

Green Plains Inc.
Form DEF 14A
March 28, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

GREEN PLAINS INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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**2019 ANNUAL MEETING
OF SHAREHOLDERS
AND PROXY STATEMENT**

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March 28, 2019

Dear Shareholder,

You are cordially invited to attend the 2019 Annual Meeting of Shareholders of Green Plains Inc. to be held at 10:00 a.m., Central Standard Time, on Wednesday, May 8, 2019, at the Scott Conference Center located at 6450 Pine Street, Omaha, Nebraska 68106.

The Notice of Annual Meeting of Shareholders, Proxy Statement containing information about matters to be acted upon, Proxy Card and 2018 Annual Report are enclosed.

Please use this opportunity to take part in the affairs of your company. Whether or not you plan to attend the Annual Meeting of Shareholders, please complete, date, sign and return the accompanying Proxy Card in the enclosed postage-paid envelope, or vote via the Internet or telephone. Please refer to the Proxy Card for instructions on voting via the Internet or telephone or, if your shares are registered in the name of a broker or bank, please refer to the information forwarded by the broker or bank to determine if Internet or telephone voting is available to you. If you attend the Annual Meeting of Shareholders, you may revoke the proxy and vote in person.

On behalf of the Board of Directors, we appreciate your continued interest in your company.

Sincerely,

Wayne Hoovestol

Chairman of the Board of Directors

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

to be held on May 8, 2019

The 2019 Annual Meeting of Green Plains Inc. will be held at 10:00 a.m., Central Standard Time, on Wednesday, May 8, 2019, at the Scott Conference Center located at 6450 Pine Street, Omaha, Nebraska 68106, for the following purposes:

1. To elect three directors to serve three-year terms that expire at the 2022 annual meeting;
2. To ratify the selection of KPMG as the Company's independent registered public accountants for the year ending December 31, 2019;
3. To ratify and approve adoption of the Green Plains Inc. 2019 Equity Incentive Plan;
4. To cast an advisory vote to approve the company's executive compensation; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote For all nominees in Proposal 1, a vote For Proposal 2, a vote For Proposal 3 and a vote For Proposal 4.

The foregoing items are more fully described in the accompanying Proxy Statement. We have fixed the close of business on March 14, 2019, as the Record Date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof. Each share of our Common Stock is entitled to one vote on all matters presented at the Annual Meeting. Dissenters' rights are not applicable to these matters.

Important Notice Regarding the Availability of Proxy Materials for Shareholder Meeting to be held on May 8, 2019. Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to our proxy materials by notifying you of the availability of our proxy materials on the Internet. Instead of mailing paper copies of our proxy materials, we sent shareholders the Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 8, 2019, with instructions for accessing the proxy materials and voting via the Internet (the Notice). The Notice, which was mailed on or around March 28, 2019, also provides information on how shareholders may obtain paper copies of our proxy materials if they so choose. **The Notice, the Proxy Statement and our 2018 Annual Report may be accessed at www.edocumentview.com/GPRE.**

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, WE URGE YOU TO VOTE YOUR SHARES VIA THE TOLL-FREE TELEPHONE NUMBER OR OVER THE INTERNET, AS PROVIDED IN THE ENCLOSED MATERIALS. IF YOU REQUESTED A PROXY CARD BY MAIL, YOU MAY SIGN, DATE AND MAIL THE PROXY CARD IN THE ENVELOPE PROVIDED.

By Order of the Board of Directors,

Michelle Mapes

Corporate Secretary

Omaha, Nebraska

March 28, 2019

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COMMONLY USED DEFINED TERMS

Company and Regulatory Defined Terms:

Green Plains; the company; GPI	Green Plains Inc.
Exchange Act	Securities Exchange Act of 1934, as amended
Fleischmann's Vinegar; Fleischmann's; FVC	Fleischmann's Vinegar Company, Inc.
GPP	Green Plains Partners LP
NASDAQ	The Nasdaq Global Market
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended

Other Defined Terms:

Annual Meeting	The 2019 Annual Meeting of shareholders of Green Plains Inc. and any adjournment or postponement thereof
ASC 718	Accounting Standards Codification Topic 718, <i>Compensation - Stock Compensation</i>
Board	Board of Directors of Green Plains Inc.
Common Stock	Green Plains Inc. Common Stock, \$0.001 par value per share
EBITDA	Earnings before interest, taxes, depreciation and amortization which is a non-GAAP measure. See our Annual Report on Form 10-K for the year ended December 31, 2018 for a reconciliation to GAAP net income
ESG	Environmental, social and governance
GAAP	U.S. Generally Accepted Accounting Principles
GICS	Global Industry Classification Standard
Internal Revenue Code	Internal Revenue Code of 1986, as amended
NEO	Named executive officer
Notice	Important notice regarding the availability of proxy materials for the Annual Meeting
PSU	Performance Share Unit
Record Date	The record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting
RSA	Restricted Stock Award
TCJA	Tax Cuts and Jobs Act of 2017
TSR	Total Shareholder Return
Umbrella STIP	Green Plains Inc. Umbrella Short-Term Incentive Plan
U.S.	United States

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PROXY SUMMARY

This summary highlights selected information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider in deciding how to vote. You should read the Proxy Statement carefully before voting. This Proxy Statement and the enclosed proxy is first being sent or made available to shareholders on or around March 28, 2019.

2019 ANNUAL MEETING OF SHAREHOLDERS

Time and Date:

10:00 a.m., Central Standard Time, Wednesday, May 8, 2019

Place:

Scott Conference Center

6450 Pine Street, Omaha, Nebraska 68106

Record Date: March 14, 2019

VOTING INFORMATION

Who is Eligible to Vote

You are entitled to vote at the 2019 Annual Meeting of Shareholders if you were a shareholder of record as of the Record Date, which has been fixed as of close of business on March 14, 2019. On the Record Date, there were 41,422,880 shares of our company's Common Stock outstanding and eligible to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote on each matter properly brought before the Annual Meeting.

The presence, in person or by properly executed proxy, at the Annual Meeting of the holders of a majority of the outstanding shares of Common Stock entitled to vote shall constitute a quorum. Proxies that are marked to withhold authority with respect to the election of directors and proxies for which no instructions are given will be counted for purposes of determining the presence of a quorum.

Electronic Access to Proxy Materials

Pursuant to rules adopted by the SEC, we are making this Proxy Statement and our 2018 Annual Report available to shareholders electronically via the Internet. On or around March 28, 2019, we mailed the Notice, which provides information regarding the availability of proxy materials for the Annual Meeting, to our shareholders of record.

Shareholders will be able to access this Proxy Statement and our 2018 Annual Report on the website referred to in the Notice or request to receive printed copies of the proxy materials. Instructions on how to access the proxy materials on the Internet or to request a printed copy may be found in the Notice. The website on which you will be able to view our proxy materials also allows you to choose to receive future proxy materials electronically by email, which would save us the cost of printing and mailing documents to you. If you choose to receive future proxy statements by email, you will receive an email next year with instructions containing a link to the proxy voting site. Your election to receive proxy materials by email remains in effect until you terminate it.

MEETING AGENDA AND VOTING RECOMMENDATIONS

PROPOSAL	BOARD RECOMMENDATION	PAGE
<u>1. The election of three directors to serve three-year terms that expire at the 2022 annual meeting (Proposal 1)</u>	FOR	11
<u>2. The ratification of the selection of the Company's independent registered public accountants for 2019 (Proposal 2)</u>	FOR	45
<u>3. Approval of the Green Plains Inc. 2019 Equity Incentive Plan (Proposal 3)</u>	FOR	47
<u>4. An advisory vote to approve executive compensation (Proposal 4)</u>	FOR	51

Proxy Voting and Revocability of Proxies

Common Stock, represented by the proxies received pursuant to this solicitation and not timely revoked, will be voted at the Annual Meeting in accordance with the instructions indicated in properly submitted proxies. If no instructions are indicated, such shares will be voted as recommended by the Board. If any other matters are properly presented to the Annual Meeting for action, the person(s) named in the enclosed form(s) of proxy and acting thereunder will have discretion to vote on such matters in accordance with their best judgment. Broker non-votes and abstentions are not treated as votes cast for any of the matters to be voted on at the meeting.

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A holder of Common Stock who has submitted a proxy may revoke it prior to its exercise by providing written notice of revocation or a later-dated proxy to the Corporate Secretary of the company at any time before the closing of the polls at the meeting, or by voting in person at the meeting. Any written notice revoking a proxy should be sent to: Green Plains Inc., Attention: Michelle S. Mapes, Corporate Secretary, 1811 Aksarben Drive, Omaha, Nebraska 68106. Attendance in person at the Annual Meeting does not itself revoke a proxy; however, any shareholder who attends the Annual Meeting may revoke a previously submitted proxy by voting in person.

Computershare Trust Company, N.A. is the transfer agent and registrar for our Common Stock. If your shares are registered directly in your name with our transfer agent, with respect to those shares, you are considered the shareholder of record, or a registered shareholder, and these materials were sent to you directly by us. If you are a shareholder of record, you may vote in person at the Annual Meeting.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and that organization should have forwarded these materials to you. As the beneficial owner, you have the right to direct your broker, bank or nominee holding your shares how to vote and are also invited to attend the Annual Meeting. Please refer to the information forwarded by your broker or bank for instructions on how to direct their vote. However, since you are not a shareholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you a legal proxy from the shareholder of record.

If you are a registered shareholder, there are four ways to vote:

- going to the Internet website indicated on the Proxy Card or voting instruction card and following the instructions provided (you will need the control number that is included in the Notice);
- calling the toll-free telephone number indicated on the Proxy Card or voting instruction card (you will need the control number that is included in the Notice);
- signing, dating and returning the Proxy Card if you request to receive your proxy materials by mail; or
- written ballot in person at the Annual Meeting.

Your shares will be voted as you indicate. If you do not indicate your voting preferences, the appointed proxies will vote your shares For all nominees in Proposal 1, and For Proposals 2, 3 and 4.

Broker Non-Votes

Broker non-votes occur when nominees, such as brokers and banks holding shares on behalf of the beneficial owners, are prohibited from exercising discretionary voting authority for beneficial owners who have not provided voting instructions at least ten days before the Annual Meeting date. If no instructions are given within that time frame, the nominees may vote those shares on matters deemed routine by the New York Stock Exchange. On non-routine matters, nominees cannot vote without instructions from the beneficial owner, resulting in so-called broker non-votes. Broker non-votes are not counted for the purposes of determining the number of shares present in person or represented by proxy on any voting matter. All proposals are considered non-routine, except for Proposal 2.

