



LIQUEFIED NATURAL GAS LIMITED

**Charter of the Corporate Governance
and Nominating Committee**

August 2018

Liquefied Natural Gas Limited

ACN 101 676 779

Charter of the Corporate Governance and Nominating Committee

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

1. Purpose of the Committee

The Committee assists the Board by:

- (a) Advising the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in the implementation of those practices,
- (b) Identifying individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommending director nominees to the Board for election at the annual general meetings of shareholders or for appointment to fill vacancies on the Board,
- (c) Advising the Board about the appropriate composition of the Board and its committees,
- (d) Lead the Board in the annual performance evaluation of the Board and its committees, and of management;
- (e) Directing all matters relating to the succession of the Company's Chief Executive Officer ("CEO"); and
- (f) Perform such other functions as the Board may assign to the Committee from time to time.

2. Composition, Structure and Administration

(a) Membership Qualifications

The Committee shall consist of at least three independent directors of the Board, the number of which shall be fixed from time to time by resolution adopted by a majority vote of the full Board. Each member of the Committee shall be independent of management and the Company and shall satisfy the independence requirements any applicable laws, rules and regulations. Furthermore, only those members of the Board who are independent of management and not current or former employees of the Company may vote on resolutions concerning membership and structure of the Committee as well as any revisions to this Charter.

- (b) Members of the Committee shall be appointed annually and vacancies filled or members removed by the vote of the majority of the Board. The Board may remove members of the Committee from the Committee with or without cause.

(c) **Chair**

Unless the Board elects a Chair of the Committee, the Committee shall elect one by majority vote.

(d) **Resignation**

A Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of a committee upon either ceasing to be a member of the Board or ceasing to be “independent” as required above.

(e) **Compensation**

The compensation of the members of the Committee shall be determined by the Board from time to time.

(f) **Meetings**

The Committee shall meet at least annually and as often as it deems necessary in order to perform its responsibilities, in a manner as the Committee shall establish. A special meeting may be called on not less than 24 hours’ notice, at any time by the Chair of the Committee. A majority of the Committee’s members will constitute a quorum. The Committee will act on the affirmative vote of a majority of its members present at a meeting at which a quorum is present. The Committee may also act by written resolution signed by all Committee members in lieu of a meeting. Any background materials, together with agenda, should be distributed to the Committee members in advance of the meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. The Committee will make regular updates to the Board of its actions and any recommendations to the Board.

(g) **Subcommittees**

The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.

(h) **Consulting Arrangements**

The Committee shall have the sole authority to retain and terminate an executive board search firm to assist in the selection of individuals qualified to become members of the Board.

(i) **Charter**

The Committee shall periodically review and assess the adequacy of this Charter and obtain the approval of the Board for all revisions or changes to the Charter.

(j) **Annual Performance Evaluations**

At least annually, and as conditions dictate, the Committee shall evaluate its own performance.

3. Responsibilities and Duties

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee shall have the authority, and is entrusted with the responsibility, to take the following actions:

Authority

The Committee shall have the authority to:

- (a) Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- (b) Retain and determine funding for independent legal counsel and other experts and advisors, including the sole authority to retain, approve the fees payable to, amend the engagement with, and terminate any search firm to assist the Committee in identifying director candidates.
- (c) Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees shall not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and regularly report to the Committee.

Responsibilities

The Committee shall have the following responsibilities:

(a) **Director Nominations**

Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall perform the following actions:

- i. Identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual general meeting of shareholders, and the persons to be elected by the Board to fill any vacancies or clear and present need on the Board.
- ii. Annually review the composition of each committee of the Board and present recommendations for committee memberships to the Board as needed.
- iii. Prior to recommending to the Board that an existing director be nominated for election as a director at the annual general meeting of shareholders, the Committee shall consider and review the director's:

- Experience, skills and contributions that the existing director brings to the Board;
- Past Board and committee meeting attendance and performance;
- Length of Board service;
- Personal and professional integrity, including commitment to the Company's core values; and
- Independence under applicable standards.

iv. In the event that a vacancy or a clear and present need on the Board arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual general meeting of shareholders. To identify such a nominee, the Committee should solicit recommendations from existing directors and senior management. The Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board that a person be elected to fill a vacancy or clear and present need on the Board, the Committee shall consider and review the candidate's:

- Relevant skills and experience;
- Independence under applicable standards;
- Business judgement;
- Service on boards of directors of other companies;
- Personal and professional integrity, including commitment to the Company's core values;
- Openness and ability to work as part of a team;
- Willingness to commit the required to serve as a Board member; and
- Familiarity with the Company and its industry.

(b) Succession Planning

Annually oversee the evaluation of the board and senior management and each year, the Committee shall consult with the CEO on senior management succession planning.

(c) Director Education

The Committee shall establish and oversee the Company's director orientation and continuing education programs and review and revise those programs as appropriate.

(d) Board Evaluation

The Committee shall establish and oversee the Board Self-Assessment governance analysis tool including implementation of an anonymous survey and presentation of the results of the survey to the Board.

(e) Governance

- i. Confirm that each standing Committee of the Board has a charter in effect and that such charter is reviewed at least annually by its committee and that each charter complies with all applicable rules and regulations.
- ii. Review any proposed amendments to the Company's Constitution and recommend appropriate actions to the Board.
- iii. Review and assess the Company's compliance with the corporate governance requirements established by applicable stock exchanges, the requirements established by the Sarbanes-Oxley Act, and other applicable corporate governance laws and regulations.
- iv. Recommend to the Board such additional actions related to the corporate governance matters, as the Committee may deem necessary or advisable from time to time.
- v. Review the Company's reputation with external constituencies and recommend to the Board any proposed changes to the Company's policies, procedures, and programs as a result of such review, and:
- vi. Review and assess the Corporate Governance Policy and Director Code of Conduct and recommend proposed changes to the Board.
- vii. The Committee will periodically assess the need for changes to the Company's share ownership guidelines and recommend any proposed changes to the Board for approval.

(f) *Additional Responsibilities*

The Committee shall discharge any other duties or responsibilities delegated to the Nomination Committee by the Board from time to time.

4. Reporting

The Committee will keep regular minutes of its proceedings and report regularly to the Board in such manner and at such times as the Committee or the Board deems appropriate. This Charter, and an amendments thereto, shall be displayed on the Company's website.