

## NextDecade Corporation

### Nominating, Corporate Governance & Compensation Committee Charter

#### I. PURPOSES

The Nominating, Corporate Governance & Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NextDecade Corporation (the “Company”) to: (A) assist the Board in overseeing the Company’s employee compensation policies and practices, including (i) determining and approving the compensation of the Company’s Chief Executive Officer (“CEO”), the Company’s President (“President”) and the Company’s other executive officers, and (ii) reviewing and approving incentive compensation and equity compensation policies and programs, and exercising discretion in the administration of such programs; (B) produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (“SEC”); and (C) assist the Board in overseeing the Company’s governance policies and practices, including to: (i) identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) develop, recommend to the Board and review the Company’s Corporate Governance Guidelines; (iii) coordinate and oversee the annual self-evaluation of the Board and its committees; and (iv) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

#### II. COMMITTEE MEMBERSHIP

**Composition.** The Committee shall consist of at least three members of the Board. Except as otherwise directed by the Board, members of the Committee shall be selected annually and shall serve a term of one year or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

**Chair.** The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

**Independence.** So long as the Company remains a “controlled company” under the rules applicable to companies listed on the Nasdaq Stock Market (“Nasdaq”), each member of the Committee shall not be required to be an “independent” director in accordance with the applicable Nasdaq listing standards. After the Company ceases to be a “controlled company” and subject to any permitted phase-in rules, each member of the Committee shall be an “independent” director in accordance with the applicable Nasdaq listing standards, including standards specifically applicable to compensation committee members. In addition, in selecting the members of the Committee, the Board shall consider whether the director (i) is a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) satisfies the requirements of an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

#### III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of

the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any compensation consultant, search or recruitment consultant, legal counsel or other adviser to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser. The Committee shall make decisions and recommendations in the best interests of the Company and is not bound by the recommendations of its advisors.

#### **IV. COMMITTEE MEETINGS**

The Committee shall meet on a regularly scheduled basis at least two times per year and additionally as circumstances dictate. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least annually with the CEO, President and any other officers the Committee deems appropriate to discuss and review the performance criteria and compensation elements applicable to the executive officers.

#### **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and Nasdaq.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans, to the extent permitted by law and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that, consistent with paragraphs 4 and 5 of Section VI(A) below, the Committee shall determine and approve the awards made under such plan to any executive officer and any other member of senior management as the Committee shall designate and shall at least annually review the awards made to such other members of senior management as the Committee shall designate.

#### **VI. KEY RESPONSIBILITIES**

##### **A. Compensation Oversight**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

1. **Compensation Philosophy.** Oversee the overall compensation philosophy and compensation programs for the Company, CEO, President and other executive officers;

2. **Corporate Goals.** Establish, review and approve corporate goals and objectives relevant to the compensation of the CEO, President and other executive officers, including annual and long-term performance goals and objectives;
3. **Employment Agreements.** Review, approve, and recommend to the Board for approval any employment, compensation, benefit or severance agreement with any executive officer;
4. **Evaluate Performance and Approve Executive Officer Compensation.** Evaluate at least annually the performance of the CEO, President and other executive officers (including the CEO's and/or President's evaluation of other executive officers) against corporate goals and objectives including annual performance objectives and, based on this evaluation, determine, approve, and recommend to the Board for approval the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites) for the CEO, President and other executive officers based on this evaluation. For the avoidance of doubt neither the CEO, the President nor any executive officer shall be present during vote or deliberations regarding his or her compensation;
5. **Compensation Levels for Other Senior Management.** Determine and approve the compensation level (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites) for other members of senior management of the Company as the Committee or the Board may from time to time determine to be appropriate;
6. **Compensation Programs.** Review on a periodic basis the Company's management compensation programs and recommend to the Board for approval any appropriate modifications or new plans, programs or policies;
7. **Equity Plans.** Review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan;
8. **Equity Plan Administration.** Administer the Company's equity-based compensation plans for employees of and consultants to the Company as provided by the terms of such plans, including authorizing all awards made pursuant to such plans;
9. **Non-Equity Plans.** Review, approve and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans;
10. **Benefit Plans.** Review, approve and recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plan, and any material modification of any such plan;
11. **Compensation Risk Assessment.** Review at least annually the Company's compensation policies and practices for executives, management employees and employees generally to assess whether such policies and practices could lead to excessive risk taking behavior;
12. **Compensation Consultants.** With respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive or director compensation: (a) annually, or from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest; and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all compensation provided to such consultant;

13. **Adviser Independence.** Prior to the retention of any advisers to the Committee and from time to time as the Committee deems appropriate, assess the independence of compensation consultants, legal and other advisers to the Committee, taking into consideration factors specified in the Nasdaq listing standards;
14. **Say-on-Pay and Say-on-Pay Frequency.** After the Company ceases to be an “emerging growth company,” at least every three years (or more frequently as appropriate) conduct a say-on-pay vote, and at least every six years (or more frequently as appropriate) make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote;
15. **Executive Compensation Disclosure.** After the Company ceases to be an “emerging growth company,” review and discuss with management the Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company’s Annual Report on Form 10-K and any proxy statement for the election of directors ; as part of this review, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“say-on-pay” vote) required by Section 14A of the Exchange Act;
16. **Director Compensation.** Review the form and amount of director compensation from time to time, and make recommendations thereon to the Board;
17. **Stockholder Proposals.** Review and oversee stockholder proposals relating to executive compensation matters;

#### **B. Nominating and Corporate Governance Oversight**

18. **Director Candidates.** Identify, screen and recommend to the Board director candidates for election or re-election consistent with criteria approved by the Board, and oversee the Company’s policies and procedures with respect to the consideration of director candidates recommended by stockholders;
19. **Governance Disclosures.** Review periodically, and recommend to the Board for approval or modifications (as appropriate), and review disclosures concerning: (a) the Company’s policies and procedures for identifying and screening Board nominee candidates and (b) the criteria used to evaluate Board membership and director independence;
20. **Director Independence.** Review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as “independent” under the Board’s definition of “independence” and the applicable Nasdaq rules;
21. **Director Assessment.** Assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director’s principal occupation or business association from the position such director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto;
22. **Board Composition and Leadership.** Assess periodically the size and composition of the Board as a whole, and review the Board’s leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval;
23. **Board and Committee Structure.** Review periodically the committee structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs;

24. **Director Orientation.** Coordinate with management to develop an appropriate new director orientation program;
25. **Board Evaluations.** Coordinate and oversee the annual self-evaluation of the role and performance of the Board and its committees;
26. **Governance Guidelines.** Develop, review and recommend to the Board, and recommend modifications to, the Corporate Governance Guidelines and other governance policies of the Company;
27. **Stockholder Relations.** Review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders;
28. **Governance Developments.** Review significant emerging corporate governance issues and practices;

**C. Self-Evaluation and Reporting**

29. **Self-Evaluation.** Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter;
30. **Charter Review.** Review and reassess the adequacy of this charter on an annual basis and recommend to the Board such amendments as the Committee deems appropriate;
31. **Reporting.** Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
32. **Other.** Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

Adopted by the Board October 10, 2017.