Expenses and Methods of Solicitation

We will bear the expense of soliciting proxies. In addition to the use of the mail and Internet, proxies may be solicited personally, or by telephone or other means of communications, by directors, officers and employees of the company and its subsidiaries who will not receive additional compensation therefor. We will reimburse banks, brokerage firms and nominees for reasonable expenses incurred related to forwarding proxy solicitation materials to beneficial owners

of shares held by such banks, brokerage firms and nominees.

Vote Required

The affirmative vote of a plurality of the votes cast at the Annual Meeting by the holders of the Common Stock, assuming a quorum is present, is required to elect each director. The three persons receiving the greatest number of votes at the Annual Meeting shall be elected as directors. Since only affirmative votes count for this purpose, broker non-votes or votes withheld will not affect the outcome of the voting on Proposal 1. The affirmative vote of a majority of the votes cast at the Annual Meeting by the holders of the Common Stock, assuming a quorum is present, is required to approve Proposals 2, 3 and 4. Since only votes cast count for this purpose, broker non-votes and abstentions will not affect the outcome of the voting on Proposals 2, 3 and 4.

BOARD HIGHLIGHTS

Our current directors whose terms are expiring have been nominated by the Board for reelection at the Annual Meeting. For more information on all of the director nominees, see page 12 of this Proxy Statement.

COMPANY HIGHLIGHTS

Our company is a vertically integrated commodity processing company and one of the largest consolidated owners of ethanol plants in North America. The company operates four business segments: (1) ethanol production, which includes the production of ethanol, distillers grains and corn oil, (2) agribusiness and energy services, which includes grain handling and storage and marketing and merchant trading for company-produced and third-party ethanol, distillers grains, corn oil, natural gas and other commodities, (3) food and ingredients, which includes cattle feeding, and food-grade corn oil operations, and (4) partnership, which includes fuel storage and transportation services.

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2018 PERFORMANCE HIGHLIGHTS

Fiscal 2018 presented a challenging operating environment, as our business continued to experience the impacts of a continued deflationary cycle within the agriculture and energy sectors. Both sectors continued to face pricing pressures from increased global supplies of grains, proteins, oilseeds and an oversupply of ethanol bolstered by escalating trade tensions around the world.

Despite these challenging operating conditions, we continued to execute on our business strategies by managing commodity price risks, improving operational efficiencies and optimizing market opportunities to create an efficient platform with diversified income streams, as exemplified by the following:

Key Operating Accomplishments

Net income of \$15.9 million, or \$0.39 per diluted share; and

EBITDA of \$224.7 million (see EBITDA reconciliation in the company's Form 10-K, filed February 20, 2019).

Achievements

The acquisition of cattle-feeding operations located in Sublette, Kansas and Tulia, Texas bringing the company's total capacity to 355,000 head of cattle and making us the 4th largest feedlot operator in the U.S.;

Disposition of three ethanol plants and Fleischmann's Vinegar resulting in total net cash proceeds of approximately \$671.7 million and a pre-tax gain of \$150.4 million;

Repayment of the remaining balance of our \$500 million term loan due August, 2023; and

Formation of Optimal Aquafeed, a 50/50 joint venture to produce high-quality aquaculture feeds utilizing proprietary techniques and high-protein feed ingredients.

EXECUTIVE COMPENSATION HIGHLIGHTS

Compensation Philosophy. Our Compensation Committee has designed our executive compensation program to deliver pay that reflects corporate, business unit and individual performance that also aligns with the creation of long-term value for our shareholders. As part of our compensation philosophy we pay executive salaries that are lower than our competitors, with more compensation at-risk through long-term equity awards and annual cash incentive awards. Our annual cash incentive plan provides an incentive to achieve financial and operational performance aligned with our business plan and longer term strategy.

The following chart illustrates the mix of total direct compensation elements for our NEOs at target performance, excluding our former Chief Operating Officer and the President of Fleischmann's Vinegar who both resigned during fiscal 2018.

Pay for Performance. Our Compensation Committee has designed our executive compensation program to deliver pay in alignment with corporate and individual performance, aligned with our strategy of growing ethanol and non-ethanol EBITDA, while operating safely and delivering an appropriate level of return to our shareholders.

Performance against pre-established EBITDA goals is a key element of our annual incentive plan. As the chart on page 20 indicates, our CEO's total realizable compensation is well-aligned with our company and stock price performance.

Our Compensation Committee believes that our executive compensation program effectively aligns executive pay with performance returns to shareholders and creates a growth-oriented, long-term value proposition for our shareholders. For more information, see Compensation Discussion and Analysis Executive Overview Pay for Performance included in the Proxy Statement.

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Response to Say On Pay Vote and Changes to our Executive Compensation Program. At our 2017 annual meeting, our shareholders approved our NEOs' compensation, with approximately 76% of the votes cast in favor of our say on pay proposal.

In 2018, the Compensation Committee, with input from its independent compensation consultant, considered the 2017 vote results, shareholder input and current market practices and made significant changes to the compensation program for 2018 which have continued in 2019. Based on shareholder input and to better align our compensation programs with our strategy and market practice, we implemented the following changes for 2018:

We transitioned our long-term incentive program to a forward looking program, with awards contingent on future performance;

Beginning in 2018, one half of annual awards to executive officers under the LTIP will be in the form of performance share units (PSUs) which vest based 50% on total shareholder return relative to a performance peer group and 50% based on return on net assets;

We adjusted our Chief Executive Officer's salary and target annual incentive in 2018 to align more closely with market norms, increasing salary, but maintaining a salary below market median and decreasing his target annual incentive to 200% of salary, to maintain his target cash compensation at the same level as in 2017;

We adopted a compensation recovery (clawback) policy to allow the Board to recoup incentive compensation in appropriate circumstances;

We eliminated the excise tax gross up provision in our Chief Executive Officer's employment agreement; and

The Compensation Committee retained an independent compensation advisor to provide advice in connection with our executive compensation program and incentive plan design.

The Compensation Committee believes these changes have strengthened alignment between executive compensation and the interests of our shareholders, and support the achievement of our strategic and financial goals. At our 2018 annual meeting, our shareholders approved our NEOs' compensation, with approximately 98% of the votes cast in favor of our say on pay proposal.

For a more detailed discussion of these changes, please see Compensation Discussion and Analysis beginning on page 16 of this Proxy Statement.

GOVERNANCE HIGHLIGHTS

Our company has a history of strong corporate governance. By evolving our governance approach in light of best practices, our Board drives sustained shareholder value and best serves the interests of our shareholders.

WHAT WE DO	WHAT WE DON'T DO
100% independent board committees	i No poison pill
100% directors owning stock	i No supplemental executive retirement plans
Compensation recoupment (clawback) policy	i No discounted stock options, reload of stock options or stock option re-pricing without shareholder approval
Right to call special meeting threshold set at 10%	i No single-trigger vesting of equity compensation upon a change in control
Provide a majority of executive compensation in performance-based compensation	i No short-term trading, short sales, transactions involving derivatives, hedging or pledging transactions for executive officers
Pay for performance based on measurable goals for both annual and long-term awards	
Balanced mix of awards tied to annual and long-term performance	
Stock ownership and retention policy	

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PROXY STATEMENT
FOR AN ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 8, 2019

This Proxy Statement is provided to the shareholders of Green Plains Inc. in connection with the solicitation of proxies by our Board of Directors (the Board) to be voted at an Annual Meeting of Shareholders to be held at 10:00 a.m., Central Standard Time, at the Scott Conference Center located at 6450 Pine Street, Omaha, Nebraska 68106, on Wednesday, May 8, 2019, and at any adjournment or postponement thereof (the Annual Meeting).

This Proxy Statement and the enclosed proxy is first being sent or made available to shareholders on or around March 28, 2019. This Proxy Statement provides information that should be helpful to you in deciding how to vote on the matters to be voted on at the Annual Meeting.

We are asking you to elect the three nominees identified in this Proxy Statement as directors of the Company until the 2022 annual meeting of shareholders, to ratify the election of our auditors, and to vote to approve both the 2019 Equity Incentive Plan and our executive compensation.

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In accordance with the General Corporation Law of the State of Iowa, our restated certificate of incorporation, as amended, and our amended and restated bylaws, our business, property and affairs are managed under the direction of the Board.

Independent Directors

Under the corporate governance listing standards of the NASDAQ and our committee charters, the Board must consist of a majority of independent directors. In making independence determinations, the Board observes NASDAQ and Securities and Exchange Commission (SEC) criteria and considers all relevant facts and circumstances. The Board, in coordination with its Nominating and Governance Committee, annually reviews all relevant business relationships any director nominee may have with our Company. As a result of its annual review, the Board has determined that each of its current non-employee directors meet the independence requirements of the NASDAQ and the SEC.

Meetings of the Board

During the fiscal year ended December 31, 2018, the Board held four regular meetings and four special meetings. Each of the serving directors attended at least 76% of all meetings held by the Board and committee meetings of the Board on which the applicable director served during the fiscal year ended December 31, 2018. The Board and committees met in executive session, without management at each meeting.

The table below shows the meeting attendance for each director in 2018:

Name	Board	Audit Committee	Compensation Committee	Nomination and Governance Committee	Overall Attendance
Wayne Hoovestol, Chairman	8 of 8	-	-	-	8 of 8 (100%)
Jim Anderson	5 of 8	5 of 7	9 of 10	-	19 of 25 (76%)
Todd Becker	8 of 8	-	-	-	8 of 8 (100%)
James Crowley	8 of 8	7 of 7	-	-	15 of 15 (100%)
Gene Edwards	8 of 8	7 of 7	10 of 10	-	25 of 25 (100%)
Gordon Glade	8 of 8	7 of 7	-	4 of 4	19 of 19 (100%)
Ejnar Knudsen	8 of 8	7 of 7	-	-	15 of 15 (100%)
Tom Manuel	8 of 8	-	10 of 10	4 of 4	22 of 22 (100%)
Brian Peterson	8 of 8	-	-	4 of 4	12 of 12 (100%)
Alain Treuer, Vice Chairman	8 of 8	-	10 of 10	4 of 4	22 of 22 (100%)

Communications with the Board

Shareholders and other interested parties who wish to communicate with the Board as a whole, or with individual directors, may direct any correspondence to the following address: c/o Corporate Secretary, Green Plains Inc., 1811

Aksarben Drive, Omaha, Nebraska 68106. All communications sent to this address will be shared with the Board, or the Board Chairman or any other specific director, if so addressed.

It is a policy of the Board to encourage, but not require, directors to attend each annual meeting of shareholders. The Board's attendance allows for direct interaction between shareholders and members of the Board. All of our directors, with the exception of one, attended our 2018 annual meeting of shareholders.

