

New Fortress Energy LLC

**Charter of the Compensation Committee
of the Board of Directors**

Effective as of February 4, 2019

I. PURPOSE OF THE COMMITTEE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of New Fortress Energy LLC, a Delaware limited liability company (the “Company”) shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive compensation and equity-based plans; to review and discuss with management the Company’s compensation discussion and analysis (“CD&A”), if any, to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”); to prepare the Compensation Committee Report as may be required by the rules of the SEC; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, rule or regulation, the Company’s Limited Liability Company Agreement, as amended from time to time, or the Board. References herein to the “Company” include the subsidiaries of the Company, as applicable.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of two or more directors, as determined from time to time by resolution of the Board. At such time as the Company ceases to qualify as a “controlled company,” and after any permissible phase-in period, each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market LLC (the “Nasdaq”), the rules and regulations of the SEC and any additional requirements that the Board deems appropriate.

At such time as the Company ceases to qualify as a “controlled company” pursuant to the requirements of the Nasdaq, members of the Committee shall also qualify as (i) “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and (ii) under any other necessary standards of independence as may be required under applicable federal securities laws; provided that for so long as the Company qualifies as a “controlled company” under the requirements of the Nasdaq, the members of the Committee do not need to satisfy these qualifications.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet (which may be telephonically or otherwise as set forth below) at least one time annually or more frequently as it shall determine is reasonably necessary to carry out its duties and responsibilities. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees (including ad hoc committees) for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall periodically provide copies of such minutes to the Board.

IV. COMMITTEE RESPONSIBILITIES

A. Executive Compensation Plans.

The Committee shall have, among others, the following goals and responsibilities with respect to the Company's executive compensation plans:

(i) To review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(ii) To review, modify (if necessary) and approve the Company's peer companies, if any, and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;

(iii) To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;

(iv) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and, either as a Committee or, at the direction of the Board, together with the other independent directors (such independence determined pursuant to the Nasdaq listing standards, if then so listed), determine and approve the Chief Executive Officer's compensation level based on this evaluation;

provided, however, that if each member of the Committee is not a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act, the Committee may request that the Board make determinations with respect to compensation that is subject to Section 16 of Exchange Act. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee (or the Board, if requested by the Committee) shall consider factors, as it determines relevant, which may include, for example, the Company’s performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, the awards given to the Chief Executive Officer in recent years and the various agreements with shareholders to which the Company is a party. The Committee may discuss the Chief Executive Officer’s compensation with the Board if it chooses to do so;

(v) To evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company and make recommendations to the Board with respect to the compensation of such other executive officers; it being understood that if each member of the Committee is not a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act, the Committee may request that the Board make determinations with respect to compensation that is subject to Section 16 of Exchange Act. To the extent that long-term incentive compensation is a component of such executive officers’ compensation, the Committee (or the Board, if requested by the Committee) shall consider all relevant factors, in its discretion, in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer; and

(vi) To perform such duties and responsibilities as may be assigned to the Committee or the Board under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

B. Board and Committee Compensation.

The Committee shall evaluate annually the appropriate level of compensation for Board and Committee service (including service as a chairperson of any committee) by non-employee members of the Board.

C. General Compensation and Employee Benefit Plans.

The Committee shall have, among others, the following duties and responsibilities with respect to the Company’s general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(i) To review at least annually the goals and objectives of the Company’s general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(ii) To review equity-compensation plans to be submitted for shareholder approval under the Nasdaq or other applicable listing standards, and to review and, in the Committee’s

sole discretion, approve equity-compensation plans that are exempt from such shareholder approval requirement; and

(iii) To perform such duties and responsibilities as may be assigned to the Committee or the Board under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

D. Other Responsibilities.

(i) To review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board.

(ii) To review and discuss with management the Company's CD&A, if any, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

(iii) To review and recommend to the Board how frequently the Company should permit shareholders to have an advisory vote on executive compensation ("say-on-pay"), once required. This review may take into account the historical results of shareholder advisory votes on the frequency of say-on-pay resolutions at the Company.

(iv) Following each shareholder meeting at which say-on-pay resolutions are proposed for a shareholder advisory vote, to consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act.

(v) To the extent it deems reasonably necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act.

(vi) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

(vii) To review and, if the Committee deems it appropriate, comment on the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Company's annual report on Form 10-K.

All recommendations may take the form of an oral communication by the Committee to the Board.

In addition to the foregoing, the Committee shall perform such other functions as assigned by law, the Company's Limited Liability Company Agreement, as amended from time to time, or the Board.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee after taking into consideration factors relevant to that person's independence from management, including the following:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) Any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of

the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

This Charter may be amended at any time by resolution or written consent of the Board.

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