

NextDecade Corporation

Construction and Operations Committee Charter

I. PURPOSES

The Construction and 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 the oversight and review of (i) construction activities of Company projects or projects ancillary thereto, (ii) employee and public safety and (iii) operational performance and risks, other than risks overseen by another committee of the Board or the full Board, as applicable.

The Committee shall have the following general responsibilities:

1. Review and monitor construction progress of the Company’s LNG export facilities, carbon capture and storage facilities or any significant construction project ancillary thereto.
2. Review and monitor the principal construction risks identified within the risk register by contractors.
3. Review and monitor construction and operations quality matters and resolution of any material concerns.
4. Review and monitor project construction budgets.
5. Oversee significant Company policies, practices and performance with respect to providing a healthy and safe environment for employees, contractors, communities and the public.
6. Review and monitor planning issues of interest to the Company as determined by the Committee, including (i) matters before safety regulatory agencies, (ii) compliance with safety laws and regulations, and (iii) safety performance in regards to Company metrics.
7. Review matters pertaining to the performance of the Company’s operations, including key performance indicator results and trends and other significant operational matters.
8. Review EMT’s processes for assessing business continuity risks and developing related contingency planning, including preparedness in conjunction with emergency responders, public and employee safety during critical events, incident command structure, communications plans, and back-up plans for critical administrative and operating infrastructure and systems.

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 four 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 review and reassess from time to time 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 effective January 1, 2025.