The Board's Role in Risk Oversight

The Board and each of its committees are involved in overseeing risk associated with our company. In its oversight role, the Board annually reviews our company's strategic plan, which addresses, among other things, the risks and opportunities facing our company. While the Board has the ultimate oversight responsibility for the risk management process, it has delegated certain risk management oversight responsibilities to the Board committees.

One of the primary purposes of the Audit Committee, as set forth in its charter, is to act on behalf of the Board in fulfilling its responsibilities to oversee company processes for the management of business/financial risk and for compliance with applicable legal, ethical and regulatory requirements. Accordingly, as part of its responsibilities as set forth in its charter, the Audit Committee is charged with (i) inquiring of management and our company's outside auditors about significant risks and exposures and assessing the steps management has taken or needs to take to minimize such risks and (ii) overseeing our company's policies with respect to risk assessment and risk management, including the development and maintenance of an internal audit function to provide management and the Audit Committee with ongoing assessments of our company's risk management processes and internal controls. In connection with these risk oversight responsibilities, the Audit Committee has regular meetings with our company's management, internal auditors and independent, external auditors.

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The Nominating and Governance Committee annually reviews our company's corporate governance guidelines and their implementation, as well as regularly evaluates new and continuing directors for election to the Board. The Compensation Committee considers risks related to the attraction and retention of talented senior management and other employees as well as risks relating to the design of compensation programs and arrangements. Each committee provides the Board with regular, detailed reports regarding committee meetings and actions.

Committees of the Board

The Board has a standing Audit Committee, Compensation Committee, and Nominating and Governance Committee, each of which has a charter setting forth its responsibilities. Board members also possess key knowledge and skills as noted in the table below:

Skill	Jim Anderson	Todd Becker	James Crowley	Gene Edwards	Gordon Glade	Wayne Hoovest	Ejnar Knudsen	Thomas Manue	Brian Peterson	Alain Treuer
Executive Management	x	x	x	x	x	x	x	x	x	x
Finance / Financial Expert	x	x	x	x	x			x	x	x
Compensation	x	x	x	x			x		x	x
Risk Management	x	x	x	x			x	x	x	x
Industry Knowledge	x	x		x	x	x	x	x	x	x
Technology		x		x				x		x
Government Relations	x	x	x	x			x		x	
Accounting	x	x	x	x	x			x	x	x
Legal / Regulatory		x		x					x	
International Business	x	x	x					x	x	x
Strategy Development	x	x	x	x			x	x	x	x
Mergers & Acquisitions	x	x	x	x	x	x	x	x		x
Corporate Governance	x	x	x	x	x			x	x	x

The tables which follow set forth committee memberships as of the date of this proxy.

AUDIT COMMITTEE

The Audit Committee, which was established in accordance with section 3(a)(58)(A) of the Exchange Act, currently consists of Messrs. Crowley (Chairman), Anderson, Edwards, Glade and Knudsen, each of whom is independent under the rules of the NASDAQ and the SEC. Mr. Crowley has been determined to be an audit committee financial expert as defined in Rule 407(d)(5) of Regulation S-K. The Audit Committee continued its standing practice of meeting directly with our internal audit staff to discuss the current year's audit plan and to allow for direct interaction between the Audit Committee members and our internal auditors. The Audit Committee also meets directly with our independent auditors. The Audit Committee met seven times during the fiscal year ended December 31, 2018. During each of these meetings, the Audit Committee met directly with our independent auditors.

The function of the Audit Committee, as detailed in its charter and available on the company's website, is to provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting, reporting practices, and the quality and integrity of our financial reports.

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In doing so, it is the responsibility of the Audit Committee to maintain free and open means of communication between the directors, the independent auditors and our management.

Please see page 53 of this Proxy Statement for the Report of the Audit Committee.

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COMPENSATION COMMITTEE

The Compensation Committee currently consists of Messrs. Treuer (Chairman), Anderson, Edwards and Manuel, each of whom is independent under the rules of the NASDAQ and the SEC. The Compensation Committee met 10 times during the fiscal year ended December 31, 2018.

The Compensation Committee establishes our general compensation policy and, except as prohibited by law, may take any and all actions that the Board could take relating to compensation of directors, executive officers, employees and other parties. The Compensation Committee's role is to (i) evaluate the performance of our executive officers, (ii) set compensation for directors and executive officers, (iii) make recommendations to the Board on adoption of compensation plans and (iv) administer our compensation plans, including choosing performance measures, setting performance targets and evaluating performance, in consultation with the Chief Executive Officer. When evaluating potential compensation adjustments, the Compensation Committee solicits and considers input provided by the Chief Executive Officer relating to the individual performance and contribution to our overall performance by executive officers (other than himself) and other key employees.

As permitted by the Compensation Committee Charter, which is available on the company's website, the Compensation Committee retained the services of an independent compensation adviser to provide consulting services with respect to the company's executive compensation program. In December 2017, the Compensation Committee engaged Meridian Compensation Partners, LLC (Meridian) as its compensation adviser for the remainder of fiscal 2017 and fiscal 2018. Pursuant to the terms of its engagement by the Compensation Committee, Meridian provided advice regarding our executive compensation programs in relation to the objectives of those programs and provided information and advice on competitive compensation practices and trends, along with specific views on our executive compensation programs. In its role as the Committee's independent compensation consultant, representatives of Meridian engaged in discussions with the Compensation Committee and responded on a regular basis to questions from the Committee, providing them with their opinions with respect to the design of current or proposed compensation programs. Meridian reported directly to the Compensation Committee and the Committee retained the sole authority to retain or terminate their services.

Please see page 31 of this Proxy Statement for the Compensation Committee Report.

NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and Governance Committee currently consists of Messrs. Peterson (Chairman), Glade, Manuel and Treuer, each of whom is independent under the rules of the NASDAQ and the SEC. The Nominating and Governance Committee met four times during the fiscal year ended December 31, 2018.

The function of the Nominating and Governance Committee, as detailed in its charter and available on the company's website, is to recommend to the Board the slate of director nominees for election to the Board, to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, and to review and address governance items. The Nominating and Governance Committee has established certain broad qualifications in order to consider a proposed candidate for election to the Board. The Nominating and Governance Committee will also consider such other factors as it deems appropriate to assist in developing a Board and committees that are diverse in

nature and comprised of experienced and seasoned advisors. These factors include judgment, skill, diversity (such as race, gender or experience), integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

Code of Ethics

The Board has adopted a Code of Ethics to which all officers, directors and employees, who for purposes of the Code of Ethics are collectively referred to as employees, are required to adhere in addressing the legal and ethical issues encountered in conducting their work. The Code of Ethics requires that all employees avoid conflicts of interest, comply with all laws, rules and regulations, conduct business in an honest and fair manner, and otherwise act with integrity. Employees are required to report any violations of the Code of Ethics and may do so anonymously by contacting <https://gpreinc.alertline.com>. The Code of Ethics includes specific provisions applicable to the company's principal executive officer and senior financial officers. The full text of the code of ethics is published on our website in the Investors Corporate Governance section.

The Board also has adopted a Related Party Policy which addresses our company's procedures with respect to the review and approval of related party transactions that are required to be disclosed pursuant to SEC regulations. The Code of Ethics provides that any transaction or activity in which the company is involved with a related party (which is defined as an employee's child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, or any person (other than a tenant or employee) sharing the household of an employee of ours, or any entity that is either wholly or substantially owned or controlled by an employee of ours or any of the foregoing persons and any trust of which an employee of ours is a trustee or beneficiary) shall be subject to review and approval by our Audit Committee so that appropriate measures can be put into place to avoid either an actual conflict of interest or the appearance of a conflict of interest.

Table of Contents**Stock Ownership Guidelines: Prohibition on Short-Term and Speculative Trading and Pledging**

The Board has adopted stock ownership guidelines to further align the interests of our non-employee directors and officers with those of our shareholders, by requiring the following minimum investment in company Common Stock:

ROLE	MINIMUM OWNERSHIP
Chief Executive Officer	6x base salary
Chief Operating Officer and Chief Financial Officer	4x base salary
All other NEOs	3x base salary
Non-Employee Directors	5x annual cash retainer

Furthermore, our directors and each officer who is subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act), is prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan, with one director being granted an exception for the pledge of shares.

Compensation Committee Interlocks and Insider Participation

No Compensation Committee member (i) was an officer or employee of GPI, (ii) was formerly an officer of GPI or (iii) had any relationship requiring disclosure under the SEC's rules governing disclosure of related person transactions. During the fiscal year ended December 31, 2018, we had no interlocking relationships in which (i) an executive officer of GPI served as a member of the Compensation Committee of another entity, one of whose executive officers served on the Compensation Committee of GPI, (ii) an executive officer of GPI served as a director of another entity, one of whose executive officers served on the Compensation Committee of GPI, or (iii) an executive officer of GPI served as a member of the Compensation Committee of another entity, one of whose executive officers served as a director of GPI.

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PROPOSAL 1- ELECTION OF DIRECTORS

Introduction

The Board consists of ten members and is divided into three groups. One group of directors is elected at each annual meeting of shareholders for a three-year term. Each year a different group of directors is elected on a rotating basis. James Crowley, Gene Edwards and Gordon Glade are up for reelection at the Annual Meeting (to serve until the 2022 annual meeting or until their respective successors shall be elected and qualified). The terms of Jim Anderson, Wayne Hoovestol and Ejnar Knudsen expire at the 2020 annual meeting. The terms of Todd Becker, Thomas Manuel, Brian Peterson and Alain Treuer expire at the 2021 annual meeting.

Director Nomination Process

The Board is responsible for approving nominees for election as directors. To assist in this task, the Nominating and Governance Committee is responsible for reviewing and recommending nominees to the Board. This committee is comprised solely of independent directors as defined by the rules of the NASDAQ and the SEC.

The Board has a policy of considering director nominees recommended by our shareholders. A shareholder who wishes to recommend a prospective board nominee for the Nominating and Governance Committee's consideration can write to the Nominating and Governance Committee, c/o Michelle S. Mapes, Corporate Secretary, Green Plains Inc., 1811 Aksarben Drive, Omaha, NE 68106. In addition to considering nominees recommended by shareholders, our Nominating and Governance Committee also considers prospective board nominees recommended by current directors, management and other sources. Our Nominating and Governance Committee evaluates all prospective board nominees in the same manner regardless of the source of the recommendation.

