

NEDAK ETHANOL, LLC

CORPORATE GOVERNANCE/COMPENSATION COMMITTEE CHARTER

Purpose

The Corporate Governance / Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NEDAK Ethanol, LLC (the “Company”): (1) to lead the Board and Company in its annual review of compensation given to Board members and other Company management members; (2) to recommend to the Board corporate governance guidelines applicable to the Company; (3) to review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement; and (4) to provide the Compensation Committee Report for inclusion in the Company’s proxy statement that complies with the rules and regulations of the Securities and Exchange Commission except as otherwise required by applicable laws.

Committee Membership

The Committee shall consist of three Officers of the Board, in addition to one other Director appointed by the Board. The members of the Committee shall be appointed and may be replaced by the Board at any time. The Committee chairperson shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

Meetings

The Committee shall meet at least once a year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will maintain written minutes of its meetings, which minutes will be filed with the Secretary of the Company. The Committee will report to the Board regarding recommendations of the Committee submitted to the Board for action, and provide the Board copies of the minutes of its meetings. The Committee may act via written consent as provided for in the Company’s Operating Agreement.

Committee Authority and Responsibilities

1. The Committee shall oversee the formulation of, and shall recommend for adoption to the Board, a set of Corporate Governance Guidelines. The Committee shall periodically review and reassess the Corporate Governance Guidelines of the Company and recommend appropriate changes to the Board for approval.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Committee shall periodically review and approve the Company’s compensation program for service on the Board or any of its committees, and Company management members.
4. The Committee shall periodically review and reassess this Charter and recommend any appropriate changes to the Board for approval.
5. The Committee shall review all conflicts of interest which may arise from time to time regarding members of the Board or executive officers and review and approve all related party transactions which would require disclosure in the Company’s proxy statement.
6. The Committee may, in its sole discretion, employ a compensation consultant to assist in the evaluation of the compensation of the Company’s elected officers. The Committee shall have the sole authority to approve the fees and other retention terms with respect to such a compensation

consultant. The Committee also has the authority, as necessary and appropriate, to consult with other outside advisors to assist in its duties to the Company.

Adopted by the Board of Directors of
NEDAK Ethanol, LLC, as amended on
May 16, 2007