

# CHENIERE ENERGY, INC.

## GOVERNANCE AND NOMINATING COMMITTEE CHARTER As Amended and Restated November 6, 2018

### 1. PURPOSE AND EFFECTIVENESS

The purpose of the Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Cheniere Energy, Inc. (the “*Company*”) is to, among other actions, (1) carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, (2) develop and maintain the Company’s corporate governance policies and (3) carry out any related matters required by federal securities laws, rules or regulations, or by rules or regulations of the exchange or market on which the Company’s common stock may be listed (the “*Exchange*”).

This Governance and Nominating Committee Charter (the “*Charter*”) will be effective upon approval by the Board and will supersede the previously existing charter of the Committee in its entirety.

### 2. ORGANIZATION

The Committee shall consist of three or more directors as determined by the Board, each of whom shall be free from any relationship that in the opinion of the Board would interfere with the exercise of independent judgment as a member of the Committee. Each member of the Committee shall also meet the independence requirements of the Exchange.

The members of the Committee shall be appointed by the Board for a one-year term and may be appointed for successive terms. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, death or removal. The Board may remove any member from the Committee at any time. One member of the Committee will be appointed by the Board as the Chairman of the Committee (the “*Chairman*”) and will be responsible for the scheduling of regular and special meetings and the functioning of the Committee.

Unless otherwise provided in the Certificate of Incorporation or Bylaws of the Company or the resolutions of the Board designating the Committee, the Committee may create one or more subcommittees, each subcommittee to consist of one or more members of the Committee, and delegate to such subcommittee any or all of the powers and authority of the Committee.

### 3. MEETINGS

The Committee shall meet as often as necessary, but at least once 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 subcommittee, a majority of the members shall constitute a quorum. The Committee or subcommittee shall take action by the affirmative vote of a majority of the members present at a duly

held meeting. The Committee or subcommittee may also take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law. The Committee and any subcommittee shall cause to be kept minutes of all proceedings. The Chairman shall report on any Committee or subcommittee 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, and any other duties delegated to the Committee by the Board:

- Review at least annually the Company's policies and practices relating to corporate governance and, when necessary or appropriate, recommend any proposed changes to the Board for approval;
- Provide oversight of a process by each committee of the Board to review at least annually the applicable charter of such committee and, when necessary or appropriate, recommend changes in such charters to the Board for approval;
- Develop a process, subject to approval by the Board, for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation;
- Assist the Board in evaluating and determining director independence under applicable laws, rules and regulations, including the rules and regulations of the Exchange;
- Along with the independent directors of the Board, develop and maintain policies and principles with respect to the search for and evaluation of potential successors to the Chief Executive Officer, and maintain a succession plan in accordance with such policies;
- Develop and maintain policies and procedures with respect to the evaluation of the performance of the Chief Executive Officer;
- Review periodically the size of the Board and the structure, composition and responsibilities of the committees of the Board to enhance continued effectiveness;
- Identify, recruit, interview and evaluate individuals qualified to serve on the Board in accordance with the Company's Director Nomination Policy and Procedures attached hereto as Exhibit A;
- Recommend that the Board select and approve director nominees to be considered for election at the Company's annual meeting of stockholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board;
- Identify, at least annually, qualified members of the Board to serve on each Board committee and to serve as chairman thereof and recommend each such member and chairman to the Board for approval;

- Review, at least annually, director compensation for service on the Board and Board committees, including committee chairmen compensation, and recommend any changes to the Board;
- Develop and oversee a continuing education program for directors;
- Review with management the current and emerging environmental, sustainability and social responsibility issues impacting the Company;
- Review, at least annually, the Company's climate change and sustainability policies and strategies;
- At least annually, review adherence to this Charter; and
- Report regularly to the Board on the activities of the Committee.

## **5. OUTSIDE ADVISERS**

The Committee shall have the authority to select, retain, obtain the advice of, oversee and terminate outside advisers, including but not limited to director search firms, outside legal counsel and executive search firms, to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the authority to approve such advisers' fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for any such advisers. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its director search firm(s), outside legal counsel or other advisers to the Committee, and the authority granted in this Charter shall not affect the ability or the obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

**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.