As part of the nomination process, our Nominating and Governance Committee is responsible for reviewing with the Board periodically the appropriate skills and characteristics required of directors in the context of the current make-up of the Board. This assessment includes issues of judgment, diversity, experience and skills. In evaluating prospective nominees, including nominees recommended by shareholders, our Nominating and Governance Committee looks for the following minimum qualifications, qualities and skills:

highest personal and professional ethics, integrity and values;

outstanding achievement in the individual's personal career;

breadth of experience;

ability to make independent, analytical inquiries;

ability to contribute to a diversity of viewpoints among board members;

willingness and ability to devote the time required to perform board activities adequately (in this regard, the committee will consider the number of other boards of directors on which the individual serves); and

ability to represent the total corporate interests of our company (a director will not be selected to, nor will he or she be expected to, represent the interests of any particular group).

As set forth above, our Nominating and Governance Committee considers diversity as one of a number of factors in identifying nominees for director. The Committee adopted a policy in 2017 specifically addressing gender diversity whereby it resolved to ensure that when a vacancy arises on the Board, it will ensure the candidate pool always contains at least one diverse candidate specifically with respect to gender. Based on shareholder comments, the Committee is continuing to evaluate additional ways to address gender diversity in particular. The Committee also views diversity broadly to include diversity of experience, skills and viewpoint as well as traditional diversity concepts such as race, national origin and gender.

Shareholders who wish to submit a proposal for inclusion of a nominee for director in our proxy materials must also comply with the deadlines and requirements of our bylaws and of Rule 14a-8 promulgated by the SEC. Please see Additional Information in

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this Proxy Statement for more information regarding the procedures for submission by a shareholder of a director nominee or other proposals.

Set forth below is the age, principal occupation and certain other information for each of the nominees for election as a director.

Nominees for Election at the 2019 Annual Meeting

JAMES CROWLEY, 72, a director since October 2008, also serves as Chairman of the Audit Committee. Mr. Crowley has been Chairman and Managing Partner of Old Strategic, LLC since July 2006. His previous experience includes service as Chairman and Managing Partner of Strategic Research Institute, President of Global Investment and Merchant Banking at Prudential Securities, and investment banking at Smith Barney Harris Upham & Co. He currently serves on the board and is Chairman of the Audit Committee of Core Molding Technologies, is on the board of trustees for the National Marine Sanctuary Foundation, and has served on a number of educational and not-for-profit boards. Mr. Crowley has a master's degree in Business Administration from the Wharton Graduate School of Business at the University of Pennsylvania and a Bachelor of Science degree in Business Administration from Villanova University. He has also completed corporate governance programs at the Harvard Business School, Stanford Graduate Business School, Stanford Law School and Northwestern University. Mr. Crowley is qualified to serve as a director because he possesses the requisite education and business acumen to serve as an audit committee financial expert along with having served on other boards and as an audit committee chairman of another company.

GENE EDWARDS, 62, a director since June 2014, also serves on the Audit and Compensation Committees. Mr. Edwards served as Executive Vice President and Chief Development Officer of Valero Energy Corporation until his retirement in April 2014. He began his 32-year career at Valero as an analyst in Planning and Economics and spent his tenure with Valero in various managerial positions in Planning and Economics, Refinery Operations, Business Development, and Marketing. Mr. Edwards was a key driver in Valero's entry into the ethanol business and helped the segment become a successful part of its overall business. He served on the board of directors of CST Brands, Inc. from May 2013 to December 2013. Mr. Edwards holds a Bachelor of Science degree in Chemical Engineering from Tulane University and a master's degree in Business Administration from the University of Texas at San Antonio. Mr. Edwards is qualified to serve as a director because of his extensive energy, including ethanol, industry experience, providing the Board with valued industry experience.

GORDON GLADE, 48, a director since December 2007, also serves on the Audit and the Nominating and Governance Committees. Mr. Glade was formerly a shareholder of Amur Equipment Financing (formerly AXIS Capital Inc.), a commercial equipment leasing company, for which he had also served as its President and Chief Executive Officer from 1996 to 2016. In addition, he is a current investor in several other ethanol companies. Mr. Glade also serves as Vice President and a director of the Edgar and Frances Reynolds Foundation, Inc. and as a director of Heartland Agriculture, LLC and the Brunswick State Bank. Mr. Glade has a Bachelor of Science degree in both Accounting and Finance from Texas Christian University. Mr. Glade is qualified to serve as a director because his business experience, including his experience as an investor in other ethanol companies, provides the Board with valuable perspective.

Set forth below is the age, principal occupation and certain other information for each of our directors not currently up for election.

Continuing Directors with Terms Expiring in 2020

JIM ANDERSON, 61, a director since October 2008, also serves on the Audit and Compensation Committees. Mr. Anderson is currently the Chief Executive Officer of Moly-Cop, a position he has held since November 2017. Previously, he served as Managing Director and Operating Partner at CHAMP Private Equity. In addition, he served The Gavilon Group, LLC as its President and Chief Executive Officer from October 2014 until February 2016 as well as its Chief Operating Officer, Fertilizer, since February, 2010. From September 2006 to February 2010, he served as Chief Executive Officer and member of the board of directors at United Malt Holdings, a producer of malt for use in the brewing and distilling industries. Prior to that, beginning in April 2003, Mr. Anderson served as Chief Operating Officer / Executive Vice President of CT Malt, a joint venture between ConAgra Foods, Inc. and Tiger Brands of South Africa. Mr. Anderson's experience in the agricultural processing and trading business includes serving as Senior Vice President and then President of ConAgra Grain Companies. His career also includes association with the firm Ferruzzi USA and as an Operations Manager for Pillsbury Company. He has also served as a Board Member of the North American Export Grain Association and the National Grain and Feed Association. Mr. Anderson holds a Bachelor of Arts degree with a Finance emphasis from the University of Wisconsin Platteville. Mr. Anderson is qualified to serve as a director because of his commodity experience and agribusiness knowledge, which provides the Board with a relevant depth of understanding of our operations.

WAYNE HOOVESTOL, 61, a director since March 2006, has served as Chairman of the Board since October 2008. Mr. Hoovestol served as our Chief Operating Officer from January 2007 to February 2007, Chief Executive Officer from February 2007 to December 2008, and Chief Strategy Officer from March 2009 to November 2009. Mr. Hoovestol no longer is an employee of the company. Mr. Hoovestol began operating Hoovestol Inc., a trucking company, in 1978. He is also President of Lone Mountain Truck Leasing, which he founded in 2005. Mr. Hoovestol became involved with the ethanol industry as an investor in 1995, and has served on the boards of two other ethanol companies. Mr. Hoovestol also served on the board of CapSource Financial, Inc., a truck trailer sales and leasing company, from May 2005 to March 2007. Mr. Hoovestol is qualified to serve as a director because of his former leadership as Chief Executive Officer, as well as the business perspective he brings to the Board through his ownership of other entities and investments in other ethanol companies.

EJNAR KNUDSEN, 50, joined the company as a director in May 2016. He also serves on the Audit Committee. Mr. Knudsen is the founder and CEO of AGR Partners, and oversees the firm's strategy with investments totaling over \$400 million in food

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processors, manufacturers and agribusinesses. From 2009 to 2012, Mr. Knudsen was co-portfolio manager of Passport Capital's Agriculture Fund. Prior to Passport Capital, Mr. Knudsen served as EVP of Western Milling, a grain and feed milling company that grew from a small California startup to over \$1 billion in sales. Mr. Knudsen also spent 10 years with Rabobank, in its New York office, managing a loan portfolio and venture capital investments as well as providing corporate advisory services. Mr. Knudsen is a director of Opal Foods, Iccle Seafoods, Ridley Corp. (RIC.ASX), and Materra Farming. Mr. Knudsen received his B.S. from Cornell University and is a CFA charter holder. Mr. Knudsen is qualified to serve as a director because of his operating company and finance experience, as well as his agribusiness industry network and knowledge, which provides the Board with a relevant depth of understanding of our operations.

Continuing Directors with Terms Expiring in 2021

TODD BECKER, 53, who has served as President and Chief Executive Officer since January 2009, was appointed as a director in March 2009. Mr. Becker has also served as President and Chief Executive Officer, as well as a director, of the general partner of Green Plains Partners LP since March 2015. Mr. Becker served as our President and Chief Operating Officer from October 2008 to December 2008. He served as Chief Executive Officer of VBV LLC from May 2007 to October 2008. Mr. Becker was Executive Vice President of Sales and Trading at Global Ethanol from May 2006 to May 2007. Prior to that, he worked for ten years at ConAgra Foods, Inc. in various management positions including Vice President of International Marketing for ConAgra Trade Group and President of ConAgra Grain Canada. Mr. Becker has over 32 years of related experience in various commodity processing businesses, risk management and supply chain management, along with extensive international trading experience in agricultural markets. Mr. Becker served on the board of directors, including its Audit and Compensation Committees, for Hillshire Brands Company from 2012 to 2014. Mr. Becker has a master's degree in Finance from the Kelley School of Business at Indiana University and a Bachelor of Science degree in Business Administration with a Finance emphasis from the University of Kansas. Mr. Becker is qualified to serve as a director because he provides an insider's perspective about our business and strategic direction to Board discussions. His extensive commodity experience and leadership make him an essential member of the Board.

THOMAS MANUEL, 72, a director since May 2015, also serves on the Compensation and the Nominating and Governance Committees. Mr. Manuel serves as Chief Executive Officer and Founder of Nu-Tek Food Science LLC, a food ingredients processing company, a position he has held since August 2011. Prior to that, he served as Chief Executive Officer of Aventine Renewable Energy, Inc., an ethanol producer from March 2010 to August 2011. From May 2002 to August 2011, Mr. Manuel served as Managing Director of International Strategy Advisors, LLC, providing transaction advisory services to private equity investors in the agribusiness and food industries. From 1977 until 2002, Mr. Manuel held various senior management positions with ConAgra Foods, Inc. including trading in domestic and international food ingredients, grain and energy, and grain and meat processing of various types. Mr. Manuel has a Bachelor of Science degree in Business Administration from the University of Minnesota. Mr. Manuel is qualified to serve as a director because of his experience in grain, meat and poultry processing, trading, and commodity and energy merchandising, providing a veteran perspective to Board discussions.

BRIAN PETERSON, 55, a director since May 2005, also serves as Chairman of the Nominating and Governance Committee. Mr. Peterson currently serves as President and Chief Executive Officer of Whiskey Creek Enterprises. Mr. Peterson served as our Executive Vice President in charge of site development from 2005 to October 2008. Mr. Peterson was the sole founder and owner of Superior Ethanol LLC, which was acquired by us in 2006. For over twenty years, he has owned and operated grain farming entities which now includes acreages in Iowa, Arkansas and South Dakota. Additionally, he built, owns and operates a cattle feedlot in northwest Iowa. Mr. Peterson has a Bachelor of Science degree in Agricultural Business from Dordt College. In addition, he is an investor in several other ethanol companies. Mr. Peterson is qualified to serve as a director because of his ethanol and grain industry

experience, which serves as an important resource to the Board.

