

NextDecade Corporation
Finance and Risk Committee Charter

I. PURPOSES

The Finance and Risk Committee (the “Committee”) is appointed by the Board of Directors (“Board”) of NextDecade Corporation (the “Company”) to assist the Board in its oversight of the Company’s (i) financial planning, capital structure, liquidity, financings and other capital markets transactions, and (ii) risk management strategy, policies, procedures, measurement, and mitigation efforts, including insurance programs. The oversight responsibility of the Committee shall not extend to financial reporting, which shall be the responsibility of the Audit Committee of the Board.

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 accomplish its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee, and terminate any 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 as frequently as necessary to properly carry out its responsibilities, but not less than two times per year. The Committee may also act by unanimous written consent of its members. The Committee may invite the other directors of the Company, board observers, officers, other employees (as necessary or appropriate) or outside consultants to attend meetings of the Committee.

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.

V. KEY RESPONSIBILITIES

A. Finance

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. **Capital Plan.** Review the capital plan of the Company and provide advice and guidance on the sources and uses of capital and expected returns on capital deployed;
2. **Capital Structure and Management.** Review, as it deems appropriate, the Company's financial policies, capital structure, liquidity, and strategy for obtaining financial resources, and make such reports and recommendations to the Board with respect thereto as it deems advisable;
3. **Corporate Finance.** Oversee the issuance and/or guarantee of securities by the Company and its subsidiaries, and the offering terms of such securities and guarantees and make such reports and recommendations to the Board with respect thereto;

B. Risk Management

4. **Oversight.** Review and discuss with management any significant risks or exposures and the Company's policies and processes with respect to risk assessment and management, and assess the steps management has taken to monitor and control such risks, except with respect to those risks for which oversight has been assigned to other committees of the Board or retained by the Board. The Committee shall review the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company;
5. **Development of Risk Mitigation Plans.** Oversee the development of plans for risk mitigation for the most significant risks to the Company and shall monitor management's implementations of such plans and the effectiveness generally of its risk mitigation strategies and activities;
6. **Risk Resources.** Review and recommend to the Board the adequacy of the Company's resources to perform its risk management responsibilities;
7. **Insurance.** Oversee the Company's insurance programs, coverages, and claims and make recommendations to the Board and management with respect thereto;

C. Self-Evaluation and Reporting

8. **Self-Evaluation.** Conduct a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, from time to time;
9. **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;
10. **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

11. **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 on September 10, 2019.