures and systems for Risk control or mitigation;
- Oversee the integrity and implementation of such policies, procedures and systems of operational controls relating to Risks;
- Review the Company's disclosure of Risks and the means by which the Company addresses Risk management in all filings with the Securities and Exchange Commission;
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors. The Committee also shall undertake an annual evaluation assessing its performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board of Directors. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
- The Committee shall make regular reports to the Board regarding the activities of the Committee.
- The Committee shall periodically report to the Audit Committee with respect to Risks related to or affecting the Company's financial statements.