ALAIN TREUER, 46, a director since October 2008, who has served as Vice Chairman of the Board since August 2015, also serves on the Nominating and Governance Committee and as Chairman of the Compensation Committee. Mr. Treuer was a founder of VBV LLC, a joint venture formed in 2006 to develop and expand ethanol production in a vertical manner in the U.S. VBV LLC and Green Plains merged in 2008. Mr. Treuer had served as Trivon's (VirginConnect/ VirginConnect Mobile) Chairman of the Board's Compensation Committee since 2006. Mr. Treuer has also served since 2005 as Chairman and Chief Executive Officer of Tellac Reuert Partners (TRP SA), a global investment firm. Prior to joining TRP SA, he was Chairman and Chief Executive Officer of TIGC, a global telecommunications company that he founded in 1992 and sold in 2001. Mr. Treuer has nearly 30 years of experience as an entrepreneur in various industries around the globe. Mr. Treuer has a master's degree in Business Administration from the Graduate School of Business at Columbia University in New York, a Bachelor of Economics degree from the University of St. Gallen in Switzerland and is an active member of the Young Presidents Organization. Mr. Treuer is qualified to serve as a director because his business experiences, combined with his education and global acumen, allow him to provide unique operational insights to the Board.

Required Vote

To be elected, each nominee for director must receive plurality of all votes cast (assuming a quorum is present) with respect to that nominee's election. Abstentions and broker non-votes will not be counted as a vote cast with respect to a nominee.

Recommendation of the Board

The Board recommends that stockholders vote **FOR** each of the nominees set forth in Proposal 1.

Table of Contents**OUR MANAGEMENT****Executive Officers and Directors**

Our executive officers and directors, their ages and their positions as of March 28, 2019, are as follows. Our executive officers serve at the discretion of the Board.

NAME	AGE	TITLE
Wayne Hoovestol	61	Chairman of the Board
Todd A. Becker	53	President and Chief Executive Officer (and Director)
John W. Nepl	53	Chief Financial Officer
Michelle S. Mapes	52	Chief Legal and Administration Officer and Corporate Secretary
George P. (Patrich) Simpkins	57	Chief Development Officer
Walter S. Cronin	56	Executive Vice President Commercial Operations
Mark A. Hudak	59	Executive Vice President Human Resources
Joel Jarnagin	55	Executive Vice President Cattle
Paul E. Kolomaya	53	Executive Vice President Commodity Finance
Michael A. Metzler	56	Executive Vice President Natural Gas & Power
Anthony R. Vojslavek	37	Executive Vice President Trading and Risk
Jim Anderson (1) (2) (4)	61	Director
James Crowley (1) (4)	72	Director
Gene Edwards (1) (2) (4)	62	Director
Gordon Glade (1) (3)	48	Director
Ejnar Knudsen (1)	50	Director
Thomas Manuel (2) (3)	72	Director
Brian Peterson (3)	55	Director
Alain Treuer (2) (3)	46	Director and Vice Chairman of the Board

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Nominating and Governance Committee.
- (4) In accordance with requirements of the SEC and the NASDAQ listing requirements, the Board has designated each as an Audit Committee financial expert.

Biographical information for Todd Becker, who also serves as one of our directors, is provided above in this Proxy Statement. Since March 2015, the majority of our executive officers serve the general partner of GPP in the same capacity as noted below. Under an operational services and secondment agreement, we are reimbursed by GPP for certain compensation of our employees, including executive officers, who serve in management, maintenance and operational functions in support of its operations. Mr. Simpkins has also served as a director of the general partner of GPP since June 2015.

JOHN NEPPL has served as Chief Financial Officer since September 2017. Prior to joining our parent, Mr. Nepl served as Chief Financial Officer of The Gavilon Group, LLC, an agriculture and energy commodities management firm with an extensive global footprint, from June 2008 through February 2016. Previously, Mr. Nepl held senior

financial management positions at ConAgra Foods, Inc., including Senior Financial Officer of ConAgra Trade Group and Commercial Products division as well as Assistant Corporate Controller. Prior to ConAgra, Mr. Nepl was Corporate Controller at Guarantee Life Companies. He began his career as an auditor with Deloitte & Touche. Mr. Nepl is a member of the Creighton University Heider College of Business Dean's Advisory Board, as well as its Accounting Department Advisory Board. In addition, he is on the Board of Directors of Marian High School in Omaha, Nebraska and Chair of its Finance Committee. Mr. Nepl earned his Bachelor of Science degree in business administration with a major in accounting from Creighton University. He is also a certified public accountant (inactive status).

MICHELLE MAPES has served as Chief Legal and Administration Officer and Corporate Secretary since January 2018 and prior to that as Executive Vice President General Counsel and Corporate Secretary since November 2009. Prior to joining Green Plains in September 2009 as General Counsel, Ms. Mapes was a Partner at Husch Blackwell LLP, where for three years she focused her legal practice nearly exclusively in renewable energy. Prior to that, she was Chief Administrative Officer and General Counsel for HDM Corporation. Ms. Mapes served as Senior Vice President Corporate Services and General Counsel for Farm Credit Services of America from April 2000 to June 2005. Ms. Mapes holds a Juris Doctorate, a master's degree in Business Administration and a Bachelor of Science degree in Accounting and Finance, all from the University of Nebraska Lincoln.

PATRICK SIMPKINS has served as Chief Development Officer since October 2014, also previously servicing as Chief Risk Officer from October 2014 through August 2016. Prior to joining Green Plains in May 2012 as Executive Vice President Finance and Treasurer, Mr. Simpkins was Managing Partner of GPS Capital Partners, LLC, a capital advisory firm serving global energy and commodity clients. From February 2005 to June 2008, he served as Chief Operating Officer and Chief Financial Officer of SensorLogic, Inc., and as Executive Vice President and Global Chief Risk Officer of TXU Corporation from November

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2001 to June 2004. Prior to that, Mr. Simpkins served in senior financial and commercial executive roles with Duke Energy Corporation, Louis Dreyfus Energy, MEAG Power Company and MCI Communications. Mr. Simpkins has a Bachelor of Business Administration degree in Economics and Marketing from the University of Kentucky.

WALTER CRONIN has served as Executive Vice President – Commercial Operations since August 2015. Mr. Cronin served as Chief Investment Officer of Green Plains Asset Management LLC, a wholly owned subsidiary of Green Plains, from November 2011 to August 2015. Mr. Cronin served as Executive Vice President and trading principal of County Cork Asset Management from April 2010 to November 2011, and as a consultant to Bunge Limited from September 2004 to March 2010. Prior to that, he gained over 28 years of commodity trading experience working at a number of firms, including R.J. O'Brien & Associates LLC and Continental Grain Company. Mr. Cronin has a Bachelor of Arts degree from the University of Santa Clara.

MARK HUDAK has served as Executive Vice President – Human Resources since November 2013. Prior to joining Green Plains in January 2013 as Vice President – Human Resources, Mr. Hudak served as Senior Director, Global Human Resources for Bimbo Bakeries from November 2010 to January 2013. Prior to that, Mr. Hudak was Vice President, Global Human Resources / Compliance and Ethics Officer at United Malt Holdings from September 2006 to November 2010. He held several senior level positions at ConAgra Foods, Inc. from December 2000 to September 2006. Mr. Hudak has a Bachelor of Science degree in Business Administration from Bellevue University.

JOEL JARNAGIN assumed the role of Executive Vice President, Green Plains Cattle Company in August of 2018 and is responsible for the cattle platform's operations and strategy. Mr. Jarnagin most recently served as Vice President of Green Plains Cattle Company from October of 2015 to August of 2018. Prior to joining Green Plains, Mr. Jarnagin worked at Beachner Grain and Neosho Valley Feeders where he was responsible for managing all feed and cattle sales for the company. Prior to that, Mr. Jarnagin spent 19 years as the General Manager for Grant County Feeders, a 115,000 head feed yard in Ulysses, Kansas. Prior to Grant County Feeders, Mr. Jarnagin owned and operated Emory Commodities, a futures trading and hedging company, was the feed mill manager for Fred Waldron Feeds and held various positions at Smith Brothers Cattle Company, Boothill Feeders and Southwestern Livestock. Mr. Jarnagin received his Bachelor of Business Administration from Washburn University and has over 30 years of experience in cattle feeding operations.

PAUL KOLOMAYA has served as Executive Vice President – Commodity Finance since February 2012. Prior to joining Green Plains in August 2008 as Vice President – Commodity Finance, Mr. Kolomaya was employed by ConAgra Foods, Inc. from March 1997 to August 2008 in a variety of senior finance and accounting capacities, both domestic and international. Prior to that, he was employed by Arthur Andersen & Co. in both the audit and business consulting practices. Mr. Kolomaya holds chartered accountant and certified public accountant certifications and has a Bachelor of Honors Commerce degree from the University of Manitoba.

MICHAEL METZLER has served as Executive Vice President – Natural Gas and Power since November 2015. Prior to joining Green Plains in May 2013 as Senior Vice President and General Manager – Natural Gas and Power, Mr. Metzler was Senior Vice President of Origination and Trading for Tenaska Marketing Ventures, spending nearly 20 years helping to build the company from its start up. Prior to Tenaska, he spent five years with Aquila Energy Marketing as Director of Marketing and Trading. Mr. Metzler holds a Bachelor of Business Administration degree in Management and Marketing from the University of Nebraska - Omaha.

ANTHONY VOJSLAVEK has served as Executive Vice President – Trading and Risk since July 2017 and prior to that as Executive Vice President – Risk Management since August 2016. Prior to joining Green Plains, Mr. Vojslavek was employed by The Gavilon Group LLC from November 2010 to August 2016, serving as Chief Risk Officer and Vice President, Senior Director – Risk Management and various other risk management leadership positions. Mr. Vojslavek

started his career with ConAgra Foods, working in the Treasury and Risk Solutions group. Mr. Vojslavek earned a master's degree of Business Administration from Creighton University and a Bachelor of Science degree in Economics from Washington University in St. Louis.

Table of Contents**EXECUTIVE COMPENSATION****Compensation Discussion and Analysis**

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The following discussion and analysis contains statements regarding future individual and company performance targets and goals. These targets and goals are disclosed in the limited context of our company's compensation programs and are not statements of management's expectations or estimates of results or other guidance.

