

CHENIERE ENERGY, INC.

Director Nomination Policy and Procedures

Sources of Nominations

Cheniere Energy, Inc. (the “*Company*”) shall consider suggestions for potential director nominees to the Board of Directors from any source, including current members of the Board of Directors, the Company’s management, advisors to the Company and stockholders of the Company.

Nominee Qualifications

Qualifications for consideration as a nominee of the Board of Directors may vary according to the particular areas of expertise being sought as a complement to the composition of the existing Board of Directors. However, minimum criteria for selection of members to serve on the Company’s Board of Directors include the following:

- the highest ethical standards and integrity,
- a willingness to act on, and be accountable for, Board decisions,
- high level of education and/or business experience,
- broad-based business acumen,
- understanding of the Company’s business and industry,
- strategic thinking and willingness to share ideas,
- loyalty and commitment to driving the success of the Company,
- network of contacts, and
- diversity of experiences, expertise and backgrounds among members of the Board of Directors.

Stockholder Nomination Process

A stockholder of the Company who is entitled to vote at a meeting of stockholders called for the election of directors may nominate candidates for election to the Board of Directors. Nominations made by a stockholder must be made by giving notice in writing to the Secretary of the Company before the later to occur of (i) 60 days prior to the date of the meeting of stockholders called for the election of directors or (ii) 10 days after the Board of Directors makes public disclosure of the date of such meeting. In no event shall the public disclosure of an adjournment of an annual meeting of stockholders commence a new time period for the giving of a stockholder’s notice as described above. For purposes of the preceding two sentences, “public disclosure” shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press, PR Newswire, BusinessWire, Bloomberg or comparable national news service or in a document publicly filed by the Company with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended.

Such stockholder's notice to the Company's Corporate Secretary shall set forth the following information as to each person whom the stockholder proposes to nominate for election or re-election as a director:

- the name, age, business address and residence address of such person,
- the principal occupation or employment of such person,
- the class and number of shares of capital stock of the Company that are then beneficially owned by such person,
- any other information relating to such person that is required by law or regulation to be disclosed in solicitations of proxies for the election of directors of the Company, and
- such person's written consent to being named as a nominee for election as a director and to serve as a director if elected.

Such stockholder's notice to the Company's Corporate Secretary shall also set forth the following information as to the stockholder giving the notice:

- the name and address, as they appear in the stock records of the Company, of such stockholder,
- the class and number of shares of capital stock of the Company that are then beneficially owned by such stockholder,
- a description of all arrangements or understandings between such stockholder and each nominee for election as a director and any other person or persons (naming such person or persons) relating to the nomination proposed to be made by such stockholder, and
- any other information required by law or regulation to be provided by a stockholder intending to nominate a person for election as a director of the Company.

At the request of the Board of Directors, any person nominated by or at the direction of the Board of Directors for election as a director of the Company shall furnish to the Company's Corporate Secretary the information concerning such nominee which is required to be set forth in a stockholder's notice of a proposed nomination. No person nominated by a stockholder shall be eligible for election as a director of the Company unless nominated in compliance with the foregoing procedures. The chair of a meeting of stockholders of the Company shall refuse to accept the nomination of any person not made in compliance with the procedures set forth above, and such defective nomination shall be disregarded.

Nominee Selection Process

The Governance and Nominating Committee of the Board of Directors shall evaluate potential nominees by reviewing their qualifications, reviewing results of personal and reference interviews and reviewing such other information as may be deemed relevant. Director nominees

shall be recommended to the Board of Directors by the Governance and Nominating Committee. The full Board of Directors shall select and recommend candidates for nomination as directors for stockholders to consider and vote upon at the annual stockholders' meeting.

The Governance and Nominating Committee shall review and consider any candidates submitted by a stockholder or stockholder group in the same manner as all other candidates.