

# Cheniere Energy, Inc.

## Fourth Quarter and Full Year 2022



February 23, 2023



NYSE American: LNG

# Safe Harbor Statements

## Forward-Looking Statements

This presentation contains certain statements that are, or may be deemed to be, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical or present facts or conditions, included or incorporated by reference herein are “forward-looking statements.” Included among “forward-looking statements” are, among other things:

- statements regarding the ability of Cheniere Energy Partners, L.P. to pay or increase distributions to its unitholders or Cheniere Energy, Inc. to pay or increase dividends to its shareholders or participate in share or unit buybacks;
- statements regarding Cheniere Energy, Inc.’s or Cheniere Energy Partners, L.P.’s expected receipt of cash distributions from their respective subsidiaries;
- statements that Cheniere Energy Partners, L.P. expects to commence or complete construction of its proposed liquefied natural gas (“LNG”) terminals, liquefaction facilities, pipeline facilities or other projects, or any expansions or portions thereof, by certain dates or at all;
- statements that Cheniere Energy, Inc. expects to commence or complete construction of its proposed LNG terminals, liquefaction facilities, pipeline facilities or other projects, or any expansions or portions thereof, by certain dates or at all;
- statements regarding future levels of domestic and international natural gas production, supply or consumption or future levels of LNG imports into or exports from North America and other countries worldwide, or purchases of natural gas, regardless of the source of such information, or the transportation or other infrastructure, or demand for and prices related to natural gas, LNG or other hydrocarbon products;
- statements regarding any financing transactions or arrangements, or ability to enter into such transactions;
- statements relating to Cheniere’s capital deployment, including intent, ability, extent, and timing of capital expenditures, debt repayment, dividends, and share repurchases;
- Statements regarding our future sources of liquidity and cash requirements;
- statements relating to the construction of our proposed liquefaction facilities and natural gas liquefaction trains (“Trains”) and the construction of our pipelines, including statements concerning the engagement of any engineering, procurement and construction (“EPC”) contractor or other contractor and the anticipated terms and provisions of any agreement with any EPC or other contractor, and anticipated costs related thereto;
- statements regarding any agreement to be entered into or performed substantially in the future, including any revenues anticipated to be received and the anticipated timing thereof, and statements regarding the amounts of total LNG regasification, natural gas, liquefaction or storage capacities that are, or may become, subject to contracts;
- statements regarding counterparties to our commercial contracts, construction contracts and other contracts;
- statements regarding our planned development and construction of additional Trains or pipelines, including the financing of such Trains or pipelines;

- statements that our Trains, when completed, will have certain characteristics, including amounts of liquefaction capacities;
- statements regarding our business strategy, our strengths, our business and operation plans or any other plans, forecasts, projections or objectives, including anticipated revenues, capital expenditures, maintenance and operating costs, free cash flow, run rate SG&A estimates, cash flows, EBITDA, Consolidated Adjusted EBITDA, distributable cash flow, distributable cash flow per share and unit, deconsolidated debt outstanding, and deconsolidated contracted EBITDA, any or all of which are subject to change;
- statements regarding projections of revenues, expenses, earnings or losses, working capital or other financial items;
- statements regarding legislative, governmental, regulatory, administrative or other public body actions, approvals, requirements, permits, applications, filings, investigations, proceedings or decisions;
- statements regarding our anticipated LNG and natural gas marketing activities; and
- any other statements that relate to non-historical or future information.

These forward-looking statements are often identified by the use of terms and phrases such as “achieve,” “anticipate,” “believe,” “contemplate,” “continue,” “could,” “develop,” “estimate,” “example,” “expect,” “forecast,” “goals,” “guidance,” “intend,” “may,” “opportunities,” “plan,” “potential,” “predict,” “project,” “propose,” “pursue,” “should,” “subject to,” “strategy,” “target,” “will,” and similar terms and phrases, or by use of future tense. Although we believe that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in “Risk Factors” in the Cheniere Energy, Inc. and Cheniere Energy Partners, L.P. Annual Reports on Form 10-K filed with the SEC on February 24, 2022, which are incorporated by reference into this presentation. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these “Risk Factors.” These forward-looking statements are made as of the date of this presentation, and other than as required by law, we undertake no obligation to update or revise any forward-looking statement or provide reasons why actual results may differ, whether as a result of new information, future events or otherwise.

## Reconciliation to U.S. GAAP Financial Information

The following presentation includes certain “non-GAAP financial measures” as defined in Regulation G under the Securities Exchange Act of 1934, as amended. Schedules are included in the appendix hereto that reconcile the non-GAAP financial measures included in the following presentation to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP.



# Agenda

Introduction

**Randy Bhatia**

*Vice President, Investor Relations*

Company Highlights

**Jack Fusco**

*President and Chief Executive Officer*

Commercial Update

**Anatol Feygin**

*Executive Vice President and Chief Commercial Officer*

Financial Review

**Zach Davis**

*Executive Vice President and Chief Financial Officer*

Q & A



# Operating and Financial Highlights

Jack Fusco, *President and CEO*



# Full Year 2022 Highlights and 2023 Guidance

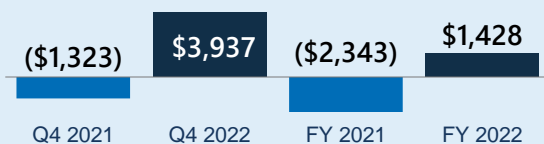
## Consolidated Adjusted EBITDA



## Distributable Cash Flow



## Net Income (Loss)



## Financial Guidance

(\$ billions, except per unit data)

	FY 2023		
Consolidated Adjusted EBITDA	\$8.0	-	\$8.5
Distributable Cash Flow	\$5.5	-	\$6.0
CQP Distribution per Unit	\$4.00	-	\$4.25



## Record Results Driven by Focus on Safety & Operational Excellence

Exported a record number of 638 cargoes from our liquefaction platform during the year

Achieved record safety metric of 0.05 Total Reportable Incident Rate (TRIR)

Maintained average utilization >93% across SPL & CCL

#1 supplier of LNG to Europe in 2022



## Disciplined Accretive Growth Across Cheniere Platform

✓ SPL Train 6 & Third Berth achieved substantial completion

CCL Stage 3 reached FID – 24.5% complete<sup>1</sup>

CCL Midscale Trains 8 & 9 in pre-filing process with FERC

SPL Expansion Project in pre-filing process with FERC



## Execution on Comprehensive Long-Term Capital Allocation Plan

- ✓ >\$5.4 billion of long-term debt reduction in 2022
- ✓ >9.3 million shares repurchased in 2022 for ~\$1.4 billion
  - ~4.4 million shares repurchased in Q4 2022 for >\$700 million
- ✓ \$1.385/sh aggregate quarterly dividends paid in 2022
  - \$0.395/sh quarterly dividend paid in November 2022 – 20% increase qoq
- ✓ In November 2022, LNG and CQP achieved investment grade ratings from S&P
  - In January 2023, LNG achieved investment grade rating from Fitch

Note: \$ in millions unless otherwise noted. Net income (loss) as used herein refers to Net income attributable to common stockholders on our Statement of Operations. Consolidated Adjusted EBITDA and Distributable Cash Flow are non-GAAP measures. A definition of these non-GAAP measures and a reconciliation to Net income (loss) attributable to common stockholders, the most comparable U.S. GAAP measure, is included in the appendix.

(1) As of January 31, 2023. Project completion percentage reflects: engineering 41.3% complete, procurement 36.9% complete, subcontract work 29.5% complete and construction 2.2% complete.