Our Compensation Discussion and Analysis describes the key features of our executive compensation program and the Compensation Committee's approach in deciding fiscal 2018 compensation for our named executive officers (NEOs):

NAME	TITLE
Todd A. Becker	President and Chief Executive Officer (and Director)
John W. Neppel	Chief Financial Officer
Jeffrey S. Briggs	Former Chief Operating Officer
Kenneth M. Simril	Former President - Fleischmann's Vinegar
Michael A. Metzler	Executive Vice President - Natural Gas & Power
Michelle S. Mapes	Chief Legal and Administration Officer and Corporate Secretary

Executive Overview**RESPONSE TO SAY ON PAY ADVISORY VOTE**

At our 2017 annual meeting, 76% of our shareholders approved our say on pay proposal. We were gratified by the passing vote, but recognized that the approval percentage was not at a level we deemed acceptable. As a result, management engaged with two proxy advisory firms and the feedback received was strongly supportive of the changes to our executive compensation program that had been made for 2017. The committee, with input from its independent compensation consultant, further considered the 2017 vote results and current market practices and introduced additional changes for 2018, as summarized in the proxy summary on page 2 of this proxy statement.

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At our 2018 annual meeting, our shareholders approved our NEOs' compensation, with approximately 98% of the votes cast in favor of our say on pay proposal.

The committee and the Board value input from our shareholders and will carefully consider the results of the say on pay vote, and will continue to seek direct feedback from shareholders.

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Fiscal 2018 Compensation Program Improvements

In response to the results of previous say on pay votes and shareholder and proxy advisor feedback, our NEO compensation program was significantly amended to enhance alignment between executive compensation and the interests of our shareholders, as follows:

SIGNIFICANT ACTIONS TAKEN IN RESPONSE TO SAY ON PAY VOTES AND INVESTOR FEEDBACK

WHAT WE HEARD	ACTIONS TAKEN	EFFECTIVE STARTING
Special Awards		
Special awards should be reserved for limited circumstances	Special awards will only be made to compensate new hires for equity they forfeit at their former employer or for targeted retention for critical and at risk executives. Where special awards are made for retention purposes, they will vest over a longer period of time.	FY 2018
Plan Design		
A meaningful portion of the executive officers long-term incentive program (LTIP) should vest based on performance	Beginning in 2018, one half of annual awards to executive officers under the LTIP will be in the form of performance share units (PSUs) which vest based on the attainment of pre-established performance goals.	
Market preference toward forward-looking performance measurement for LTIP	We have shifted from a backward-looking/trailing performance measurement to a <i>forward-looking performance measurement</i> for our LTIP, with PSUs earned at the end of a three year performance period based 50% on total shareholder return relative to a performance peer group and 50% based on the company's return on net assets (RONA).	
Eliminate excise tax gross-up provisions	Mr. Becker agreed to an amendment to his employment agreement to eliminate the excise tax gross-ups provision regarding change in control benefits that had been in his agreement for a number of years.	FY 2018

Adopt a clawback policy	We adopted a compensation recovery (clawback) policy to allow the Board to recover annual or long-term incentive awards in connection with a material financial restatement resulting from executive misconduct.	
Market preference toward consideration of total shareholder return (TSR) in incentive payouts	We <i>granted PSUs, which utilize a relative TSR measure</i> , weighted 50%, to further align our NEOs' interests with shareholder interests and expectations.	
Separate metrics in incentive plans	We adopted separate metrics for our annual incentive bonus and LTIP programs.	
Support for financial performance metrics that can be reconciled to peers easily and align pay for performance vs. peer group	We have adopted RONA as a measure for our PSUs, given the importance of our returns to long-term shareholder value creation.	
Peer group update	We re-evaluated our peer group to better align with our company following the completion of acquisitions and business evolution and introduced a new performance peer group for use with PSU awards.	FY 2016 and FY 2018
No immediate vesting of equity awards under LTIP	We <i>eliminated the immediate vesting</i> of 25% of equity awards under our LTIP. Restricted share awards (RSAs) granted in 2018 vest 1/3 on each of the first, second and third anniversaries of the grant date or in the case of cliff vesting RSAs on the third anniversary of the grant date, and PSUs, if earned, cliff vest at the end of a three year performance period.	FY 2015
Stock ownership guidelines	We have stock ownership guidelines and we have always prohibited stock pledging, as well as hedging, transactions, unless the Board grants an exception.	FY 2011

CEO Compensation

Concern with level of CEO target and maximum bonus opportunity	We have moved towards a more typical compensation mix for 2018, increasing the CEO's base salary, but maintaining a below market median salary and reducing his target annual incentive to 200% of salary and maximum annual incentive to 1.5x the target bonus.	FY 2018
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Proxy Design

Provide an executive summary in the Proxy Statement and discuss responsiveness to shareholder feedback. We have *improved our proxy disclosures* by including a proxy summary and an executive summary at the beginning of the Compensation Discussion and Analysis section of the Proxy Statement.

FY 2017

We have *expanded disclosures* on our shareholder input, practices, governance and ESG matters.

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We will continue to solicit shareholder feedback on our executive compensation program by holding an advisory say on pay vote on an annual basis and will take the results of this process into account in evaluating the program and making future compensation decisions for the NEOs.

BEST PRACTICES AND GOOD GOVERNANCE

In addition to the significant changes made in response to the 2017 say on pay vote, the committee also made several other changes to the 2017 and 2018 executive compensation programs after reviewing trends in executive compensation and pay-related governance policies. These changes follow several years of executive compensation program enhancements by the committee as summarized in the table above.

COMPANY PERFORMANCE HIGHLIGHTS

Our Business

Green Plains is an Iowa corporation, founded in June 2004 as an ethanol producer. We have grown through acquisitions of ethanol production facilities and adjacent commodity processing businesses. We are focused on generating stable operating margins through our diversified business segments and risk management strategy. We own and operate assets throughout the ethanol value chain: upstream, with grain handling and storage; through our ethanol production facilities; and downstream, with marketing and distribution services to mitigate commodity price volatility, which differentiates us from companies focused only on ethanol production. Our other businesses, including our partnership and cattle feeding operations leverage our supply chain, production platform and expertise.

We formed Green Plains Partners LP, a master limited partnership, to be our primary downstream storage and logistics provider since its assets are the principal method of storing and delivering the ethanol we produce. The partnership completed its IPO on July 1, 2015. As of December 31, 2018, we own a 49.1% limited partner interest, a 2.0% general partner interest and all of the partnership's incentive distribution rights. The public owns the remaining 48.9% limited partner interest. The partnership is consolidated in our financial statements.

We group our business activities into the following four operating segments to manage performance:

Ethanol Production. Our ethanol production segment includes the production of ethanol, distillers grains and corn oil at 13 ethanol plants in Illinois, Indiana, Iowa, Minnesota, Nebraska, Tennessee and Texas. At capacity, our facilities are capable of processing approximately 387 million bushels of corn per year and producing approximately 1.1 billion gallons of ethanol, 2.9 million tons of distillers grains and 292 million pounds of industrial grade corn oil, making us one of the largest ethanol producers in North America. On November 15, 2018, we completed the sale of three ethanol plants located in Bluffton, Indiana, Lakota, Iowa and Riga, Michigan and announced the permanent closure of our ethanol plant located in Hopewell, Virginia.

Agribusiness and Energy Services. Our agribusiness and energy services segment includes grain procurement, with approximately 47.2 million bushels of grain storage capacity, and our commodity marketing business, which markets, sells and distributes ethanol, distillers grains and corn oil produced at our ethanol plants. We also market ethanol for a third-party producer as well as buy and sell ethanol, distillers grains, corn oil, crude oil, grain, natural gas and other commodities in various markets.

Food and Ingredients. Our food and ingredients segment includes six cattle feeding operations with the capacity to support approximately 355,000 head of cattle and grain storage capacity of approximately 11.7 million bushels and food-grade corn oil operations. Fleischmann's Vinegar, one of the world's largest producers of food-grade industrial vinegar, was also included in the food and ingredients segment until its sale on November 27, 2018.

Partnership. Our master limited partnership provides fuel storage and transportation services by owning, operating, developing and acquiring ethanol and fuel storage tanks, terminals, transportation assets and other related assets and businesses. The partnership's assets include 32 ethanol storage facilities, seven fuel terminal facilities and approximately 2,840 leased railcars.

2018 Business Highlights

Fiscal 2018 presented a challenging operating environment, as our business continued to experience the impacts of a continued deflationary cycle within the agriculture and energy sectors. Both sectors continued to face pricing pressures from increased global supplies of grains, proteins, oilseeds and an oversupply of ethanol obstructed by escalating trade tensions around the world.

Despite these challenging operating conditions, we continued to execute on our business strategies by managing commodity price risks, improving operational efficiencies and optimizing market opportunities to create an efficient platform with diversified income streams, as exemplified by the following:

2018 PERFORMANCE HIGHLIGHTS

Key Operating Accomplishments

Net income of \$15.9 million, or \$0.39 per diluted share;

EBITDA of \$224.7 million (see EBITDA reconciliation in the company's Form 10-K, filed February 20, 2019).

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Achievements

The acquisition of cattle-feed operations located in Sublette, Kansas and Tulia, Texas bringing the company's total capacity to 355,000 head of cattle and making us the # largest feedlot operator in the U.S.;

Disposition of three ethanol plants and Fleischmann's Vinegar resulting in total net cash proceeds of approximately \$671.7 million and a pre-tax gain of \$150.4 million;

Repayment of the remaining balance of our \$500 million term loan due August, 2023; and

Formation of Optimal Aquafeed, a 50/50 joint venture to produce high-quality aquaculture feeds utilizing proprietary techniques and high-protein feed ingredients.

Pay for Performance

The committee has designed our executive compensation program to deliver pay in alignment with corporate, business unit and individual performance primarily based on the following three factors, which in turn are expected to align executive pay with returns to shareholders over time:

Expansion of our company, both organically and through acquisitions, as our scale creates the platform for future growth and influences the stability of our company's earnings;

The company's return on net assets (RONA); and

The total shareholder return of our company as compared to our Performance Peer Group. We have diversified our business significantly during the last few years and remain a growth-oriented company focused on creating long-term value for our shareholders. However, deflationary cycles within the global commodity markets can have a significant impact on the price of our Common Stock. As such, we believe that the current best indicator of our long-term performance is TSR versus our Performance Peer Group as well as performance of our RONA against our internal goals set by our Board. The other primary factor in aligning our pay and performance is whether we have remained a growth-oriented company as measured by EBITDA performance for both our ethanol and non-ethanol businesses.

Performance against pre-established EBITDA goals was a key element of our 2018 annual incentive plan. In the last several years, we have used key acquisitions and a joint venture project to transform our platform and build future value through segment and product diversification. Consistent EBITDA growth will result in greater annual incentive plan payouts, while shortfalls in EBITDA will result in below target payouts. As the chart below indicates, our CEO's total bonus payout is well-aligned with our EBITDA performance.

