

CHENIERE ENERGY, INC.

Director Nomination Policy and Procedures

Updated Effective December 6, 2013

Sources of Nominations

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

Nominee Qualifications

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

- the highest ethical standards and integrity;
- 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 business and industry contacts; and
- diversity of experiences, expertise and backgrounds among members of the Board.

Stockholder Nomination Process

A stockholder of the Company who complies with the requirements and notice procedures set forth in Section 2.13 of the Company’s Amended and Restated Bylaws may nominate candidates for election to the Board of Directors.

Nominee Selection Process

The Governance and Nominating Committee 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 by the Governance and Nominating Committee. The full Board 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.