

**NextDecade Corporation**  
**Nominating and Corporate Governance Committee Charter**

**I. PURPOSES**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NextDecade Corporation (the “Company”) to 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. 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.

**Independence.** Each member of the Committee shall be an “independent” director in accordance with the applicable listing standards of the Nasdaq Stock Market (“Nasdaq”). 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 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.

## 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.

## VI. KEY RESPONSIBILITIES

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

### A. Nominating and Corporate Governance Oversight

1. **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;
2. **Vacancies.** If a vacancy on the Board and/or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
3. **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;
4. **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;
5. **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;
6. **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;
7. **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;

8. **Director Orientation.** Coordinate with management to develop an appropriate new director orientation program;
9. **Board Evaluations.** Coordinate and oversee the annual self-evaluations of the roles and performances of the Board and its committees;
10. **Governance Guidelines.** Develop, review, and recommend to the Board, and recommend modifications to, the Corporate Governance Guidelines, as may be amended from time to time, and other governance policies of the Company;
11. **Stockholder Relations.** Review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders;
12. **Governance Developments.** Review significant emerging corporate governance issues and practices;

**B. Self-Evaluation and Reporting**

13. **Self-Evaluation.** Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter;
14. **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;
15. **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
16. **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.