YEAR	2016	2017	2018
CEO Pay Measure:			
Annual Bonus Payout	\$ 1,813\$	670 \$	900
% Change		-63%	+34%
Absolute Performance Measure:			
EBITDA (non-GAAP)	\$ 174.4\$	154.4 \$	224.7

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The following chart details our CEO's realizable compensation compared to his target compensation for each of the years ended 2016, 2017 and 2018. We believe this chart demonstrates that our CEO's compensation is, as intended, largely at risk and closely and appropriately linked to performance, including the performance of our stock price.

- (1) Target compensation is defined as (i) base salary, (ii) the target annual incentive opportunity for the year, and (iii) the value as of grant date of RSAs and PSUs granted during each year.
- (2) Realizable compensation is defined as (i) base salary, (ii) the actual annual incentive earned for the year, and (iii) the value as of December 31, 2018 of RSAs and PSUs (at target) granted during each year. The realizable value of RSAs and PSUs is based on our closing stock price on December 31, 2018 of \$13.11 per share.

The committee believes that our executive compensation program effectively aligns pay with performance based on the key factors discussed above, thereby aligning executive pay with returns to shareholders and creating a growth-oriented, long-term value proposition for our shareholders.

EXECUTIVE COMPENSATION HIGHLIGHTS

The committee has designed our executive compensation program to deliver pay in alignment with corporate, business unit and individual performance. A large portion of total direct compensation is at-risk through long-term equity awards and annual cash incentive awards. These awards are linked to actual performance and include a significant portion of equity. See charts on pages 4 and 26 for more information regarding the target annual compensation mix for our CEO and other NEOs.

Ongoing Monitoring of Compensation Best Practices and Programs in a Dynamic Environment Overview

Our company has undergone diversification in the business over the last several years. As a result, and in response to our 2017 say on pay vote, the committees conducted an in-depth analysis of our compensation and governance practices, including an enhanced shareholder outreach process and a thorough review of all aspects of our compensation strategies and program. This analysis resulted in significant changes to our compensation programs for fiscal 2018 (discussed above under Fiscal 2018 Compensation Program Improvements at page 17). The committee engaged in an ongoing review of our compensation practices and governance policies in 2017 and 2018, and the solicitation of advice from the committee's compensation consultant, Meridian Compensation Partners, LLC (Meridian).

Fiscal 2018 Compensation Actions at a Glance

The following summarizes the key compensation decisions for the NEOs for fiscal 2018:

Base salary: In March 2018, the annual rate of Mr. Becker's salary was increased and his 2018 target annual incentive was correspondingly decreased, to better align his compensation mix to market median and to maintain his target cash compensation at the same level as in 2017. The annual rate of base salary for other NEOs was not adjusted for 2018.

Annual Incentive Bonus: For fiscal 2018, the Compensation Committee awarded annual bonuses, for the NEOs that were employed for the entire year, ranging from 64% to 104% of each NEO's target bonus. See the section entitled Annual Incentive Compensation for a complete discussion of our performance measures, targets and performance for 2018 and annual bonuses awarded by the Committee for the year.

Long-Term Incentive Awards: As part of the significant changes made to our executive compensation program for 2017 and beyond, we shifted from a backward-looking/trailing performance measurement to a forward-looking performance measurement for our LTIP. Accordingly, we discontinued our historical practice of issuing solely service-based RSAs based on trailing performance, and instead, in early 2018, each of the NEOs was granted a combination of PSUs and RSAs. In addition, in order to foster retention of the NEOs and further align their interests with stockholders, the Committee granted additional RSAs to the NEOs that vest in full on the third anniversary of the grant date (Cliff Vesting RSA).

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These compensation decisions are discussed in more detail in this Compensation Discussion and Analysis and shown in the Summary Compensation Table and Grants of Plan-Based Awards Table that follows.

The Incentive Plan

The Incentive Plan advances our pay-for-performance philosophy by providing participants under the Incentive Plan with annual bonus incentive opportunities linked to the achievement of specific performance goals. The Incentive Plan is designed to:

- Reinforce the company's goal-setting and strategic planning process;
- Recognize the efforts of its management in achievement objectives; and
- Aid in attracting and retaining competent management, thus ensuring the long-range success of the company.

In the first quarter of each year, the Compensation Committee sets objective performance measures for the company as a whole and establishes corresponding performance goals for each participant under the Incentive Plan, including our NEOs. In structuring the performance measures and goals, the Compensation Committee sets targets for achieving those goals:

Minimum threshold before any annual performance bonus can be earned;

Target goal to incentivize a specific desired performance level; and

Maximum goal which sets an appropriate limit on the potential annual performance bonus that can be earned.

After the end of the fiscal year, the Compensation Committee determines whether the performance goals have been attained and approves any cash payment amount based upon the level of achievement of the annual performance goals. The Compensation Committee also evaluates each executive's performance for the year and determines their overall cash performance bonus based on an assessment of their performance, among other things, against the following objectives:

- Leadership and company strategy;
- Business performance and development;
- Accomplishment of strategic objectives;
- Commitment to development of management;
- Growth initiatives; and
- Financial and operational objectives.

Chief Executive Officer (CEO)

The Board and Compensation Committee determined the CEO met the aforementioned objectives with the following accomplishments.

Delivered a strong operational performance in a difficult and volatile market and maximized its opportunities in terms of revenue growth and shareholder value for the year ending December 31, 2018;

Provided effective and strong leadership through communication and visibility with employee town hall meetings, investor conferences, customer functions, government regulations activities, and ongoing relationships with the Board on matters impacting Green Plains;
Continued the growth platform with additional activities around acquisitions;
Continue to drive a first class Health and Safety platform. GPI continues to be recognized as a leader in its industry;
Strengthened initiatives toward talent development of senior management, succession planning, and leadership development programs; and
Communicated regularly with the Boards of GPI and GPP and kept them advised of important issues.

Chief Financial Officer (CFO)

The Board and Compensation Committee determined the CFO met the aforementioned objectives with the following accomplishments.

Worked with the senior leadership team, assisted in due diligence review of potential acquisition targets, structuring of business, GPP Conflict Committee review, purchase agreement issues and integration;
Successfully executed disposition of three ethanol plants and Fleischmann Vinegar, proceeds were used to repay \$500 million Term Loan;
Implemented SG&A review resulting in an estimated savings of \$19 million;
Completed one year extension of a convertible note;
Managed balance sheet through a year of soft margins, providing the Board with financing alternatives under various dynamic scenarios; Maintained open communication with rating agencies to hold GPI's current debt ratings in an environment with a very difficult first-half outlook;
Managed all SEC filings to maintain compliance with regulations, including filing annual Proxy Statement, and completing Form 8K pro forma financial statements; and
Maintained an active investor relations program for GPI and GPP. Coordinated proactive responses to industry issues, earnings reports, financial strategy questions and segment reporting.

Chief Operating Officer (COO)

The Board and Compensation Committee determined the COO met the aforementioned objectives with the following accomplishments.

Delivered target expansion projects and minimized capital expenditures to free cash flow as directed by the Board;

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Continued to evaluate a high level growth project and support all diligence required. Evaluated production run rates and analyze capacity situation. Drove evaluation of protein opportunities;
Enhanced farmer customer opportunities and leveraged the Syngenta Enogen program;
Focused on yield enhancements and repair and maintenance cost evaluations;
Delivered lower cost production with repair and maintenance investment; and
Improved Environmental Health and Safety, Process Safety Management, and focused on U.S. Department of Transportation support. Improved internal reporting and training.

Chief Legal and Administration Officer

The Board and Compensation Committee determined the Chief Legal and Administration Officer met the aforementioned objectives with the following accomplishments.

Successfully negotiated sale transactions and worked with lenders to release very complex security interests;
Implemented senior management priorities checklist as well as a management goal tracking system;
Implemented a 9 Box review process for staff;
Aggressively pursued and settled various legal claims and insurance recoveries;
Participated in SG&A review process resulting in estimated savings of \$19 million; and
Worked with various trade associations and other key stakeholders regarding the implementation of E15.

President Fleischmann's Vinegar

The Board and Compensation Committee determined the President of Fleischmann's Vinegar met the aforementioned objectives with the following accomplishments.

Drove financial performance, increased volume and selling price along with EBITDA;
Enhanced east coast supply chain for apple cider customers;
Targeted operating cost reductions;
Assisted with disposition efforts of Fleischmann's Vinegar;
Initiated program to takeover a customer's vinegar production, reviewing contractual and logistical matters;
and
Continue to pursue growth opportunities via organic and acquisitions.

EVP Natural Gas and Power

The Board and Compensation Committee determined the EVP Natural Gas and Power met the aforementioned objectives with the following accomplishments.

Continued to reduce the cost of procuring natural gas for our internal plant consumption;
Continued to examine opportunities to maximize company profitability during cold weather days;
Continued to expand our storage capabilities and maximize the associated profitability;
Continued to examine ways to reduce cost of electricity during high demand days including use of options;
and
Managed staff development and succession planning.

Compensation Program Objectives and Philosophy

The committee has designed our executive compensation program to serve several key objectives:

attract and retain superior employees in key positions, with compensation opportunities that are competitive relative to the compensation paid to executives at companies similar to us by generally setting target levels of annual total direct compensation opportunity for the NEOs within a competitive range of the median of our Pay Levels Peer Group;

reward the achievement of specific annual, long-term and strategic goals; and

align the interests of our NEOs with those of our shareholders by placing a significant portion of total direct compensation at risk, and rewarding performance that exceeds that of our peer companies, through the use of equity-based LTIP awards and a share ownership and retention policy, with the ultimate objective of improving shareholder value over time.

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In the chart below, we have summarized how the executive compensation program supports these executive compensation program objectives.