# 2023 Strategic Priorities



## DELIVER ON FINANCIAL GUIDANCE

Maintain focus on reliability and safety throughout 2023

Proactively manage open capacity against continued market volatility

Execute on revised capital allocation plan



## LEAD WITH ORGANIC GROWTH

Corpus Christi Stage 3 under construction – 24.5% complete as of January 31, 2023

CCL Midscale Trains 8 & 9 in pre-filing – expect full filing by end of Q1 2023

SPL Expansion Project pre-filing submitted – expect full filing by end of 2023



## ADVANCE ON ACTIONABLE CLIMATE INITIATIVES

Continue to assess supply chain emissions through peer-reviewed life-cycle assessment (LCA) models and QMRV studies to better inform Cargo Emissions (CE) tags

Support the standardization of measurement-based GHG emissions assessments via EEMDL and transparent reporting frameworks such as OGMP 2.0





# Sabine Pass Expansion Project



3 liquefaction trains with expected production capacity of ~6.5 mtpa each

2 LNG storage tanks, each with capacity of 220,000m<sup>3</sup>

~0.75 mtpa Boil-Off Gas Re-Liquefaction Unit

Expected to benefit from existing SPL Infrastructure

- ✓ Targeting in-service by end of this decade
- ✓ Engaged Bechtel for FEED work
- ✓ Proven, reliable liquefaction process technology
- ✓ Accommodations for waste heat removal and CCS



Regulatory

Commercial

EPC Contract

Financing

FID

First LNG

Expected by 2030

# Commercial Update

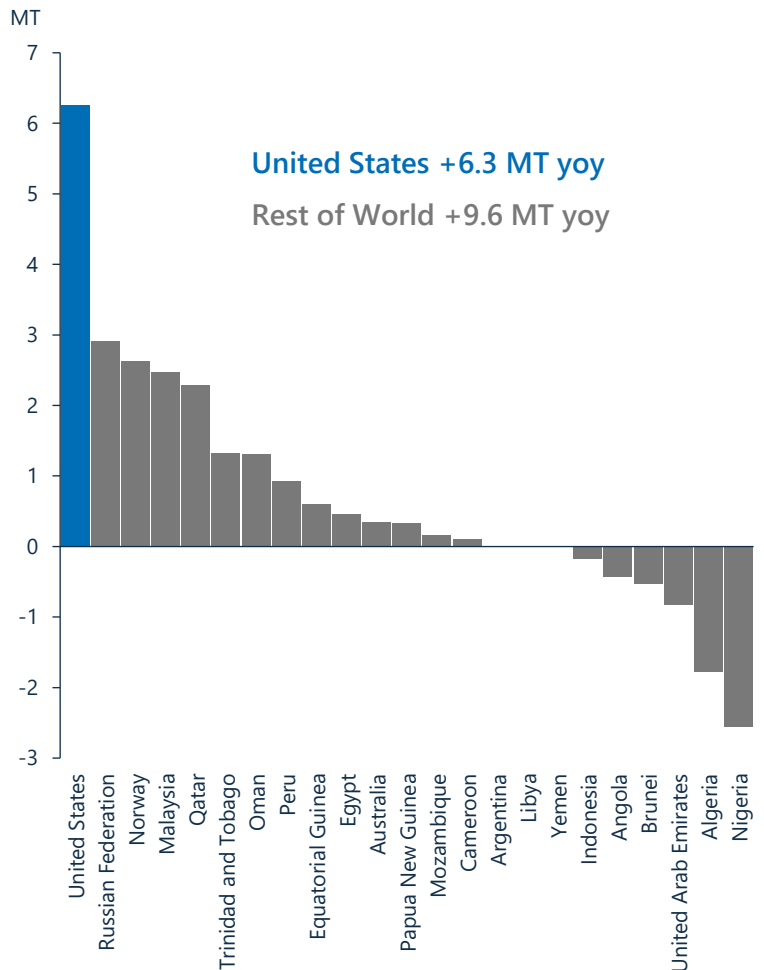
Anatol Feygin, *EVP and CCO*



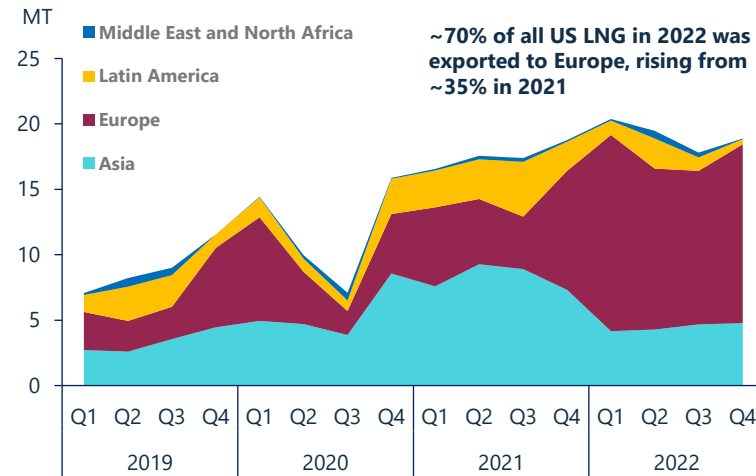


# U.S. & Cheniere Led Global LNG Market Growth in 2022

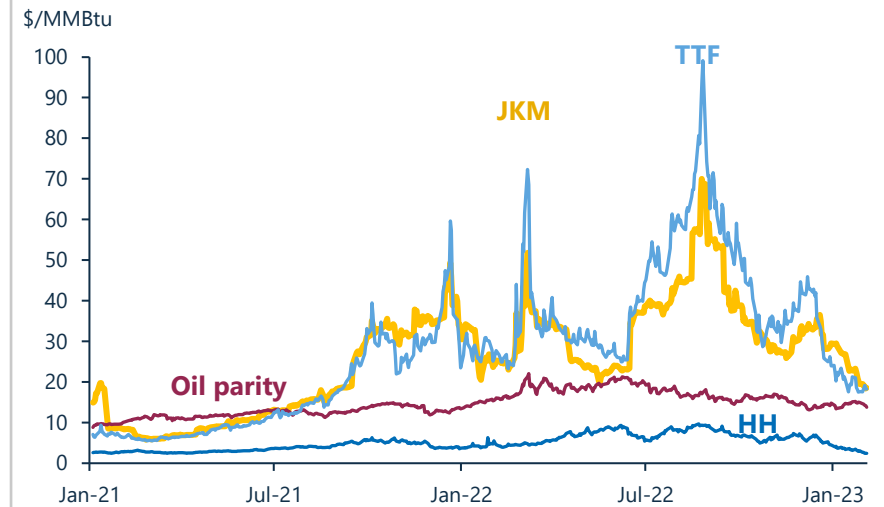
Changes in LNG Supply by Producer  
2022 vs. 2021



