



**Cheniere Energy, Inc.**

**LNG AMEX**

**Integrated Oil / Gas**

Market Capitalization USD:

**\$426.02 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Charif Souki**

**Age: 59**

**CEO Since: 2002**

	2009	2010	2011
<b>Base Salary</b>	\$722,794	\$734,400	\$743,581
<b>Discretionary Bonus</b>	\$1,080,000	\$1,080,000	\$2,326,900
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$126,377	\$203,772	\$206,841
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,929,171</b>	<b>\$2,018,172</b>	<b>\$3,277,322</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$5,376,000	\$632,700	\$2,977,040
<b>TOTAL COMPENSATION</b>	<b>\$7,305,171</b>	<b>\$2,650,872</b>	<b>\$6,254,362</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,916,587	\$938,667	\$2,208,882
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$522,797	\$1,673,835	\$16,215,230
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$522,797</b>	<b>\$1,673,835</b>	<b>\$16,215,230</b>

**Proxy Date:** 19 Apr 2012

**Annual Meeting Date:** 1 Jun 2012

**Equity Reserves:** 8.26%

**Stock Option Run Rate:** 0.00%

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## Performance Comparison

■ S&P500 ■ Industry ■ LNG



## Peer Comparisons (TRBC) = Energy

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>LNG</b>	<b>Cheniere Energy, Inc.</b>	<b>\$7,305,171</b>	<b>\$2,650,872</b>	<b>\$6,254,362</b>	<b>\$426,020,658</b>
BRS	Bristow Group Inc.	\$3,998,753	\$4,348,300		\$1,551,402,628
OSG	Overseas Shipholding Group, Inc.	\$1,489,082	\$2,703,832		\$418,577,654
MTRX	Matrix Service Company	\$1,358,285	\$1,234,267		\$225,574,927
MMR	McMoRan Exploration Co.	\$1,202,597	\$4,688,000		\$1,573,771,580
PHX	Panhandle Oil and Gas Inc.	\$522,028	\$503,082	\$821,906	\$233,923,728
CPX	Complete Production Services, Inc.	\$2,469,952	\$4,580,076		\$1,494,564,304

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

AES Corp., Nicor Inc., Calpine Corp., ONEOK, Inc., CMS Energy Corporation, Plains All American Pipeline L.P., Dynegy Inc., Questar Corporation, El Paso Corporation, Regency Energy Partners, L.P., Enbridge Energy Partners, L.P., Sempra Energy, EQT Corporation, Southern Union Company, Markwest Energy Partners, L.P., Spectra Energy Corp., Mirant Corporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Vickv A. Bailev	Chairman	60	Female	6	Outside
David B. Kilpatrick	Member	62	Male	9	Outside
Keith F. Carnev	Member	55	Male	11	Outside Related

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