

CHENIERE ENERGY, INC.

CORPORATE GOVERNANCE GUIDELINES

(as amended and restated April 2, 2026)

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 Restated 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, evaluate and recommend qualified director candidates to 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) sufficient time to effectively carry out their duties, (vi) strategic thinking and willingness to share ideas, (vii) loyalty and commitment to driving the success of the Company, (viii) network of business and industry contacts, and (ix) 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 the New York Stock Exchange (“**NYSE**”), 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 also consider any heightened independence requirements applicable to directors serving on the Audit Committee and Compensation Committee. 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 rules.

Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his or her independence.

D. **Board Leadership**

The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders. The Board will conduct a periodic assessment of its leadership structure to determine the leadership structure that is the most appropriate for the Company at the time. The Board anticipates that the Company’s Chief Executive Officer (“**CEO**”) will be nominated annually to serve on the Board. The Chairman of the Board may, or may not, be an officer of the Company.

The Chairman of the Board, among other things, shall:

Board Meetings and Executive Sessions

- preside at all meetings of the Board, including executive sessions of the independent directors if the Chairman is an independent director (a “**Non-Executive Chairman**”);
- call meetings of the Board and, if a Non-Executive Chairman, call meetings of the independent directors;

Board Schedules, Agendas and Information

- work with the CEO or Lead Director, as applicable, and the

Corporate Secretary to prepare the schedule of Board meetings to ensure that the directors have sufficient time to discuss all agenda items;

- prepare the Board meeting agendas in coordination with the CEO or Lead Director, as applicable, and the Corporate Secretary;
- if a Non-Executive Chairman, advise the CEO 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

- if a Non-Executive Chairman, act as principal liaison between the directors and the CEO;
- in the discretion of the Chairman, participate in meetings of the committees of the Board;

Stockholder Communication

- if a Non-Executive Chairman, in the absence of the CEO 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.

Lead Director

If the Chairman of the Board is not independent, the independent directors of the Board shall elect a Lead Director who shall perform such duties and responsibilities as the Board may determine from time to time.

As determined by the Board, the specific powers and authority of the Lead Director are to:

Executive Sessions

- preside at all meetings of the Board at which the Chairman is not present, including meetings of the independent directors;
- call meetings of the independent directors, as may be determined in

the discretion of the Lead Director;

Board Schedules, Agendas and Information

- approve schedule of Board meetings to ensure that the directors have sufficient time to discuss all agenda items;
- coordinate with the Chairman and the Corporate Secretary regarding Board meeting agendas;
- advise the Chairman 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 Chairman or the Board the retention of consultants who report directly to the Board;

Liaison

- act as principal liaison between the independent directors and the Chairman;
- in the discretion of the Lead Director, participate in meetings of the committees of the Board;

Stockholder Communication

- in the absence or incapacity of the Chairman or CEO, and if directed 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.

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. However, the directors of the Company (other than the Company's CEO) may only serve on a maximum of three other public company boards in addition to the Board and the board of directors of Cheniere Energy Partners, L.P. The Company's CEO may only serve on a maximum of one other board of directors of a public company in addition to the Board and the board of directors of Cheniere Energy Partners, L.P. Directors should promptly notify the Chief Legal Officer or Chief Compliance and Ethics Officer in advance of accepting (including agreeing to be nominated for) any new board position outside of charitable and civic organizations.

G. Director Elections

Directors shall be elected each year at the annual meeting of stockholders, or as otherwise provided for in the Certificate of Incorporation or the Bylaws.

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. Each director is also encouraged to attend the Company's annual meeting of stockholders.

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 the NYSE 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 CEO 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, in consultation with the Governance and Nominating Committee, 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.

C. Delegation

Each Board committee may delegate any of its duties and responsibilities to a subcommittee comprised of one or more committee members unless otherwise prohibited by applicable laws or NYSE listing standards. Each subcommittee shall report to the relevant committee regarding any activities undertaken pursuant to such delegation.