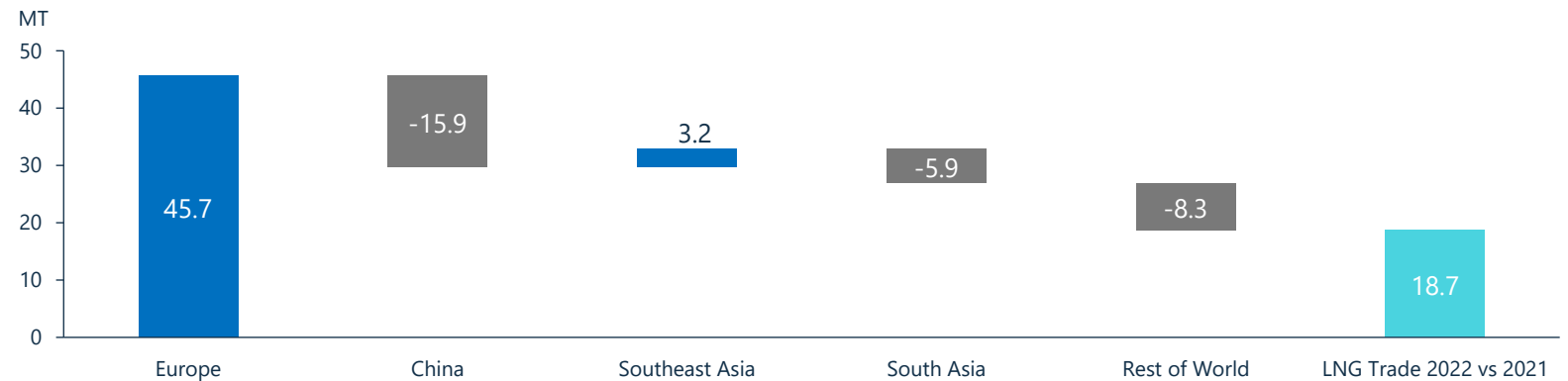
United States LNG Exports by Destination



Global Gas & LNG Prices



Changes in LNG Flows by Region 2022 vs. 2021  
Total LNG trade grew 5% yoy

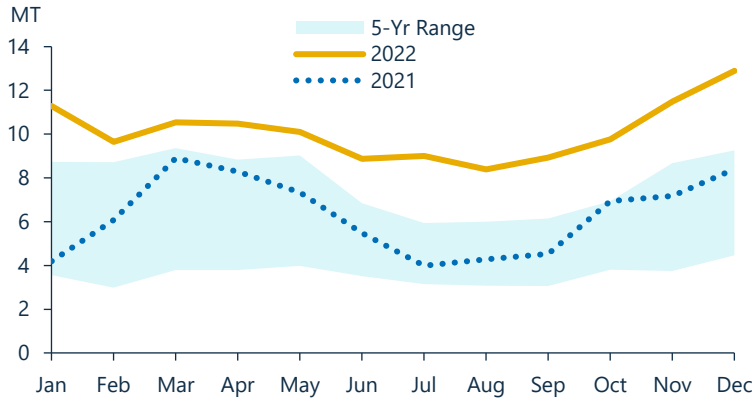


# Europe and Asia Continued to Drive Global LNG Trade in 2022

EUROPE

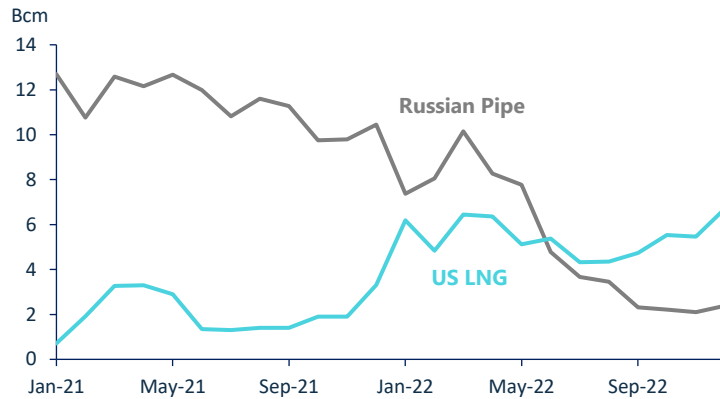
## LNG Imports to Europe

European LNG imports up 60% or 46 MT yoy in 2022



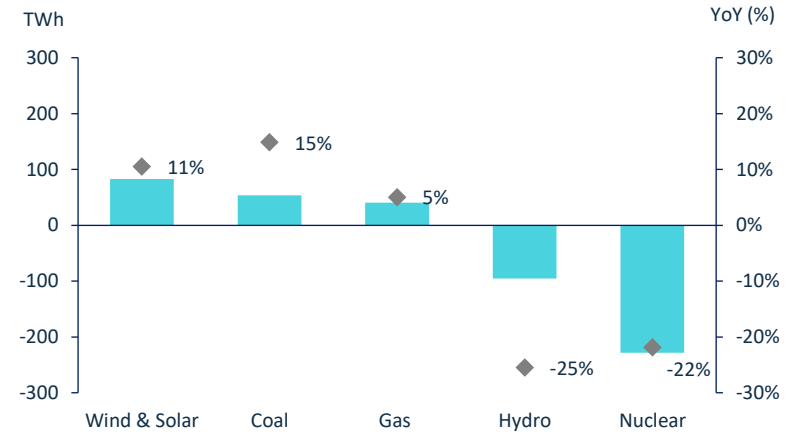
## Russian Pipe vs. US LNG Imports to Europe<sup>(1)</sup>

US LNG surpassed Russian piped gas supply to Europe for the first time in 2022



## Power Generation<sup>(2)</sup> Variance 2022 vs. 2021

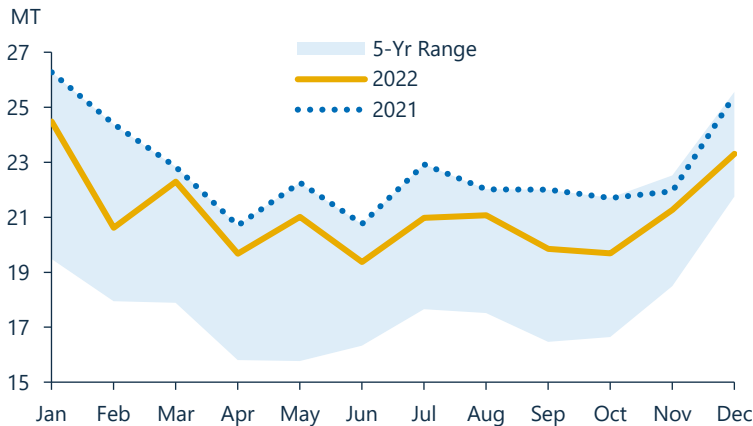
Gas & coal burn increased in key European markets amid nuclear outages & high prices



ASIA

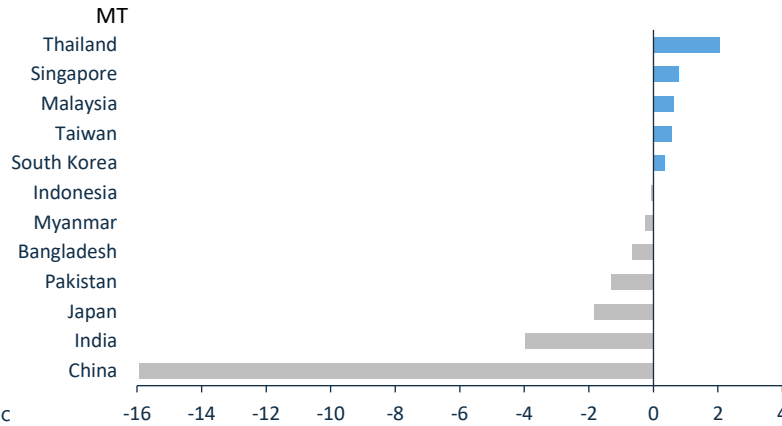
## LNG Imports to Asia

Asian LNG imports fell 7% or ~20 MT in 2022 - over 80% of the yoy reduction attributable to China



