
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 10, 2019**

CHENIERE ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-33366 (Commission File Number)	20-5913059 (I.R.S. Employer Identification No.)
700 Milam Street, Suite 1900 Houston, Texas 77002 (Address of principal executive offices) (Zip Code)		
(713) 375-5000 (Registrant's telephone number, including area code)		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Units Representing Limited Partner Interests	CQP	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On December 10, 2019, Cheniere Energy, Inc., the indirect parent of Cheniere Energy Partners, L.P., revised its corporate presentation. The revised presentation is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

Exhibit No.	Description
99.1*	Corporate Presentation December 2019.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

*Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHENIERE ENERGY PARTNERS, L.P.

By: CHENIERE ENERGY PARTNERS GP, LLC,
Its general partner

Date: December 10, 2019

By: /s/ Michael J. Wortley

Name: Michael J. Wortley

Title: Executive Vice President and
Chief Financial Officer



CHENIERE ENERGY, INC.

NYSE American: LNG

Corporate Presentation
December 2019

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 distributions to its unitholders or Cheniere Energy, Inc. to pay 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 regarding the amount and timing of share repurchases;
- 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, cash flows, EBITDA, Adjusted EBITDA, distributable cash flow, and distributable cash flow per share and unit, 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,” “develop,” “estimate,” “example,” “expect,” “forecast,” “goals,” “guidance,” “opportunities,” “plan,” “potential,” “project,” “propose,” “subject to,” “strategy,” “target,” 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 26, 2019, 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.



CHENIERE ENERGY, INC.
COMPANY OVERVIEW

2019 Highlights

Execution	Growth	Financial																				
<div>Corpus Christi Liquefaction</div> <div><div>Train 1 Completed February DFCD Achieved June</div><div>Train 2 Completed August</div></div>	<div>Positive Final Investment Decision</div> <div>Sabine Pass Train 6</div>	<div>Increased Run-Rate Production and Guidance</div> <div>(\$ billions, production mtpa per Train)</div> <table><thead><tr><th></th><th colspan="2">Old</th><th colspan="2">New</th></tr></thead><tbody><tr><td>Production (20-year avg.)</td><td>4.4</td><td>-</td><td>4.9</td><td>4.7 - 5.0</td></tr><tr><td>Consolidated Adjusted EBITDA</td><td>\$4.4</td><td>-</td><td>\$4.9</td><td>\$5.2 - \$5.6</td></tr><tr><td>Distributable Cash Flow</td><td>\$2.1</td><td>-</td><td>\$2.6</td><td>\$2.5 - \$2.9</td></tr></tbody></table>		Old		New		Production (20-year avg.)	4.4	-	4.9	4.7 - 5.0	Consolidated Adjusted EBITDA	\$4.4	-	\$4.9	\$5.2 - \$5.6	Distributable Cash Flow	\$2.1	-	\$2.6	\$2.5 - \$2.9
	Old		New																			
Production (20-year avg.)	4.4	-	4.9	4.7 - 5.0																		
Consolidated Adjusted EBITDA	\$4.4	-	\$4.9	\$5.2 - \$5.6																		
Distributable Cash Flow	\$2.1	-	\$2.6	\$2.5 - \$2.9																		
<div>Sabine Pass Liquefaction</div> <div><div>Train 5 Completed March DFCD Achieved September</div><div>Train 6 Full NTP June</div></div>	<div>FERC Approval Received</div> <div>Corpus Christi Stage 3</div>																					
<div>Long-Term Customers Onboarded</div> <div></div>	<div>Integrated Production Marketing (IPM) Transactions</div> <div><div>0.85 mtpa – 15 years</div><div>0.85 mtpa – 15 years</div></div>	<div>Capital Allocation Framework</div> <div><ul style="list-style-type: none">✓ Invest in accretive growth projects<ul style="list-style-type: none">▪ SPL T6, Corpus Stage 3, debottlenecking projects✓ Strengthen our balance sheet<ul style="list-style-type: none">▪ Reduce consolidated debt \$3-4B▪ Target investment grade ratings at CEI✓ Return capital to shareholders<ul style="list-style-type: none">▪ 3-year \$1B share repurchase program</div>																				

4 Note: Consolidated Adjusted EBITDA and Distributable Cash Flow are non-GAAP measures. A definition of these non-GAAP measures is included in the appendix. 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.
DFCD – Date of First Commercial Delivery.