IV. Annual Board and Committee Performance Evaluations

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

V. Orientation and Continuing Education

The Governance and Nominating Committee is responsible for overseeing an orientation program for new directors to familiarize such directors with, among other things, the Company's business and corporate governance. In addition, each director is encouraged to participate in continuing education to maintain expertise to perform his or her responsibilities as a director.

VI. 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 or Lead Director, if applicable, and recommending any changes to the Board.

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

VII. Succession Planning

Along with the independent members of the Board, the Governance and Nominating Committee is responsible for overseeing the search for and evaluation of potential successors to the CEO (both planned and emergency).

In consultation with the Governance and Nominating Committee, the Board shall work on a periodic basis with the CEO to discuss the Company's succession plan upon the CEO's retirement or in the event of an unexpected occurrence. The CEO (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.

VIII. 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 Legal Officer or Chief Compliance and Ethics 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.

IX. 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.

X. 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.

XI. Director Retirement Policy

It is the policy of the Company that each non-employee director of the Company who has attained the age of 75, or who has achieved 15 years of service on the Board or more, shall not be eligible for re-nomination to the Board at the annual meeting of stockholders of the Company in the year in which such non-employee director's current term expires. Upon the recommendation of the Governance and Nominating Committee, the Board may waive these requirements as to any non-employee director if it deems such waiver to be in the best interests of the Company.

For this purpose, a "year of service" shall be measured as service from an annual meeting of stockholders of the Company to the annual meeting of stockholders in the following calendar year. Service for part of the period of time between annual meetings shall not count as a year of service.

The requirements of this policy shall be subject to, and shall not supersede, any agreement to which the Company is a party that entitles a non-employee director to continue to be nominated to the Board, including without limitation any employment or consulting agreement and any agreement with a stockholder of the Company or one of its subsidiaries or affiliates.

XII. Significant Change in Personal Circumstances

A director who has a material change in his or her principal occupation, principal business affiliations or personal circumstances that may interfere with service on the

Board shall promptly report such material change to the chair of the Governance and Nominating Committee.

XIII. Confidentiality

The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information (whether or not material to the Company) entrusted or obtained by a director by reason of his or her position as a director of the Company.

Accordingly:

- each director shall take all necessary measures to protect the secrecy of, and to prevent unauthorized use of, the Confidential Information;
- each director shall handle the Confidential Information with the same degree of care that they use to prevent unauthorized access, storage, disclosure, publication, dissemination, destruction, loss, alteration, and/or use of their own confidential or proprietary information; and
- no director shall sell, trade, publish, divulge or otherwise disclose the Confidential Information to any third party, and will not copy or reproduce the Confidential Information, without the prior written consent of the Company.

Directors are not prohibited from disclosing Confidential Information pursuant to, and to the extent required to comply with, a court order, a valid administrative agency subpoena, or a lawful request for information by an administrative agency; provided, however, that the director shall give the Company prompt written notice of any such court order, subpoena, or request for information prior to such disclosure.

For purposes of these Guidelines, “Confidential Information” includes, but is not limited to:

- any financial, commercial, technical or other information, any information pertaining to the business, affairs and strategies of the Company, any information or knowledge pertaining to any existing projects or projects in development, the identity of and any information pertaining to any person or entity with which the Company has a business relationship or prospective business relationship;
- the terms, conditions and prices of any contract between the Company or any Subsidiary of the Company and any other party;
- information pertaining to employees, customers, contractors, and the industry

not generally known to the public;

- information, documents or other materials received pursuant to a confidentiality agreement, non-disclosure agreement or other agreement that includes confidentiality or non-disclosure obligations that relate to such information, documents or other materials; and
- books, records, concepts, data, products, formulae, specifications, designs, plans, models, reports, studies, processes, inventions, discoveries, technologies, trade secrets, trademarks, patents and know-how.

XIV. 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.