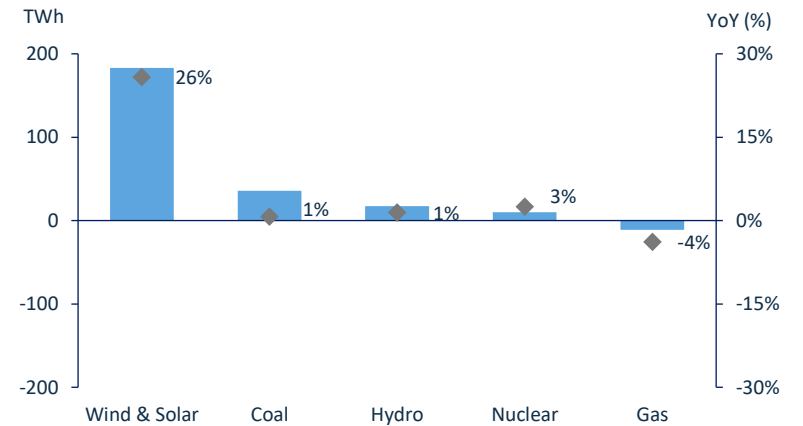
## Asia's LNG Imports Variance 2022 vs. 2021

High prices, mild weather & COVID restrictions in China weighed on Asian LNG demand



## China Power Generation Variance 2022 vs. 2021

Robust renewables generation & high fuel prices reduced gas burn by ~4% yoy in 2022<sup>(3)</sup>



Source: Cheniere Research, Kpler, Commodity Essentials, GIE, BP, IEA, CEC.

(1) Flows to Europe exclude Turkey.

(2) European power supply includes data from Italy, Spain, UK, Germany and France.

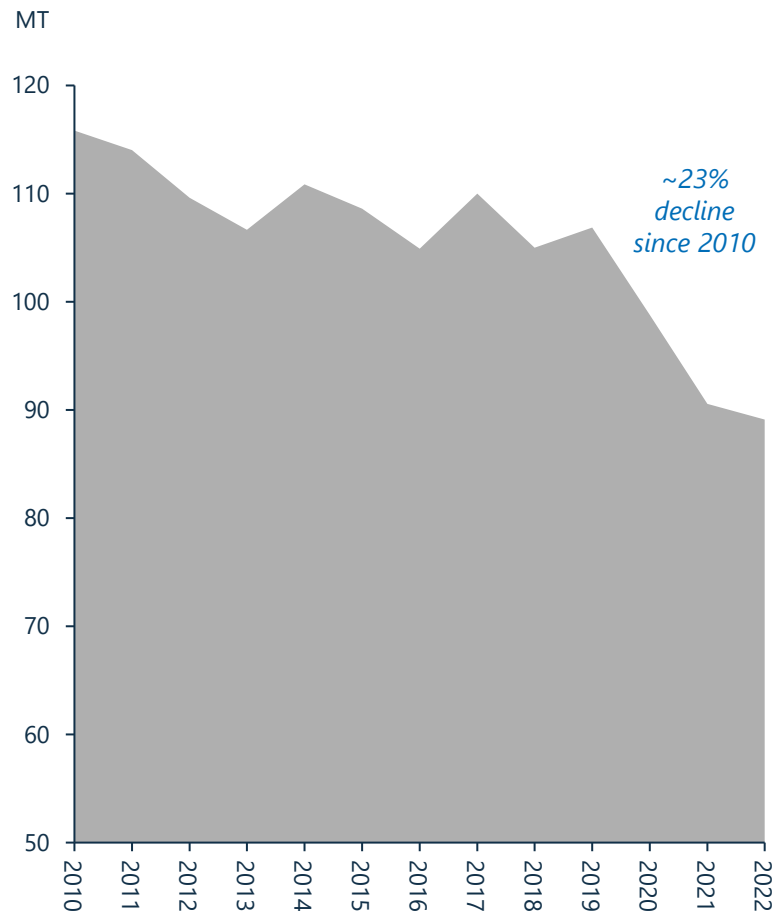
(3) December 2022 Chinese gas-fired power generation data is based on estimates.



# New Liquefaction Capacity Critical to Serve Growing Demand

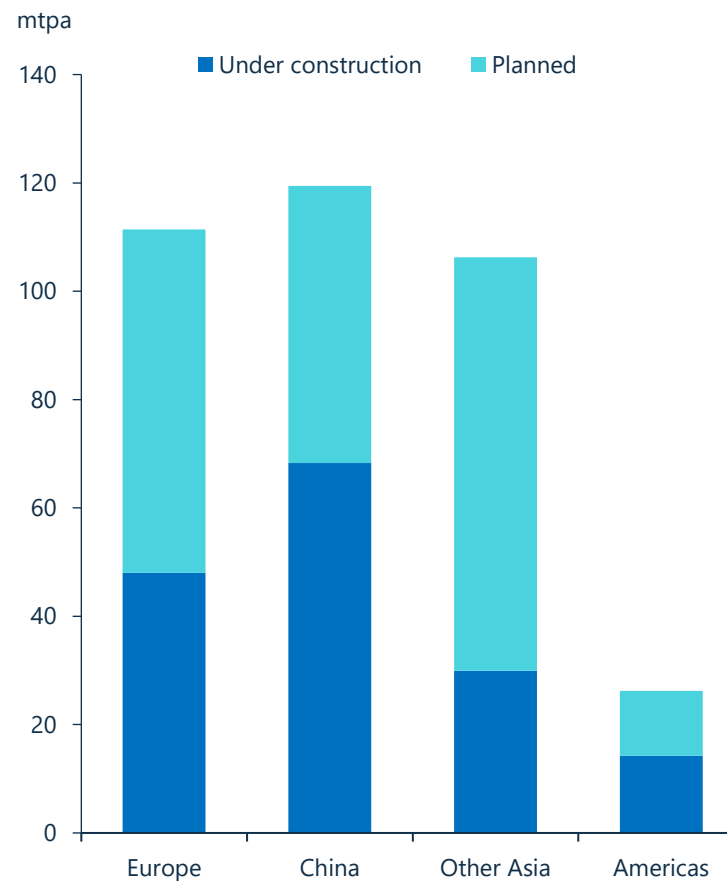
## LNG Exports from Legacy Projects<sup>(1)</sup>

Declining output from legacy projects is contributing to global supply/demand imbalance



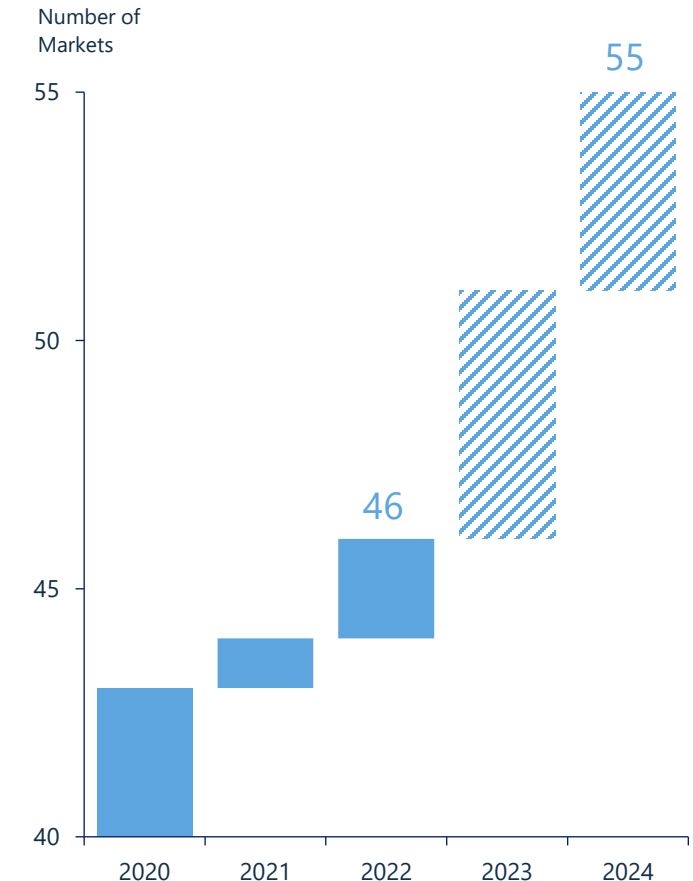
## Regasification Capacity<sup>(2)</sup> Additions by 2030

Over 370 Mtpa of regas capacity is under development globally, equivalent to ~80% of the global liquefaction system



## Prospective New LNG Markets

9 new markets developing LNG import capacity



Sources: Cheniere Research, Kpler, Wood Mackenzie, GIIGNL.