Vision: To Provide Clean, Secure, and Affordable Energy to the World

Customer Focus



Focus on long-term relationships with 13 long-term customer contracts in effect and 7 more to begin in early 2020s

Commercial innovation with FOB, DES, and IPM contracts

Liquefaction Platform Growth



Leverage expansive infrastructure footprint, operating expertise, and increasing balance sheet strength

Extensive infrastructure and land position at Corpus Christi site provides opportunity for further capacity expansion

Operational Excellence



Track record for completing Trains safely, on time, and on budget

History of increasing total production capacity

Reliable production and stability of operations

Capital Allocation Framework

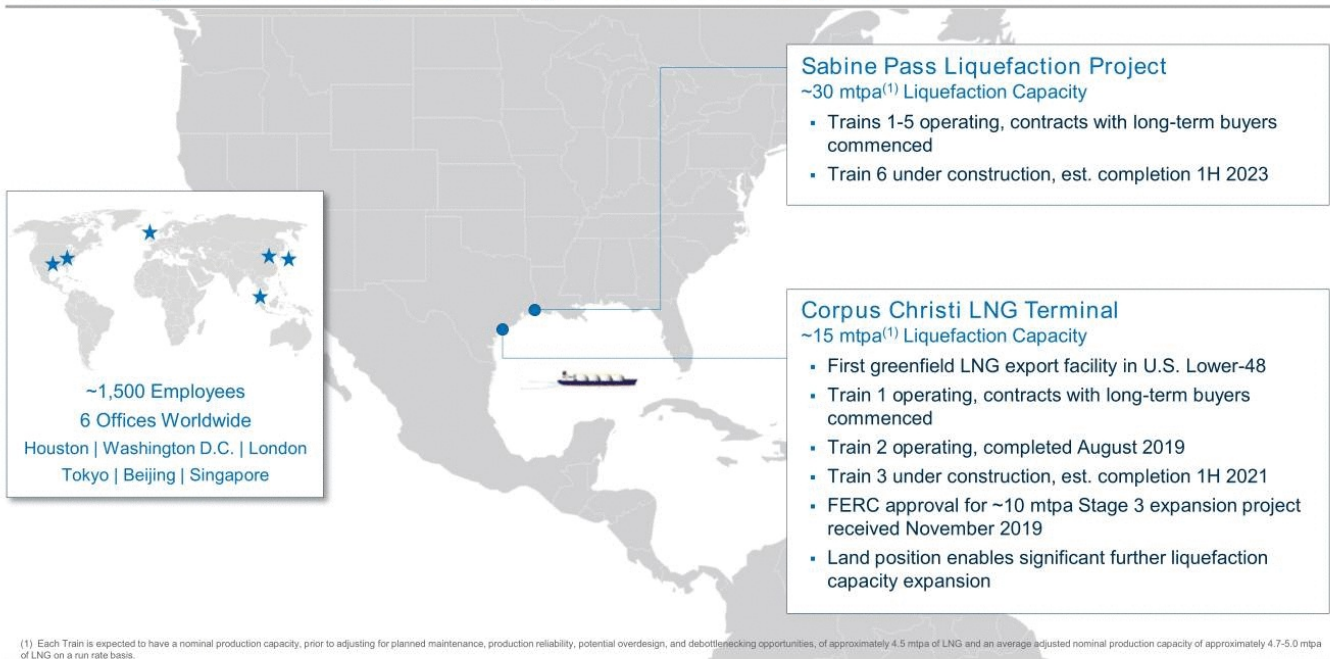


Invest in accretive growth projects, such as SPL T6, Corpus Stage 3, and debottlenecking

Strengthen our balance sheet and ensure resiliency of investment-grade metrics

Capital return to shareholders via share repurchase program

Building an Industry Leading U.S. LNG Export Platform



Integrated Platform Creates Commercial Advantage

Market leading position along the value chain



GAS SUPPLY

Strong relationships, scale and diversity difficult to replicate

- Significant consumer of U.S. natural gas
- Capacity holder on most Gulf Coast interstate pipelines, largest shipper on Transco and KMLP
- Over 3,300 TBtu nominated to SPL/CCL, with near-perfect scheduling efficiency
- Established relationships with major producers and marketers, executed enabling agreements with over 200 counterparties



LIQUEFACTION

Best-in-class operations, economically-advantaged expansion opportunities

- Second largest operator of liquefaction capacity in the world
- Approximately 40% of U.S. LNG export capacity either in operation or under construction
- Firm portfolio volumes used to structure term deals to enable long-term growth
- Platform for continued capacity expansion



