



LIQUEFIED NATURAL GAS LIMITED

Charter of the Compensation Committee

August 2018

Liquefied Natural Gas Limited

ACN 101 676 779

Charter of the Compensation Committee

The Board of Directors (the "Board") of Liquefied Natural Gas Limited ("LNGL" or the "Company") has established the Compensation Committee of the Board (the "Committee") with the following purpose, composition, duties, authority, and responsibilities.

1. PURPOSE

The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the executive officers and directors of the Company and its subsidiaries.

2. MEMBERSHIP:

- (a) The Committee shall consist of at least three members of the Board, all being independent of management and the Company and satisfy the independence requirements as defined by applicable laws, rules and regulations. All members of the Committee shall be appointed by the Board, based on the recommendation of the Corporate Governance and Nominating Committee. The Board may remove members of the Committee with or without cause by an affirmative vote of majority of the Board.
- (b) The Board shall appoint the Chairperson of the Committee. In the absence of the appointed Chairperson and /or an appointed deputy, the remaining Members present shall elect one of their number to chair the meeting.
- (c) Only those members of the Board who are independent of management and are not current or former employees of the Company may vote on resolutions concerning membership structure of the Committee as well as any revisions to this Charter.

3. MEETINGS AND ADMINISTRATION:

- (a) The Committee shall meet at least annually and as often as it deems necessary. A special meeting may be called on not less than 24 hours' notice by the Chairman. Meetings of the Committee may be in person, by conference call or video. The Compensation Committee may also act by written resolution signed by all Committee members in lieu of a meeting. The Committee shall keep such records of its meetings as it deems appropriate. A majority of the Committee's

members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting.

- (b) At least annually, the Committee shall review and assess the adequacy of this Charter and shall obtain approval of the Board for all revisions to this Charter.
- (c) At least annually, the Committee shall evaluate its own performance.
- (d) The Committee shall report regularly to the Board at such times and in a manner the Board deems appropriate.
- (e) Meetings to determine the compensation of the Chief Executive Officer must be held in executive session.

4. CONFLICT OF INTEREST:

To the extent a member has a conflict of interest in relation to any matter being considered by the Committee, the conflicted member must disclose the conflict of interest and abstain from participating in any recommendations or decisions by the Committee on the relevant matter. Where a member has a conflict of interest the Chairman may, or in circumstances where the Chairman is the only remaining Member must, appoint an alternate member, or members, which alternate member or Members will be bound by the terms of this Charter.

5. INDEPENDENT ADVICE:

The Committee, or any member, may as reasonably required engage independent consultants to provide advice and assistance in relation to any matters being considered by the Committee. The Committee shall have the sole authority to and, in its sole discretion, may retain or obtain the advice of or terminate any compensation consultant, legal counsel or other adviser to assist it in the evaluation of executive officers' compensation. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other adviser. The Committee may select a compensation consultant, legal counsel, or other adviser only after taking into consideration all factors relevant to that person's independence from management and from the Committee,. This paragraph may not be construed to: (A) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser, or (B) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee.

6. DUTIES:

- (a) The Committee shall perform its responsibilities in accordance with the authority delegated to it by the Board and applicable laws, rules and regulations.
- (b) The Committee shall annually review and approve, or make recommendations to the Board with respect to the remuneration of the Executive Officers of the Company and its subsidiaries.
- (c) The Committee shall periodically review and make recommendations to the Board with respect to Incentive-Based Compensation that is subject to approval by the Board.
- (d) The Committee will review and recommend remuneration for executive and non-executive directors within the aggregate directors' fees limit as set by shareholders.
- (e) The Committee will review, evaluate and approve effective and market competitive remuneration arrangements.
- (f) The Committee will oversee plans, policies and guidelines to compensate the Company employees.
- (g) Review career development and succession plans for the Executive Officers.
- (h) The Committee shall oversee the Company's compliance with the requirement that shareholders approve equity compensation plans.
- (i) The Committee shall review and recommend for approval by the Board the Remuneration Report required to be included in the Annual Report in compliance with sec 300A of the Corporations Act 2001.
- (j) The Committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with the Company Clawback policy.
- (k) The Committee shall, along with the Audit Committee, and the Company's senior risk officers, annually review the Company's employee compensation programs as they relate to risk management and risk-taking incentives in order to determine whether any risk arising from such compensation programs is reasonably likely to have a material adverse effect on the Company.
- (l) The Committee will annually review executive officer compliance with the Company Stock Ownership Guidelines.

- (m) The Committee may adopt policies regarding the ability of any employee or Board member, or any designee of such employee or member, to purchase financial instruments that are designed to hedge or offset any decrease in the market value of equity securities (i) granted to the employee or Board member by the Company as part of the compensation of the employee or Board member; or (ii) held, directly or indirectly, by the employee or Board member.
- (n) The Committee may form and delegate authority to subcommittees, including committees whose members are not members of the Board, as it deems appropriate.
- (o) The Committee shall discharge any other duties delegated to the Committee by the Board from time to time.

7. REPORTING:

The Committee shall report to the Board.

8. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfil its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website.