11 (1) Legacy projects refer to facilities that have operated for over 20 years, excluding Qatar and Oman. Exports are on a FOB basis.

(2) Regas capacity estimates from Wood Mackenzie as of January 30, 2023. Excludes projects deemed speculative.

# Financial Review

Zach Davis, *EVP and CFO*





# Fourth Quarter and Full Year 2022 Financial Highlights

## Summary Results

(\$ millions, except per share and LNG data)

	Q4 2022	Q4 2021	FY 2022	FY 2021
Revenues	\$9,085	\$6,557	\$33,428	\$15,864
Consolidated Adjusted EBITDA	\$3,100	\$1,339	\$11,564	\$4,867
Distributable Cash Flow	~\$2,320	~\$540	~\$8,720	~\$2,020
Net Income (Loss) <sup>1</sup>	\$3,937	\$(1,323)	\$1,428	\$(2,343)
LNG Exported				
LNG Volumes Exported (TBtu)	601	542	2,306	2,018
LNG Cargoes Exported	166	153	638	566
LNG Volumes Recognized in Income (TBtu)				
LNG Volumes from Liquefaction Projects	581	513	2,288	1,952
Third-Party LNG Volumes	10	7	29	45

## Key Financial Transactions and Updates

**>\$3 Billion Deployed Under Capital Allocation Plan in Q4 2022**

- Achieved **investment grade ratings** across Cheniere corporate structure
  - 13 distinct credit rating upgrades to Cheniere entities over the last year
- Prepaid **~\$2.2 billion** of consolidated long-term indebtedness in Q4 2022
  - In November, SPL issued \$500 million in aggregate principal amount of Senior Secured Amortizing Notes due 2037, the proceeds of which were used, together with cash on hand, to redeem the remaining outstanding amount of its 5.625% Senior Secured Notes due 2023
  - In December and January, repurchased and redeemed \$1.25 billion in aggregate of CCH 7.000% Senior Secured Notes due 2024 pursuant to a tender offer and call option
  - Repurchased >\$434 million in principal amount of outstanding senior notes at CCH in the open market
- Repurchased an aggregate of **~4.4 million** shares of common stock for **>\$700 million** in Q4 2022
- Paid 5<sup>th</sup> quarterly dividend of **\$0.395/share** for Q3 2022, a 20% increase from Q2 2022 and declared quarterly dividend of **\$0.395/share** for Q4 2022
- Paid 3<sup>rd</sup> base + variable quarterly distribution of **\$1.07/unit** at CQP for Q3 2022 and declared quarterly distribution of **\$1.07/unit** for Q4 2022



## Long-Term Capital Allocation Plan Progress in 2022

Debt Reduction

**>\$5.4B**  
Repaid / Redeemed

Share Buybacks

**~\$1.4B**  
of Shares Repurchased

Dividends

**\$1.45/sh**  
Declared for 2022

CCL Stage 3

**~\$1.3B**  
Capex Funded

# Full Year 2023 Financial Guidance

## Full Year 2023 Guidance

(\$ billions, except per unit data)

Consolidated Adjusted EBITDA	\$8.0	-	\$8.5
Distributable Cash Flow	\$5.5	-	\$6.0
CQP Distribution per Unit	\$4.00	-	\$4.25

vs. 9-Train Run-  
Rate Guidance

+~50%

+~100%

+~7%<sup>1</sup>

FY 2023 financial results subject to volatility of global gas market prices & timing of cargoes scheduled to be delivered year-end 2023

**<70**  
**Tbtu**

Volumes unsold as of today

**~\$50**  
**million**

Forecasted impact to FY 2023 consolidated adjusted EBITDA for every \$1 change in market margin



Note: DCF and Consolidated Adjusted EBITDA are non-GAAP measures. We have not made any forecast of net income on a run-rate basis, which would be the most directly comparable measure under GAAP, and we are unable to reconcile differences between these run-rate forecasts and net income. See Appendix for further detail on run-rate guidance.

1. We do not provide run-rate guidance related to the CQP DPU. Percentage compares 2023 CQP DPU guidance range to run-rate DCF per unit guidance range. Actual DPU is determined by the CQP Board of Directors, taking into account, among other things, DCF per unit, any amounts reserved for debt repayment and capital allocation goals, anticipated capital expenditures to be funded with cash, and cash reserves to provide for the proper conduct of the business.