OBJECTIVE	PROGRAM DESIGN
<p>Attract and retain superior employees in key positions, with compensation opportunities that are competitive relative to the compensation offered to similarly-situated executives at companies similar to us.</p>	<p>Designed the executive compensation program to provide a mix of base salary, target annual cash incentive awards and target LTIP award values that are aligned with the program's principles and objectives and are competitive with the target compensation levels offered by our Pay Levels Peer Group.</p>
<p>Reward the achievement of specific annual, long-term and strategic goals.</p>	<p>Provided approximately 86% of CEO 2018 annual target total compensation in incentive compensation and on average, approximately 71% of all other NEO's annual target compensation in incentive compensation.</p> <p>Provided sufficiently challenging upside opportunities on annual and long-term incentive compensation for exceeding target goals, balanced with reductions from target opportunities for performance below target goals.</p> <p>Tied payouts under the annual incentive plan to key financial objectives, as well as strategic, operational and individual performance, to focus executives on areas over which they have the most direct impact, while continuing to motivate decision-making that is in the best interests of our company as a whole.</p> <p>Based annual incentive awards primarily on quantifiable performance goals established by the committee at the beginning of the fiscal year, with payouts determined after the committee reviews and certifies performance results.</p> <p>PSUs granted as part of LTIP are tied to three-year, forward looking performance with vesting based on actual performance measured against RONA and relative total shareholder return goals established at the beginning of the performance period.</p>
<p>Align the interests of our NEOs with those of our shareholders by rewarding performance that exceeds that of our peer companies, through the use of equity-based awards and a share ownership and retention policy, with the ultimate objective of improving shareholder value over time.</p>	<p>Tied payout of PSUs granted to our NEOs as part of LTIP to three-year, forward-looking performance based on RONA and total shareholder return relative to our Performance Peer Group.</p> <p>Robust stock ownership guidelines.</p>

ROLES OF COMPENSATION COMMITTEE, MANAGEMENT AND INDEPENDENT CONSULTANTS

Compensation Committee

The committee has primary responsibility for overseeing our executive compensation program. The Board appoints the members of the committee. Additionally, the Board has determined that each member of the committee meets the applicable requirements for independence established by applicable SEC rules and the listing standards of the NASDAQ. The committee:

oversees our various compensation plans and programs and makes appropriate design decisions;

retains responsibility for monitoring our executive compensation plans and programs to ensure that they continue to adhere to our company's compensation philosophy and objectives; and

determines the appropriate compensation levels for all executives, including the NEOs.

The committee meets on a regular basis and has an executive session without members of management present at each regular committee meeting. The committee's duties and responsibilities are described in its charter, which can be found on our website at <http://investor.gpreinc.com/corporate-governance>. The committee and the Board periodically review and, as appropriate, revise the charter.

As provided by its charter and discussed in greater detail below, the committee engages an independent compensation consultant to advise it on the design of our executive compensation program. The committee engaged Meridian to advise it in connection with the 2017 executive compensation program and 2018 design. To determine the appropriate compensation levels, the committee considers, in conjunction with recommendations from its independent compensation consultant:

Total compensation paid to the NEOs;

Our company's long-term and short-term incentive design and alignment with strategic and financial objectives;

Our company's performance, the industry in which we operate, the current operating environment, our relative total shareholder return performance and market compensation for similarly-situated executives; and

How to balance short-term and long-term compensation to provide fair near-term compensation, to align executive pay with long-term shareholder value, and to avoid structures that would encourage excessive risk taking.

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The committee periodically reviews our executive compensation program to ensure that it remains competitive and provides the proper balance between cash and equity, and between short-term and long-term incentive compensation. The committee's regular analysis and refinement of the compensation program ensures continuing alignment of the elements of the compensation program with our company's business strategy and shareholder interests. During this process, the committee:

Evaluates the design of our compensation program to align pay and performance;

Evaluates the executive compensation policies to ensure a continued nexus between executive compensation and the creation of shareholder value;

Seeks to ensure that our company's compensation programs remain competitive, including comparing the total direct compensation paid by our company with that of our Pay Levels Peer Group;

Considers feedback received from our shareholders;

Consults as needed with its independent compensation consultant to review and refine the elements of our compensation programs to ensure that our executive compensation meets our stated objectives and is consistent with the company's compensation philosophy; and

Takes into consideration appropriate corporate acquisitions, if any, and the resulting impact on the size and complexity of our company's business.

In addition to its responsibilities for executive compensation plans and programs, the committee also evaluates and makes recommendations to the Board regarding our management and director compensation plans, policies and programs, and reviews benefit plans for management and other employees.

Role of Chief Executive Officer

The committee evaluates the performance of the Chief Executive Officer who, in turn, on an annual basis, reviews the performance of his direct reports, which include each of the NEOs other than himself. The Chief Executive Officer presents his conclusions and recommendations with respect to performance and pay, including recommendations with respect to base salary adjustments and incentive award amounts, to the committee. The committee considers this information and then exercises its judgment in adopting or modifying any recommended adjustments or awards to be made to the NEOs.

Use of an Independent Compensation Consultant

The Compensation Committee's charter allows the committee to engage an independent compensation consultant to advise the committee on the design of our executive compensation. For 2018, the committee engaged Meridian, an independent executive compensation consulting firm, to provide advice to the committee on various factors relating to the development of our 2018 executive compensation program and design.

Meridian is engaged directly by, and is fully accountable to, the committee and does not provide advice to management. The committee has determined that Meridian is independent based on the independence factors provided by the SEC and the NASDAQ.

Use of Peer Companies in Setting Executive Compensation and Measuring Performance

Purpose

The committee uses peer groups for the following purposes:

To assess executive compensation opportunities (the Pay Levels Peer Group); and

Beginning with the 2018 LTI awards, to assess the company's long-term performance, and in particular, to assess relative total shareholder return for purposes of determining payouts for a portion of the PSU awards (the Performance Peer Group).

As discussed in more detail below, our company has a unique product offering that makes it difficult to establish a group of peer companies for evaluating the competitiveness of our NEOs' compensation opportunities and for measuring our relative business performance. In particular, it is challenging to identify appropriate peers for our business performance among companies in our S&P 8-digit and 6-digit Global Industry Classification Standard (GICS) codes, as many of the companies in those GICS codes that are of roughly similar size manufacture, market, and distribute food for human consumption. These companies typically use agricultural commodities as ingredients in their products, and as a result these companies would typically experience reduced performance when these commodity prices rise. In contrast, our products are not generally for human consumption and our product prices generally track the performance of an identified group of agricultural commodities. As those agricultural commodities prices rise, our financial performance will generally improve, and conversely, as those commodities prices fall, our financial performance will generally be negatively impacted. As a result, our company tends to operate in opposite economic cycles from many of the other food or agricultural-related companies in our general GICS codes.

The Compensation Committee, in consultation with its former consultant Pearl Meyer & Partners, LLC (Pearl Meyer), selected companies for the Pay Levels Peer Group that have one or more of the following characteristics: (i) similar in size and financial performance to us, (ii) within a relevant industry group (including companies engaged in the production of ethanol, alternative

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fuels or gasoline oxygenates as well as the marketing and distribution of such fuels and companies engaged in the production of agriculture products), (iii) considered competitors to us according to analysts and advisory firms and other selection criteria. The composition of the peer group is periodically reviewed and, if appropriate, updated to ensure continued relevancy and to account for mergers, acquisitions, divestures or other business-related changes that may occur. The following companies comprised the Pay Levels Peer Group for 2018:

The Andersons, Inc. / Calumet Specialty Products Partners, L.P. / CVR Energy, Inc. / Darling Ingredients Inc. / Delek US Holdings, Inc. / Denbury Resources Inc. / H.B. Fuller Company / Koppers Holdings Inc. / Methanex Corporation / Renewable Energy Group, Inc. / SM Energy Company/ Whiting Petroleum Corporation

The committee believes that it is appropriate to use companies that are generally similar in size to our company for pay comparisons. For performance comparisons, however, the committee believes it is appropriate to use a broader peer group that is not limited by size or location to set the standards for long-term incentive plan performance, as company size and location do not materially influence performance comparisons. Although the committee is referencing two different peer groups, there is a substantial overlap of companies in the two peer groups.

The committee uses competitive pay information derived from the Pay Levels Peer Group to generally inform its compensation decisions, but does not formulaically benchmark based on this data. The committee generally sets target levels of annual total direct compensation for the NEOs within a competitive range of the market median at the Pay Levels Peer Group. The committee considers each executive's experience, responsibilities, performance and internal equity when setting compensation opportunities. Where company performance is strong, executives have the opportunity to earn above median compensation. Where company performance is weaker, compensation will be below the market median.

Performance Peer Group

To better reflect the company's operating segments of Feed, Food, and Fuel and the companies we compete with for employee talent and capital, in 2018, the Performance Peer Group was established for purposes of evaluating our performance under the company's incentive programs. In selecting the Performance Peer Group constituents, which are summarized in the table below, the Committee considered the following criteria: (i) industry, (ii) business operations similar to those of the company, focused on Feed, Food, and/or Fuel, (iii) the extent to which operations were global, (iv) company size, as measured by revenues and market capitalization, and (v) availability of publicly-disclosed financial information.

Anadarko Petroleum	The Andersons	Apache Corporation	Archer-Daniels-Midland Company
Bunge Limited	Carrizo Oil & Gas	Concho Resources	ConocoPhillips
	Delek US Holdings	Devon Energy	Energen Corporation

Darling Ingredients

EOG Resources Inc. Forum Energy Technologies, Inc. Halliburton Company Helmerich & Payne

Hess Corporation Marathon Oil Matador Resources Methanex Corp.

MGP Ingredients Murphy Oil Nabors Industries Noble Energy, Inc.

Oasis Petroleum Inc. Pacific Ethanol, Inc. Patterson-UTI Energy Renewable Energy Group

REX American Resources SM Energy SunOpta Inc. Superior Energy Services

Valero Energy Westlake Chemical Whiting Petroleum WPX Energy, Inc.

Table of Contents**Mix of Salary and Incentive Awards (at Target)**

The following charts illustrate the mix of total direct compensation elements for our NEOs at target performance, excluding our former Chief Operating Officer and the President of Fleischmann's Vinegar who both resigned during fiscal 2018. These charts demonstrate our executive compensation program's focus on variable, performance driven cash and equity-based compensation, a large portion of which is at-risk through long-term equity awards and annual cash incentive awards.

Components of Fiscal 2018 Executive Compensation Program**BASE SALARY**

Our company provides NEOs with a base salary to compensate them for services rendered during each fiscal year. Base salary ranges for NEOs are determined for each executive based on the executive's position and responsibility by using market data supplied by the committee's independent compensation consultant. Base salary is designed to be competitive when compared with the Pay Levels Peer Group. The committee periodically reviews base salaries of senior executives, including the NEOs, to determine if adjustment is necessary based on competitive practices and economic conditions. Base salary for senior executives will also be reviewed and adjustment may be made based on individual performance and the individual's skills, experience and background.

The chart below summarizes the annual base salary of our NEOs for fiscal 2018 and 2017.

NAME	FISCAL 2017	FISCAL 2018	PERCENTAGE
	ANNUAL SALARY	ANNUAL SALARY	INCREASE
Mr. Becker (1)	\$ 525,000	\$ 700,000	33%
Mr. Neppl	\$ 400,000	\$ 400,000	0%
Mr. Briggs	\$ 350,000	\$ 350,000	0%
Mr. Simril	\$ 350,000	\$ 350,000	0%
Mr. Metzler			