PORTFOLIO OPTIMIZATION

Commercial flexibility and global market access unlock value

- Loaded over 200 vessels in 2017, over 270 in 2018, and over 325 in 2019⁽¹⁾
- Cheniere Marketing delivered approximately 350 cargoes to date
- Chartered more than 170 LNG carriers since startup, with up to 30 on the water simultaneously

Stable, Contracted Cash Flows from Creditworthy Customers

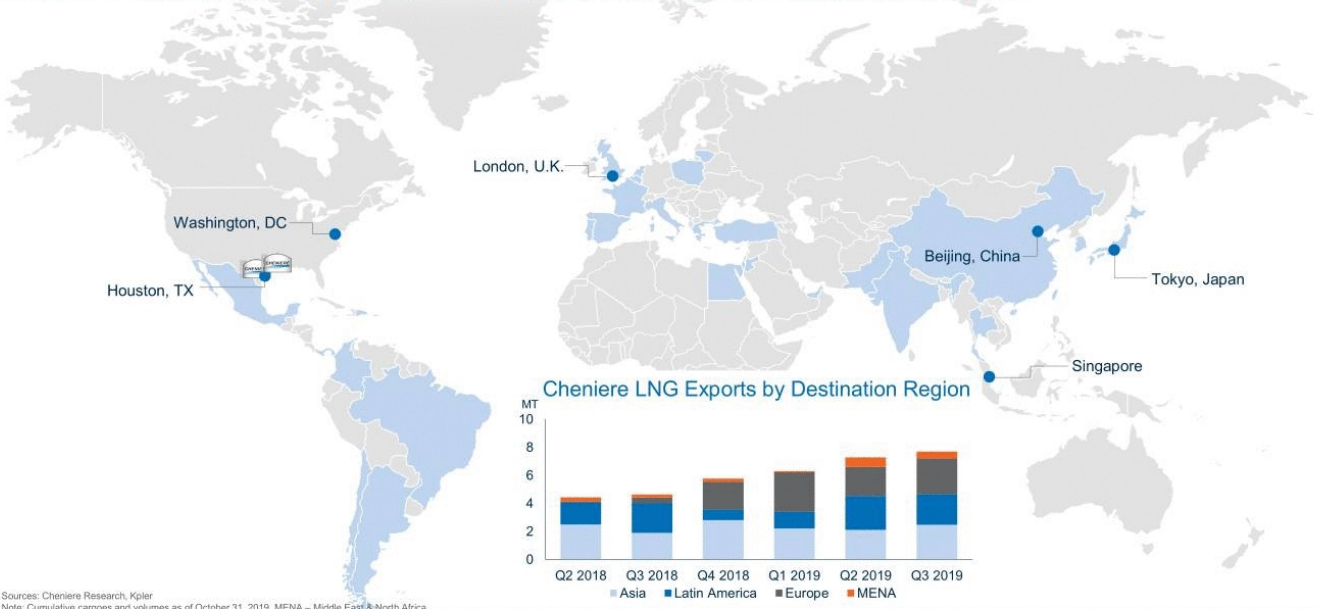
- “Take or pay” style long-term agreements with ~\$5.5bn of annual fixed fees⁽¹⁾
- All counterparties rated as investment grade by at least two of the three major agencies (S&P, Moody's, Fitch) or deemed creditworthy by lenders
- Average portfolio rating of A+ / A2 / A and BBB+ / Baa1 / BBB+ for SPL and CCL, respectively
- Average remaining life of contracts ~19 years

Liquefaction Platform ~80% Contracted⁽¹⁾ on a Long-Term Basis with Creditworthy Counterparties



Cheniere LNG Exports

More Than 850 Cargoes (~60 Million Tonnes) Exported from our Liquefaction Projects



Sources: Cheniere Research, Kpler
Note: Cumulative cargoes and volumes as of October 31, 2019. MENA – Middle East & North Africa