# Cheniere Energy, Inc.

## Fourth Quarter and Full Year 2022



February 23, 2023



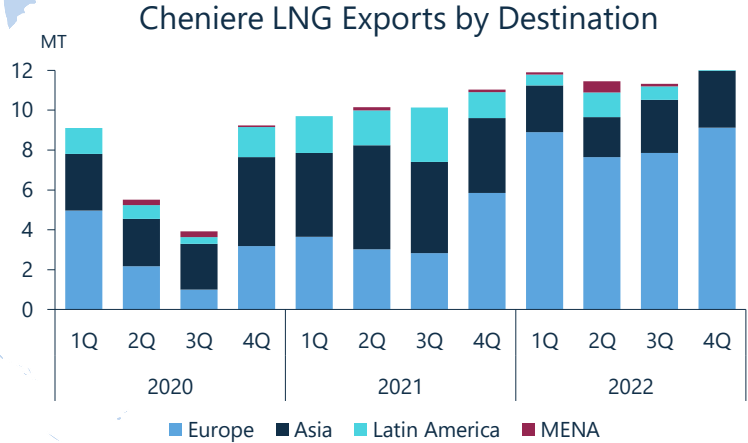
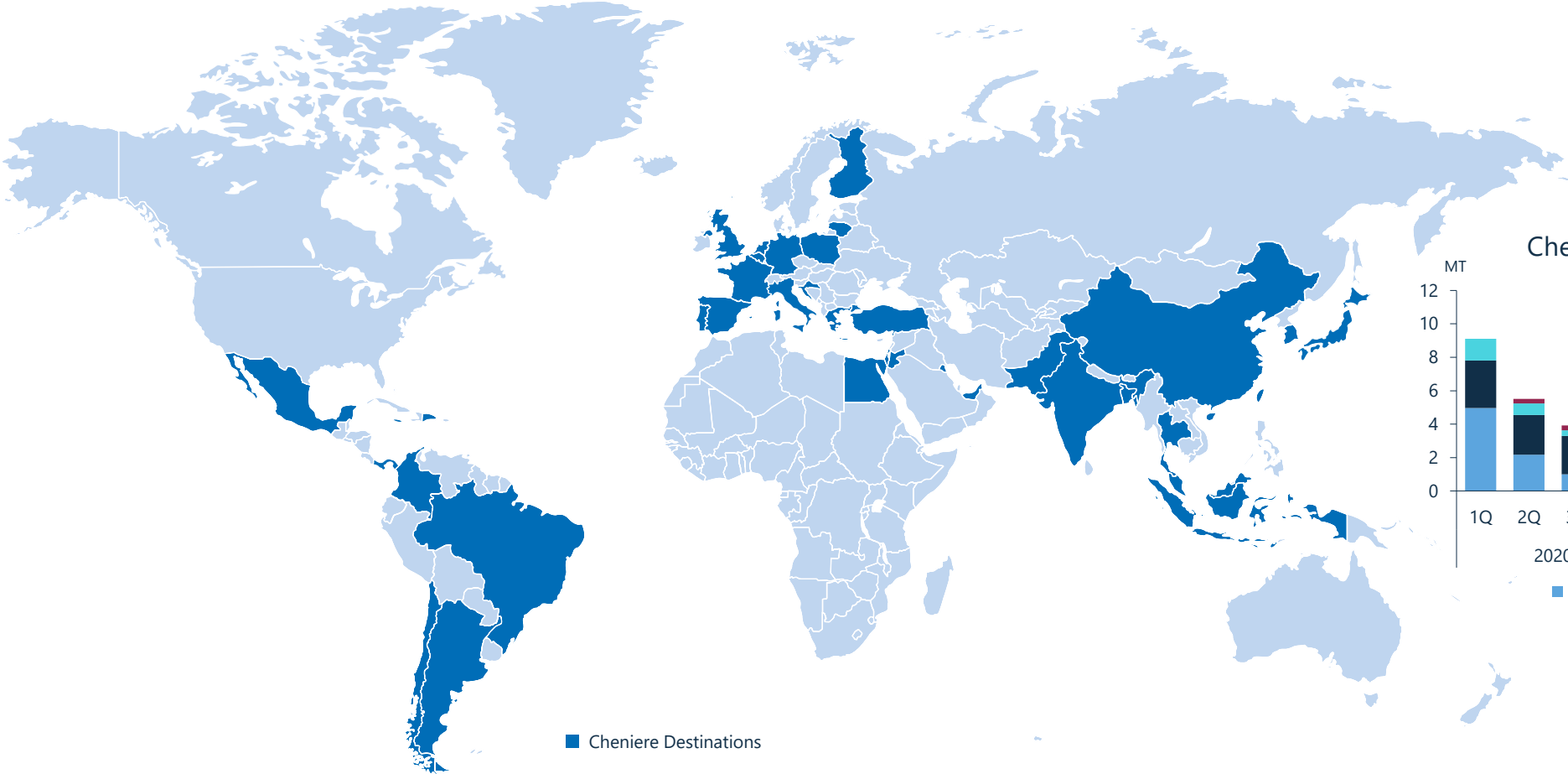
NYSE American: LNG

# Appendix



# Cheniere LNG Exports

~2,650 Cargoes Exported from our Liquefaction Projects





# Industry Leading U.S. LNG Export Platform



>1,500 Employees

6 Offices Worldwide

Houston | London | Washington D.C.

Singapore | Beijing | Tokyo



## Corpus Christi LNG Terminal

~25+ mtpa Total Production Capacity

Trains 1-3 operating, contracts with long-term buyers commenced

Trains 1-3 delivered ahead of schedule and within budget

10+ mtpa Stage 3 expansion project under construction



## Sabine Pass Liquefaction

~30 mtpa Total Production Capacity

Trains 1-6 operating, most contracts with long-term buyers commenced

Trains 1-6 delivered ahead of schedule and within budget

# Liquefaction Platform Update



## Sabine Pass Liquefaction

### Liquefaction Operations

6 Trains in operation  
~1,990 cargoes produced and exported

### Growth

Substantial Completion of 3<sup>rd</sup> berth  
Evaluating CCUS opportunities  
SPL Expansion Project in pre-filing process with FERC



## Corpus Christi Liquefaction

### Liquefaction Operations

3 Trains in operation  
>660 cargoes produced and exported

### Stage 3

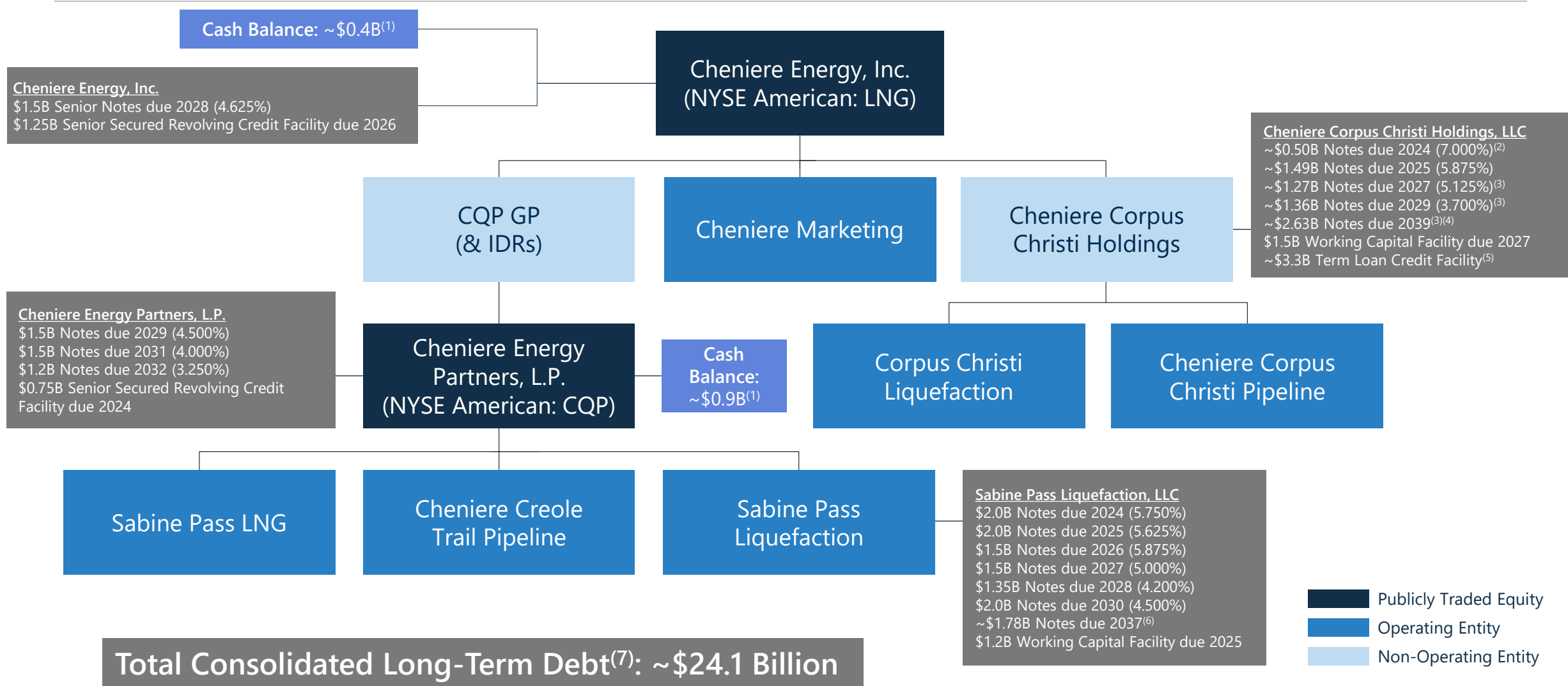
10+ mtpa brownfield expansion project under construction - ~24.5% Complete

### Growth

~2.8 mtpa of long-term contracts available to support additional capacity beyond Stage 3  
Midscale Trains 8 & 9 in pre-filing process with FERC



# Cheniere Debt Summary as of December 31, 2022



20 Note: This organizational chart is provided for illustrative purposes only, is not and does not purport to be a complete organizational chart of Cheniere. Total commitments for Term Loan, Credit, and Working Capital facilities are shown above and are inclusive of undrawn balances.

