

NextDecade Corporation

Amended and Restated Operations Committee Charter

I. PURPOSES

The Operations Committee (the “Committee”) is appointed by the Board of Directors (“Board”) of NextDecade Corporation (the “Company”) to assist the Board and the Company’s Executive Management Team (the “EMT”) in fulfilling its responsibilities to oversee the strategy and execution of the business plans and by exercising, on behalf of the Board, the duties and responsibilities specified herein when the Board is not in session.

Subject to any extensions or limitations of authority specified by the Board, the Delegation of Authority Matrix (as defined below) or by the laws of the State of Delaware, the Committee shall have the following general responsibilities:

1. Approve unbudgeted expenditure and allocation of contingency funds necessary to support the Company’s activities, in each case, in excess of \$100,000;
2. Approve organization charts on the recommendation of the Chief Executive Officer or President, headcount additions and terminations of senior staff (other than executive officers of the Company over whom the Nominating and Corporate Governance Committee shall have authority), including authorizing severance payments and ad hoc bonus payments);
3. Approve the engagement of consultants in support of the Company’s business;
4. Oversee initiatives for enhancing cost efficiencies;
5. Oversee on-going and proposed project activities;
6. Discuss and propose new business development activities, including budgets and plans in support thereof;
7. Vet customer KYC, compliance and due diligence activities;
8. Oversee key project execution and implementation activities;
9. Approve the Company’s entry into agreements involving an amount in excess of \$100,000 (other than in the ordinary course of business and subject to the Company’s approved Delegation of Authority matrix). For the avoidance of doubt, the Committee shall have no authority to approve an engineering, procurement and construction (EPC) contract, LNG sales or tolling agreement or other material contract necessary for a final investment decision for the Rio Grande LNG project or the Rio Bravo pipeline project;
10. Approve material press releases;
11. Approve early stage discussions related to material business acquisitions and divestitures;
12. Commencement and settlement of non-material litigation (on the advice and recommendation of the General Counsel or external counsel);
13. Discuss and propose to the Board for approval commercial offers from counterparties regarding contracts that are material to the Company’s business (e.g., EPC, SPA pricing);

14. Receive reports on and provide input to meetings and other engagements with senior government officials (Cabinet-level and above) and Congressional delegations;
15. Provide a forum for the rapid approval, as required, for the deployment of resources in matters affecting the Company's business within the aforementioned areas or as otherwise determined necessary or appropriate by the Company's CEO or President; and
16. Review and discuss any decision that is not budgeted or has or is likely to have a material impact on the Company's business or reputation.
17. Review, approve, or ratify potential conflicts of interests involving Company employees other than executive officers or directors.

II. COMMITTEE MEMBERSHIP

Composition. The Committee shall consist of at least three members of the Board. Once appointed by the Board, members of the Committee shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal from the Committee or death. 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.

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.

IV. COMMITTEE MEETINGS

The Committee shall meet as frequently as necessary to properly carry out its responsibilities, but not less than two times per year, and notice of such meetings shall be given to the Committee's members in accordance with the bylaws of the Company. In advance of every meeting, the Chair of the Committee, with the assistance of the Secretary of the Company, shall prepare and distribute to the Committee's members and others, as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting. The Committee may invite the other directors of the Company, members of the EMT, other employees (as necessary or appropriate) or outside consultants to attend meetings of the Committee.

Members of the Committee may participate in meetings through the use of conference telephones or similar communications equipment, as long as all members participating in such meeting can hear one another, and such participation shall constitute presence at such meetings. Minutes of each meeting of the Committee shall be filed with the records of the Company.

Unless the members of the Committee determine otherwise by resolution, any action required or permitted to be taken by the Committee may be taken without a meeting if all of its members consent thereto in writing and the writing(s) are filed with the minutes of the proceedings of the Committee.

The Committee shall report on its activities to the Board and shall make recommendations to the Board as its members deem appropriate.

The Committee, as it may deem appropriate, shall have the authority to cause investigations to be made of such matters within the scope of its purpose and responsibilities. Such investigations may be made by the Company's employees or such other persons or firms that the Committee shall select.

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve and receive funding for related fees and retention terms.

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also review its own performance from time to time.

The Committee may adopt such additional procedures, consistent with this Charter, as its members deem appropriate.

Adopted by the Board on September 10, 2019.