Cheniere: A Top Global LNG Supplier and Operator



Competitive Differentiators Drive Continued Growth

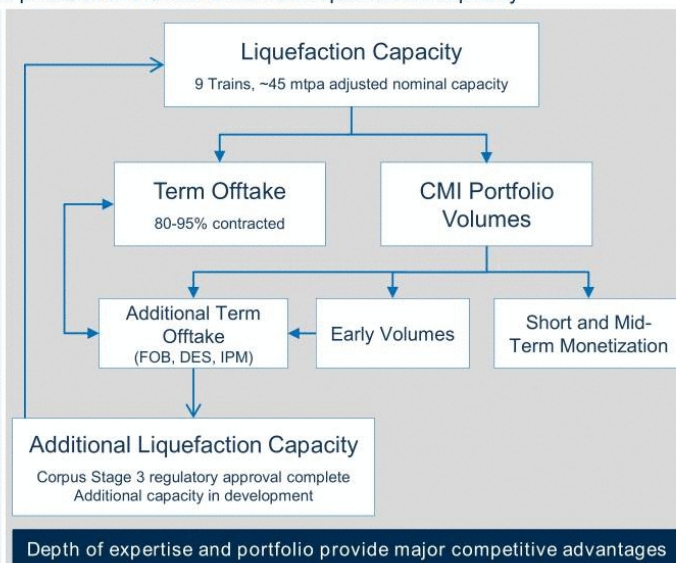
Over 9 mtpa of long-term deals executed since early 2018

Capitalizing on competitive strengths to provide a differentiated product and underwrite new liquefaction capacity

Transaction Features:

✓ Early Volumes ✓ Delivered Volumes ✓ Price and Volume Flexibility

Counterparty	Structure	LT Volume (mtpa) ¹	Start (year)	Term (years) ¹	Allocated Train
TRAFIGURA	FOB	1.00	2019	15	CCL T3
PetroChina	FOB/DES	1.20 ²	2018	25	CCL T3
CPC Corporation	DES	2.00	2021	25	CMI
Vitol	FOB	0.70	2018	15	SPL T6
PGNiG	DES	1.45	2019	24	CMI
PETRONAS	FOB	1.10	2024	20	SPL T6
Apache	IPM	0.85 ³	~2023	~15	CCL Stage 3
eoresources	IPM	0.85 ³	2020	~15	CCL Stage 3
Total		9.15			



11 (1) Volumes are approximate. For some SPAs, a portion of the total volume may be supplied over a period that is shorter than the entire contract term.
 (2) PetroChina entered into two LNG SPAs with Cheniere subsidiaries for an aggregate volume of ~1.2 mtpa, with a portion of the supply beginning in 2018 and the balance beginning in 2023.
 (3) LNG volume associated with the gas supply volume.

Integrated Production Marketing (IPM) Transactions

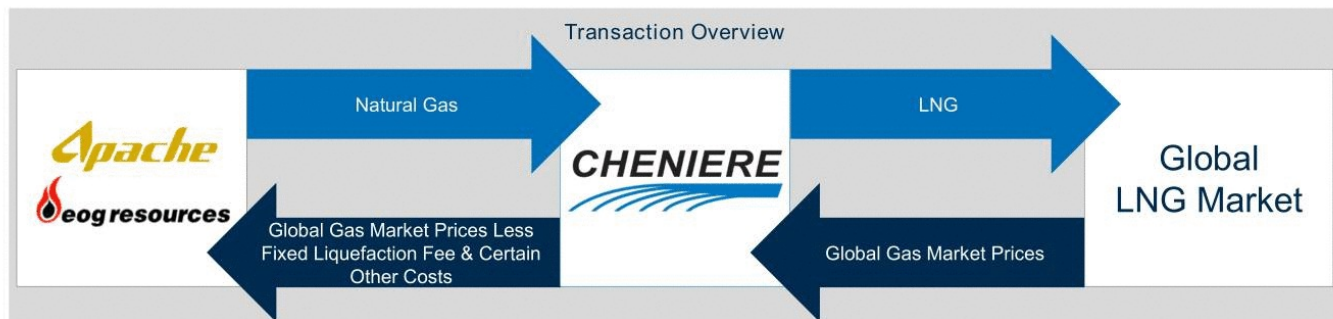
Continued Innovation Driving Commercial Success: FOB + DES + IPM

How IPM Works

- Producers will sell natural gas to Cheniere (Corpus Christi) on a long-term basis
- Cheniere will market the LNG associated with the gas supply
- Producers realize a gas price based on global gas market price less fixed liquefaction fee and certain costs incurred by Cheniere

Core Principles

- Provides producers long-term, reliable market ensuring gas flows
- Producers obtain diversity of pricing versus NYMEX or local prices
- Generates a take-or-pay style fixed liquefaction fee for Cheniere from creditworthy counterparties, similar to standard HH-linked LNG deal
- Secures supply for Corpus Christi and leverages Cheniere's access to global gas market prices