(1) Unrestricted cash balance as of December 31, 2022. Cheniere balance does not include unrestricted cash of \$0.9 billion held by Cheniere Energy Partners, L.P.

(2) Remaining outstanding principal balance was redeemed with cash on hand in January 2023.

(3) Bond repurchases totaling \$322 million in principal were executed from December 31, 2022 through February 17, 2023

(4) Includes 4 separate tranches of notes reflecting a weighted-average interest rate of 3.751%.

(5) Matures the earlier of June 2029 or two years after substantial completion of the last train of CCL Stage 3.

(6) Includes 8 separate tranches of notes reflecting a weighted-average interest rate of 4.746%.

(7) Reflects total long-term debt net of premium, discount and debt issuance costs.

**CHENIERE**



# Run-Rate Guidance

Assumes CMI Run-Rate of \$2.00 - \$2.50 / MMBtu

	9 Trains (Full Year) SPL T1-6 CCL T1-3	9 Trains + Stage 3 (Full Year) SPL T1-6 CCL T1-3 + Stage 3	9 Trains + Stage 3 + Midscale 8 & 9 + Capital Return (Full Year) SPL T1-6 CCL T1-3 + Stage 3 + Midscale T8-9
(\$ bn, unless otherwise noted)			
<b>CEI Consolidated Adjusted EBITDA</b>	<b>\$5.3 - \$5.7</b>	<b>\$6.4 - \$6.9</b>	<b>\$6.7 - \$7.3</b>
Less: Distributions to CQP Non-Controlling Interest	\$(0.9) - \$(1.0)	\$(0.9) - \$(1.0)	\$(0.9) - \$(1.0)
Less: CQP / SPL Interest Expense / Maintenance Capex / Other	\$(1.0)	\$(1.0)	\$(0.9)
Less: CEI / CCH Interest Expense / Maintenance Capex / Income Taxes / Other	\$(0.8)	\$(1.3) - \$(1.4)	\$(1.0) - \$(1.1)
<b>CEI Distributable Cash Flow</b>	<b>\$2.6 - \$3.0</b>	<b>\$3.2 - \$3.5</b>	<b>\$3.9 - \$4.3</b>
<b>CQP DCF Per Unit</b>	<b>\$3.75 - \$3.95</b>	<b>\$3.75 - \$3.95</b>	<b>\$3.75 - \$3.95</b>

- *Every \$1 / MMBtu Increase in CMI Margin Contributes ~\$300 mm to Revised Guidance<sup>(1)</sup>*
- *NOLs Nearly Exhausted by Stage 3 Run-Rate in mid-2020s, Thereby Reducing Run-Rate DCF in Revised Guidance*

# Reconciliation to Non-GAAP Measures

## Regulation G Reconciliations

This presentation contains non-GAAP financial measures. Consolidated Adjusted EBITDA, Distributable Cash Flow, Distributable Cash Flow per Share, and Distributable Cash Flow per Unit are non-GAAP financial measures that we use to facilitate comparisons of operating performance across periods. These non-GAAP measures should be viewed as a supplement to and not a substitute for our U.S. GAAP measures of performance and the financial results calculated in accordance with U.S. GAAP and reconciliations from these results should be carefully evaluated.

Consolidated Adjusted EBITDA is commonly used as a supplemental financial measure by our management and external users of our consolidated financial statements to assess the financial performance of our assets without regard to financing methods, capital structures, or historical cost basis. Consolidated Adjusted EBITDA is not intended to represent cash flows from operations or net income as defined by U.S. GAAP and is not necessarily comparable to similarly titled measures reported by other companies.

We believe Consolidated Adjusted EBITDA provides relevant and useful information to management, investors and other users of our financial information in evaluating the effectiveness of our operating performance in a manner that is consistent with management's evaluation of financial and operating performance.

Consolidated Adjusted EBITDA is calculated by taking net loss attributable to common stockholders before net income attributable to non-controlling interest, interest expense, net of capitalized interest, changes in the fair value and settlement of our interest rate derivatives, taxes, depreciation and amortization, and adjusting for the effects of certain non-cash items, other non-operating income or expense items, and other items not otherwise predictive or indicative of ongoing operating performance, including the effects of modification or extinguishment of debt, impairment expense and loss on disposal of assets, changes in the fair value of our commodity and FX derivatives prior to contractual delivery or termination, and non-cash compensation expense. The change in fair value of commodity and FX derivatives is considered in determining Consolidated Adjusted EBITDA given that the timing of recognizing gains and losses on these derivative contracts differs from the recognition of the related item economically hedged. We believe the exclusion of these items enables investors and other users of our financial information to assess our sequential and year-over-year performance and operating trends on a more comparable basis and is consistent with management's own evaluation of performance.

Distributable Cash Flow for 2022 and going forward is defined as cash generated from the operations of Cheniere and its subsidiaries and adjusted for non-controlling interest. The Distributable Cash Flow of Cheniere's subsidiaries is calculated by taking the subsidiaries' EBITDA less interest expense, net of capitalized interest, interest rate derivatives, taxes, maintenance capital expenditures and other non-operating income or expense items, and adjusting for the effect of certain non-cash items and other items not otherwise predictive or indicative of ongoing operating performance, including the effects of modification or extinguishment of debt, amortization of debt issue costs, premiums or discounts, changes in fair value of interest rate derivatives, impairment of equity method investment and deferred taxes. Cheniere's Distributable Cash Flow includes 100% of the Distributable Cash Flow of Cheniere's wholly-owned subsidiaries. For subsidiaries with non-controlling investors, our share of Distributable Cash Flow is calculated as the Distributable Cash Flow of the subsidiary reduced by the economic interest of the non-controlling investors as if 100% of the Distributable Cash Flow were distributed in order to reflect our ownership interests and our incentive distribution rights, if applicable. The Distributable Cash Flow attributable to non-controlling interest is calculated in the same method as Distributions to non-controlling interest as presented on Statements of Stockholders' Equity. This amount may differ from the actual distributions paid to non-controlling investors by the subsidiary for a particular period.

CQP Distributable Cash Flow is defined as CQP Adjusted EBITDA adjusted for taxes, maintenance capital expenditures, interest expense net of capitalized interest, interest income, and changes in the fair value and non-recurring settlement of interest rate derivatives.

Distributable Cash Flow per Share and Distributable Cash Flow per Unit are calculated by dividing Distributable Cash Flow by the weighted average number of common shares or units outstanding.

We believe Distributable Cash Flow is a useful performance measure for management, investors and other users of our financial information to evaluate our performance and to measure and estimate the ability of our assets to generate cash earnings after servicing our debt, paying cash taxes and expending sustaining capital, that could be used for discretionary purposes such as common stock dividends, stock repurchases, retirement of debt, or expansion capital expenditures.

Distributable Cash Flow is not intended to represent cash flows from operations or net income (loss) as defined by U.S. GAAP and is not necessarily comparable to similarly titled measures reported by other companies.

