

Venture Global, Inc.

Corporate Governance Guidelines

Adopted January 24, 2025

1. Size and Composition of the Board and Board Membership Criteria; Director Qualifications

- (a) The Nominating and Corporate Governance Committee of Venture Global, Inc. (the “**Company**”) shall recommend to the Company’s Board of Directors (the “**Board**”) criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines, and shall recommend individuals for membership on the Board. In making its recommendations, the Nominating and Corporate Governance Committee shall:
 - (i) review candidates’ qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or the New York Stock Exchange (the “**NYSE**”) rules for audit committee membership purposes);
 - (ii) evaluate current directors for re-nomination to the Board; and
 - (iii) periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.
- (b) The Nominating and Corporate Governance Committee considers not only an individual’s qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Nominating and Corporate Governance Committee also considers the impact of any change in the principal occupation of existing directors. The Nominating and Corporate Governance Committee reports to the full Board its conclusions and recommendations for nominations to the Board.

2. Independence

For so long as the Company satisfies an exception under the listing rules of the NYSE, the Company is not required to have independent directors on its Board, other than to the extent necessary to meet the requirements under NYSE and SEC rules for an independent audit committee. At all times required by the rules of the Securities and Exchange Commission (the “**SEC**”) or the NYSE, the Board and the Nominating and Corporate

Governance Committee shall make an affirmative determination to the independence of each director.

3. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

4. Participation at and Preparation for Board Meetings

- (a) The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Directors are also expected to attend the Company's annual meeting with shareholders.
- (b) Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

5. Chairman of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO. As of the date of this policy, the Board has determined that the role of the Chairman of the Board shall be allocated to two persons under the title Executive Co-Chairman, with one of them being the CEO of the Company.

6. Presiding Director

The independent directors of the Board may appoint a director as the presiding director solely for the purpose of leading a meeting of the non-management, or independent, directors (the “**Presiding Director**”). Any such appointment will expire once the applicable meeting is concluded. No director shall be appointed as the Presiding Director for more than two consecutive meetings.

7. Meetings of Non-Management Directors

- (a) The Company's non-management directors shall hold executive sessions after regularly scheduled Board meetings in which management does not participate. If

this group includes directors who are not considered independent, the independent directors must also meet in executive session at least once a year.

- (b) Each executive session shall be presided over by the Presiding Director appointed for such executive session. The Company's annual proxy statement shall publicly disclose the procedure by which a Presiding Director is selected for an executive session and the method for interested parties to communicate directly with the Company's then Presiding Director or with the non-management directors as a group.

8. Board Committees

- (a) The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Subject to any changes that the Board may make from time to time:
 - (i) the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, reviewing and approving any proposed related party transactions in compliance with the Company's policies and the applicable NYSE rules, the design and implementation of the Company's internal audit function, overseeing the Company's compensation recovery policies, and compliance by the Company with legal and regulatory requirements;
 - (ii) the Compensation Committee shall generally be responsible for overseeing the Company's executive compensation and benefits policies and evaluating compensation; and
 - (iii) the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance, reviewing the Company's management succession plan, overseeing the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, and evaluating executive officer performance.
- (b) Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.
- (c) The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interest of the Company.

9. Board Member Access to Management and Independent Advisors

- (a) Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary.
- (b) Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.
- (c) The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board in accordance with its charter, for which the Company shall pay the fees and expenses.

10. Director Compensation

- (a) The Compensation Committee shall review and approve compensation (including equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Compensation Committee shall, among other things:
 - (i) identify corporate goals and objectives relevant to director compensation;
 - (ii) evaluate the performance of the Board in light of such goals and objectives and set director compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
 - (iii) determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

11. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors. All directors will be offered the opportunity, and are encouraged, to participate in any continuing education programs on an ongoing basis.

12. Management Evaluation and Management Succession

- (a) The Nominating and Corporate Governance Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Board shall review the Nominating and Corporate Governance Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.
- (b) The Nominating and Corporate Governance Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. The CEO shall also recommend and evaluate potential successors, and provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

13. Annual Performance Evaluation

The Board, led by the Nominating and Corporate Governance Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The collective evaluation shall be presented by the Chairman of the Nominating and Corporate Governance Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board.