

# **CHENIERE ENERGY, INC.**

## **COMPENSATION COMMITTEE CHARTER**

**As Amended and Restated**

**November 6, 2018**

### **1. ORGANIZATION**

The Compensation Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Cheniere Energy, Inc. (the “*Company*”) shall consist of three or more directors as determined by the Board, each of whom meets the independence requirements of the exchange or market on which the Company’s common stock may then be listed (the “*Exchange*”) and otherwise satisfies all independence and other requirements as may be applicable from time to time. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Upon appointment to the Committee, each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. One member of the Committee will be designated by the Board as Chairman and will be responsible for the scheduling of regular and special meetings and the functioning of the Committee. The Board may, pursuant to the Bylaws of the Company, as amended and restated, as further amended from time to time (the “*Bylaws*”), remove a member of the Committee at any time, with or without cause, provided that the Board must, at all times, assure that the Committee will have a Chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

The Committee may appoint a sub-committee consisting of at least two Committee members to exercise any and all of the powers and authority of the Committee as provided in the resolutions establishing such sub-committee.

### **2. PURPOSE**

The purpose of the Committee is to carry out the responsibilities delegated to it by the Board relating to the review, recommendation or determination of executive compensation matters.

### **3. MEETINGS**

The Committee shall meet as often as necessary, but at least three times annually, to carry out its responsibilities. Meetings may be in person, by telephone or videoconference as needed to conduct the business of the Committee. For the transaction of any business at any meeting of the Committee or a sub-committee, a majority of the members shall constitute a quorum. The Committee or sub-committee shall take action by the affirmative vote of a majority of the members present at a duly held meeting. The Committee or sub-committee may also take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law and the Bylaws. The Committee may invite such members of management to

its meetings as it deems appropriate. The Committee and any sub-committee shall cause to be kept minutes of all proceedings. The Chairman of the Committee shall report on any Committee or sub-committee meetings held at the next regularly scheduled Board meeting following such meeting.

#### **4. DUTIES AND RESPONSIBILITIES**

The Committee shall have the duties and responsibilities set forth below:

- Review and approve corporate goals and objectives, after consultation with the Board and management and consistent with stockholder-approved compensation plans for performance-based compensation, for the Chief Executive Officer (the “CEO”) and other executive officers, for the defined performance period;
- Review and recommend to the Board for approval the maximum amount of performance-based compensation for the CEO and other executive officers for the defined performance period;
- Review and certify, in writing, whether established goals and objectives of any performance-based compensation plans for the CEO and other executive officers have been met for the completed performance period;
- Review and recommend to the Board for approval performance-based compensation, if any, for the CEO and other executive officers based on the established corporate goals and objectives for the completed performance period;
- Review and recommend to the Board for approval the compensation level for the CEO and other executive officers based on the Committee’s evaluations;
- Report to the Board on the performance of the CEO and other executive officers in light of the established corporate goals and objectives for the performance period;
- Assess the ongoing competitiveness of the total executive compensation packages of the CEO and other executive officers from time to time, at the Committee’s discretion;
- Review and approve budgets and guidelines for performance-based compensation;
- Review existing cash-based and equity-based compensation plans;
- Review and recommend to the Board for approval all new cash-based, equity-based and performance-based compensation plans and all material modifications to existing compensation plans, *provided* that any other modifications to existing compensation plans and any equity-based inducement plans shall be approved by the Committee;

- Review and discuss the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information and recommend that the CD&A and related executive compensation information be included in the Company's proxy statement and annual report on Form 10-K as required by the rules and regulations of the U.S. Securities and Exchange Commission ("SEC");
- Approve the compensation committee report on executive officer compensation included in the Company's proxy statement or annual report on Form 10-K as required by the rules and regulations of the SEC;
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by the rules and regulations of the SEC, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
- Review and recommend to the Board for approval any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material amendments to the foregoing, applicable to executive officers, *provided* that any awards granted under an equity-based inducement plan shall be approved by the Committee;
- Review and recommend to the Board for approval new-hire and promotion compensation arrangements for executive officers, *provided* that any awards granted under an equity-based inducement plan shall be approved by the Committee;
- Administer the Company's stock plans;
- Grant awards under the stock plans or delegate that responsibility to the Equity Grant Committee or a committee of the Board, *provided* that any awards granted under an equity-based inducement plan shall be approved by the Committee;
- Conduct and review an annual Committee performance evaluation;
- Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval;
- Review the Company's executive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and executive compensation, evaluate executive compensation policies and practices that may mitigate any such risk, and determine whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company;

- Take any other actions as may be required from time to time by applicable law, the rules of the Exchange, the rules and regulations of the SEC, the Bylaws or the Board; and
- Carry out such other duties as may be delegated to the Committee by the Board from time to time.

## **5. CONSULTANTS**

The Committee shall have the sole authority to retain, oversee and terminate any compensation consultant, independent legal counsel or other adviser engaged to assist in the evaluation of compensation of directors and executive officers of the Company, including the sole authority to approve such adviser's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such advisers. Prior to selecting or receiving advice from any such adviser, the Committee shall assess the independence of such adviser, taking into consideration such factors as the Committee determines to be appropriate or as required by the rules of the Exchange and the rules and regulations of the SEC, each as amended from time to time.