Non-GAAP measures have limitations as an analytical tool and should not be considered in isolation or in lieu of an analysis of our results as reported under GAAP and should be evaluated only on a supplementary basis.

### Note:

We have not made any forecast of net income on a run rate basis, which would be the most directly comparable financial measure under GAAP, in part because net income includes the impact of derivative transactions, which cannot be determined at this time, and we are unable to reconcile differences between run rate Consolidated Adjusted EBITDA and Distributable Cash Flow and income.

## Consolidated Adjusted EBITDA

The following table reconciles our Consolidated Adjusted EBITDA to U.S. GAAP results for the three and twelve months ended December 31, 2022 and 2021 (in millions):

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2022	2021	2022	2021
Net income (loss) attributable to common stockholders	\$ 3,937	\$ (1,323)	\$ 1,428	\$ (2,343)
Net income attributable to non-controlling interest	1,210	234	1,207	778
Income tax provision (benefit)	1,221	1,151	459	(713)
Interest expense, net of capitalized interest	346	350	1,406	1,438
Loss on modification or extinguishment of debt	23	21	66	116
Interest rate derivative gain (loss), net	-	(2)	(2)	1
Other income (expense), net	(26)	8	(5)	22
<b>Income (loss) from operations</b>	<b>\$ 6,711</b>	<b>\$ 439</b>	<b>\$ 4,559</b>	<b>\$ (701)</b>
Adjustments to reconcile loss from operations to Consolidated Adjusted EBITDA:				
Depreciation and amortization expense	292	258	1,119	1,011
Loss (gain) from changes in fair value of commodity and FX derivatives, net <sup>(1)</sup>	(3,910)	624	5,773	4,450
Total non-cash compensation expense	5	11	108	100
Other	2	7	5	7
<b>Consolidated Adjusted EBITDA</b>	<b>\$ 3,100</b>	<b>\$ 1,339</b>	<b>\$ 11,564</b>	<b>\$ 4,867</b>

(1) Change in fair value of commodity and FX derivatives prior to contractual delivery or termination

## Consolidated Adjusted EBITDA and Distributable Cash Flow

The following table reconciles our Consolidated Adjusted EBITDA and Distributable Cash Flow to Net income attributable to common stockholders for the three and twelve months ended December 31, 2022 and the forecast amounts for full year 2023 (in billions):

	Three Months Ended December 31,	Twelve Months Ended December 31,	Full Year	
	2022	2022	2023	
Net income attributable to common stockholders	\$ 3.94	\$ 1.43	\$ 3.5	\$ 3.9
Net income attributable to non-controlling interest	1.21	1.21	1.0	1.1
Income tax provision	1.22	0.46	1.1	1.2
Interest expense, net of capitalized interest	0.35	1.41	1.2	1.2
Depreciation and amortization expense	0.29	1.12	1.2	1.2
Other expense (income), financing costs, and certain non-cash operating expenses	(3.91)	5.95	0.0	(0.1)
<b>Consolidated Adjusted EBITDA</b>	<b>\$ 3.10</b>	<b>\$ 11.56</b>	<b>\$ 8.0</b>	<b>\$ 8.5</b>
Interest expense (net of capitalized interest and amortization) and realized interest rate derivatives	(0.32)	(1.36)	(1.2)	(1.2)
Maintenance capital expenditures, income tax and other expense	(0.04)	(0.15)	(0.4)	(0.3)
<b>Consolidated Distributable Cash Flow</b>	<b>\$ 2.73</b>	<b>\$ 10.05</b>	<b>\$ 6.4</b>	<b>\$ 7.0</b>
Cheniere Partners' distributable cash flow attributable to non-controlling interest	(0.41)	(1.33)	(0.9)	(1.0)
<b>Cheniere Distributable Cash Flow</b>	<b>\$ 2.32</b>	<b>\$ 8.72</b>	<b>\$ 5.5</b>	<b>\$ 6.0</b>

Note: Totals may not sum due to rounding.

# Reconciliation to Non-GAAP Measures (continued)

## Regulation G Reconciliations (continued)

Prior to 2022, we used an alternative definition for Distributable Cash Flow, which we believe no longer best reflect the consolidated distributable cash flow of each of our subsidiaries, including Cheniere Partners. The revised definition reflects the distributable cash flow of Cheniere Partners before the impacts from capital allocation, less amounts attributable to minority interests. There was no change to our run-rate distributable cash flow guidance as a result of this definition change.

Distributable Cash Flow for 2021 and all years prior was defined as cash received, or expected to be received, from Cheniere's ownership and interests in CQP and Cheniere Corpus Christi Holdings, LLC, cash received (used) by Cheniere's integrated marketing function (other than cash for capital expenditures) less interest, taxes and maintenance capital expenditures associated with Cheniere and not the underlying entities. Management uses this measure and believes it provides users of our financial statements a useful measure reflective of our business's ability to generate cash earnings to supplement the comparable GAAP measure.

CQP Distributable Cash Flow is defined as CQP Adjusted EBITDA adjusted for taxes, maintenance capital expenditures, interest expense net of capitalized interest, interest income, and changes in the fair value and non-recurring settlement of interest rate derivatives.

Distributable Cash Flow per Share and Distributable Cash Flow per Unit are calculated by dividing Distributable Cash Flow by the weighted average number of common shares or units outstanding.

We believe Distributable Cash Flow is a useful performance measure for management, investors and other users of our financial information to evaluate our performance and to measure and estimate the ability of our assets to generate cash earnings after servicing our debt, paying cash taxes and expending sustaining capital, that could be used for discretionary purposes such as common stock dividends, stock repurchases, retirement of debt, or expansion capital expenditures.

Distributable Cash Flow is not intended to represent cash flows from operations or net income (loss) as defined by U.S. GAAP and is not necessarily comparable to similarly titled measures reported by other companies.

Non-GAAP measures have limitations as an analytical tool and should not be considered in isolation or in lieu of an analysis of our results as reported under GAAP and should be evaluated only on a supplementary basis.

### Note:

We have not made any forecast of net income on a run rate basis, which would be the most directly comparable financial measure under GAAP, in part because net income includes the impact of derivative transactions, which cannot be determined at this time, and we are unable to reconcile differences between run rate Consolidated Adjusted EBITDA and Distributable Cash Flow and income.

## Consolidated Adjusted EBITDA and Distributable Cash Flow

The following table reconciles our actual Consolidated Adjusted EBITDA and Distributable Cash Flow to Net income (loss) attributable to common stockholders for the three and twelve months ended December 31, 2021 (in billions):

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2021		2021	
Net loss attributable to common stockholders	\$	(1.32)	\$	(2.34)
Net income attributable to non-controlling interest		0.23		0.78
Income tax provision (benefit)		1.15		(0.71)
Interest expense, net of capitalized interest		0.35		1.44
Depreciation and amortization expense		0.26		1.01
Other expense, financing costs, and certain non-cash operating expenses		0.67		4.70
<b>Consolidated Adjusted EBITDA</b>	<b>\$</b>	<b>1.34</b>	<b>\$</b>	<b>4.87</b>
Distributions to Cheniere Partners non-controlling interest		(0.17)		(0.66)
SPL and Cheniere Partners cash retained and interest expense		(0.44)		(1.54)
Cheniere interest expense, income tax and other		(0.19)		(0.65)
<b>Cheniere Distributable Cash Flow</b>	<b>\$</b>	<b>0.54</b>	<b>\$</b>	<b>2.02</b>

Note: Totals may not sum due to rounding.



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