

CHENIERE ENERGY, INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted as of March 10, 2016

I. Introduction

The Board of Directors (the “**Board**”) of Cheniere Energy, Inc., a Delaware corporation (the “**Company**”), has adopted these Corporate Governance Guidelines (these “**Guidelines**”) as of the date set forth above to assist the Board in following corporate practices that serve the best interests of the Company and its stockholders. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, and not as a set of binding legal obligations. These Guidelines should be interpreted in the context of all applicable laws, rules, regulations, listing standards, the Company’s charter documents and other governing legal documents.

II. Board Structure, Composition and Meetings

A. Size of the Board

The size of the Board shall be determined in accordance with the Company’s Amended and Restated Bylaws, as may be amended from time to time (the “**Bylaws**”). The manner of election, terms of office and other provisions related to directors shall be as provided in the Company’s Certificate of Incorporation, as may be amended from time to time (the “**Certificate of Incorporation**”), and the Bylaws. The Board will periodically review the size of the Board and determine the size that is most effective in relation to its future operations.

B. Qualification Standards

The Board’s Governance and Nominating Committee shall identify, recruit, interview and evaluate individuals qualified to serve on the Board, including candidates nominated by stockholders, in accordance with the Company’s Director Nomination Policy and Procedures set forth in the Company’s Governance and Nominating Committee Charter. Minimum criteria for selection of members to serve on the Board include (i) the highest ethical standards and integrity, (ii) high level of education and/or business experience, (iii) broad-based business acumen, (iv) understanding of the Company’s business and industry, (v) strategic thinking and willingness to share ideas, (vi) loyalty and commitment to driving the success of the Company, (vii) network of business and industry contacts, and (viii) diversity of experiences, expertise and backgrounds among members of the Board.

C. Director Independence

At least a majority of the directors on the Board shall be independent directors as required by the Securities and Exchange Act of 1934, as amended (the “**Exchange Act**”), and NYSE MKT LLC (“**NYSE MKT**”), and the Company shall disclose in its annual meeting proxy statement the directors the Board considers to be independent. The Board will review

annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). No director qualifies as independent unless the Board affirmatively determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board shall take all actions required to determine the independence of any director who will serve on the Board's committees, in accordance with NYSE MKT rules.

D. Non-Executive Chairman of the Board

The Non-Executive Chairman of the Board is an independent director elected by the other directors. The Non-Executive Chairman shall be responsible for presiding at all meetings of the Board and shall serve as a liaison among the other directors and senior management. The powers and responsibilities of the Non-Executive Chairman are set forth in the Company's Non-Executive Chairman of the Board Charter attached hereto as **Annex A**, as may be amended from time to time.

E. Director Responsibilities

The basic responsibility of the directors of the Board is to exercise their business judgment to act in what they believe to be the best interests of the Company. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior management and outside advisors, including the Company's auditors. It is the duty of the Board to evaluate the Company's overall strategy and oversee management's performance to ensure that the Company operates in an effective and ethical manner. In addition, the Board has responsibility for risk oversight, with the review of certain areas of the business being conducted by the relevant Board committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities.

The directors shall also be entitled to (i) reasonable directors' and officers' liability insurance purchased by the Company on their behalf, (ii) the benefits of indemnification to the fullest extent permitted by law, the Company's governing documents and any indemnification agreements, and (iii) exculpation as provided by state law and the Company's governing documents.

F. Service on Other Boards

No director should serve on so many other public or private company boards that his or her ability to devote the necessary time and attention to his or her duties to the Board or to the Company's affairs would be compromised. Determination of the existence of such a situation would be subject to the discretion of the Board. Directors should promptly notify the Senior Vice President and General Counsel (the "**Chief Compliance Officer**") of any new board position accepted.

G. Director Elections

Directors shall be elected each year at the annual meeting of stockholders, or as is otherwise provided for in the Certificate of Incorporation or the Bylaws. The Company does not have a staggered Board.

H. Nomination of Directors

Director nominees shall be recommended to the Board by the Board's Governance and Nominating Committee. A stockholder may nominate a candidate for election to the Board in accordance with the procedures set forth in the Bylaws. The full Board shall select and recommend candidates for nomination as directors for stockholders to consider and vote upon at the annual stockholders' meeting.

I. Meetings

The Board shall hold meetings at least quarterly. Additional meetings may be scheduled as necessary or appropriate. The independent directors shall meet on a regular basis as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management.

Directors are expected to attend Board meetings and meetings of Board committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors may participate in meetings of the Board or committees of the Board by means of telephone conference or similar communications equipment pursuant to which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and to be prepared to discuss all materials distributed in advance of any meeting.

The Board encourages the Chairman of the Board or any Board committee chair to bring Company management and outside advisors from time to time into Board and/or Board committee meetings to provide insight into items being discussed by the Board and to make presentations to the Board on such matters when requested by the Board.

J. Outside Advisors

The Board and each of its committees may retain outside advisors – legal, accounting, investment banking, and any other advisors as the Board or such committee deems necessary or appropriate – of its choosing at the Company's expense.

K. Access to Information and Employees

The Board shall have complete access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's senior management, documents and facilities.

III. Board Committees

A. Number and Composition of Committees

Each of the Board's committees shall comply with the independence requirements established by NYSE MKT and the Exchange Act. The Company's Audit Committee, Compensation Committee and Governance and Nominating Committee shall be made up of only independent directors.

The Board currently has the following standing committees:

(1) Audit Committee. The Audit Committee shall consist of at least three (3) members and shall review the work of the Company's internal accounting and audit processes and independent auditors. The Audit Committee has sole authority to appoint and terminate the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to the Company's risk management processes.

(2) Compensation Committee. The Compensation Committee shall consist of at least three (3) members and shall review and approve the Company's goals and objectives relevant to compensation and stay informed as to market levels of compensation. The Compensation Committee is responsible for reviewing the performance of the Company's Chief Executive Officer and other executive officers and recommending to the Board compensation levels for such officers.

(3) Governance and Nominating Committee. The Governance and Nominating Committee shall consist of at least three (3) members and shall assist the Board in recommending candidates for annual election to the Board, to fill vacancies on the Board that may arise from time-to-time and to consider, develop and recommend any policies or procedures relating to the nomination of directors or other corporate governance matters.

B. Committee Appointments

The Board shall determine the size of any committee of the Board and appoint the members thereof according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. The Board can remove any member from a Board committee at any time with or without cause.

Each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment, and at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment. At least one member of the Audit Committee shall meet the definition of “audit committee financial expert” as determined by the Board in accordance with Item 407(d)(5) of Regulation S-K.

IV. Annual Board and Committee Performance Evaluations

The Governance and Nominating Committee shall develop a process, subject to approval by the Board, for an annual evaluation of the Board and its committees. The Governance and Nominating Committee shall oversee the conduct of the annual evaluation.

V. Board Compensation

The Governance and Nominating Committee is responsible for reviewing, at least annually, director compensation for service on the Board and Board committees, including committee chairmen compensation, and the compensation of the Non-Executive Chairman of the Board and recommending any changes to the Board.

The Company’s executive officers shall not receive additional compensation for their service as directors.

VI. Succession Planning

The Board shall work on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company’s succession plan upon the Chief Executive Officer’s retirement or in the event of an unexpected occurrence. The Chief Executive Officer shall report to the Board on succession planning for the Chief Executive Officer, and the Chief Executive Officer (with other members of senior management, as applicable) shall report to the Board on succession planning for other senior management positions, including a discussion of assessments, leadership development plans and other relevant factors.

VII. Conflicts of Interest

Directors have a primary business responsibility to the Company and are expected to avoid any activity that may interfere, or have the appearance of interfering, with the performance of this responsibility. If a question arises as to an actual or potential conflict of interest, the director will consult with the Chief Compliance Officer. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

Directors shall comply with the Company’s Code of Business Conduct and Ethics regarding conflicts of interests, corporate opportunities and other matters included therein.

VIII. Stockholder Communication with the Board

The Company has adopted the Director Communications Policy and Procedures pursuant to which stockholders may communicate with the Board. Stockholders who desire to communicate with the Board should send any communication to the Company's Corporate Secretary and include the number of shares beneficially owned by the stockholder making the communication. The Corporate Secretary shall distribute any such communication to the full Board or to any individual director or directors to whom the communication is directed, unless such communication (i) does not relate to the business or affairs of the Company or the functioning or constitution of the Board or any of its committees, (ii) relates to routine or insignificant matters that do not warrant the attention of the Board, (iii) is an advertisement or other commercial solicitation or communication, (iv) is frivolous or offensive or (v) is otherwise not appropriate for delivery to the directors.

IX. Stock Ownership

The Company encourages directors to own shares of the Company's stock. The Board has adopted Stock Ownership Guidelines for directors and designated members of senior management.

X. Director Retirement Policy

It is the policy of the Company that each director of the Company who has attained the age of 75 is required to retire from the Board at the annual meeting of stockholders of the Company in the year in which such director's current term expires. Upon the recommendation of the Governance and Nominating Committee, the Board may waive these requirements as to any individual if it deems such waiver to be in the best interests of the Company.

XI. Review of Governance Policies

These Guidelines shall be reviewed periodically by the Governance and Nominating Committee, and the Board will consider appropriate changes to these Guidelines based on recommendations from the Governance and Nominating Committee.

Annex A

Non-Executive Chairman of the Board Charter

ANNEX A
CHENIERE ENERGY, INC.
NON-EXECUTIVE CHAIRMAN OF THE BOARD
CHARTER

Effective March 10, 2016

The Non-Executive Chairman of the Board (the “**Non-Executive Chairman**”) provides independent director leadership to the Board of Directors (the “**Board**”) of Cheniere Energy, Inc. (the “**Company**”). The Non-Executive Chairman role provides for the Board to operate independently of management with the Non-Executive Chairman serving as an independent leadership contact to the other directors. The Non-Executive Chairman is an independent director elected by Board. The Non-Executive Chairman serves as a liaison among the other independent directors and senior management and performs such other duties and responsibilities as the Board may determine from time to time. As determined by the Board, the specific powers and authority of the Non-Executive Chairman include the following:

Board Meetings and Executive Sessions

- Preside at all meetings of the Board, including executive sessions of the independent directors;
- call meetings of the Board and meetings of the independent directors, as may be determined in the discretion of the Non-Executive Chairman of the Board;

Board Schedules, Agendas and Information

- work with the Chief Executive Officer and the Corporate Secretary to prepare the schedule of Board meetings to assure that the directors have sufficient time to discuss all agenda items;
- prepare the Board meeting agendas in coordination with the Chief Executive Officer and the Corporate Secretary;
- advise the Chief Executive Officer as to the quality, quantity, appropriateness and timeliness of the flow of information from the Company’s management to the Board;

Consultants

- recommend to the Board the retention of consultants who report directly to the Board;

Liaison

- act as principal liaison between the directors and the Chief Executive Officer on all issues, including, but not limited to, related party transactions;
- in the discretion of the non-Executive Chairman, participate in meetings of the committees of the Board;

Stockholder Communication

- in the absence of the Chief Executive Officer or as requested by the Board, act as the spokesperson for the Company; and
- be available, if requested, for consultation and direct communication with major stockholders of the Company.