Positioned for Growth in Corpus Christi

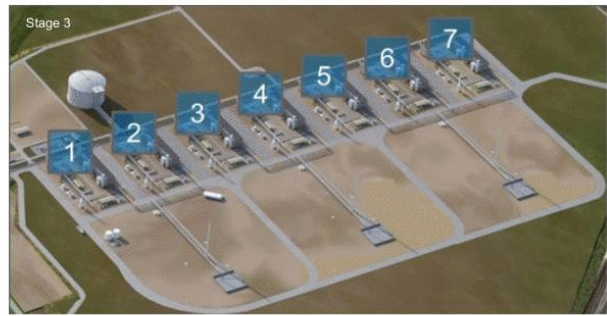
Corpus Christi Stage 3

- FERC approval received November 2019
- ~10 mtpa incremental liquefaction capacity
- Seven midscale liquefaction trains
- Stage 3 to share significant infrastructure with Stages 1 & 2
- Final Investment Decision (FID) targeted in 2020
 - Full Substantial Completion targeted by 2025

Additional Future Development Potential

- Significant land position provides opportunity for further liquefaction capacity expansion
- Advantaged location with proximity to pipeline infrastructure development and natural gas resources

Leveraging shared infrastructure to deliver world-class, cost competitive LNG growth platform



Cheniere Investment Thesis

Premier LNG provider with substantial asset platform and proven track record of execution

Full-service LNG offering enables solutions tailored to customer needs

Significant, stable, long-term cash flows from take-or-pay style agreements with creditworthy counterparties

Potential cash flow growth from portfolio volumes and economically attractive liquefaction expansions

Strong global LNG demand fundamentals call for LNG supply growth

Investments along LNG value chain support core liquefaction business





LIQUEFACTION PROJECTS UPDATE

Leading Project Partners



Sabine Pass Liquefaction Project



Corpus Christi Liquefaction Terminal

Reliable Proven Partners

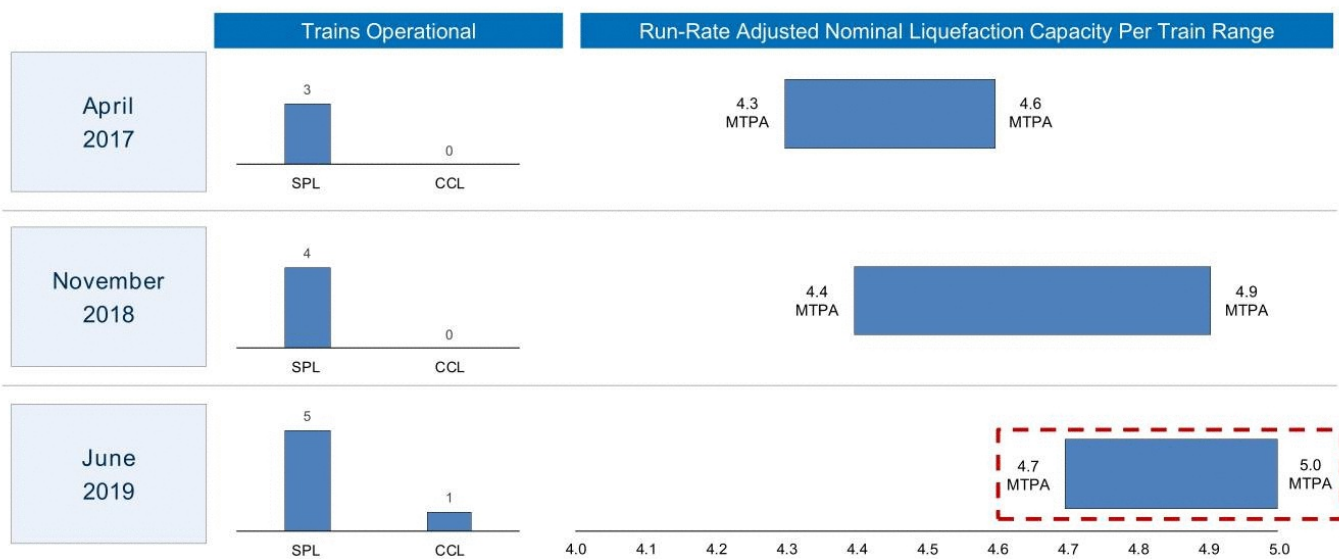


Creditworthy Counterparties



Operational Excellence Drives Asset Optimization

Maintenance optimization, production optimization, and debottlenecking opportunities have led to higher expected run-rate production levels



Sabine Pass Liquefaction Update

Total Investment: ~\$22B

Liquefaction Operations

- ✓ 5 Trains in operation
- ✓ Increased production via maintenance optimization and debottlenecking
- ✓ ~800 cargoes produced and exported

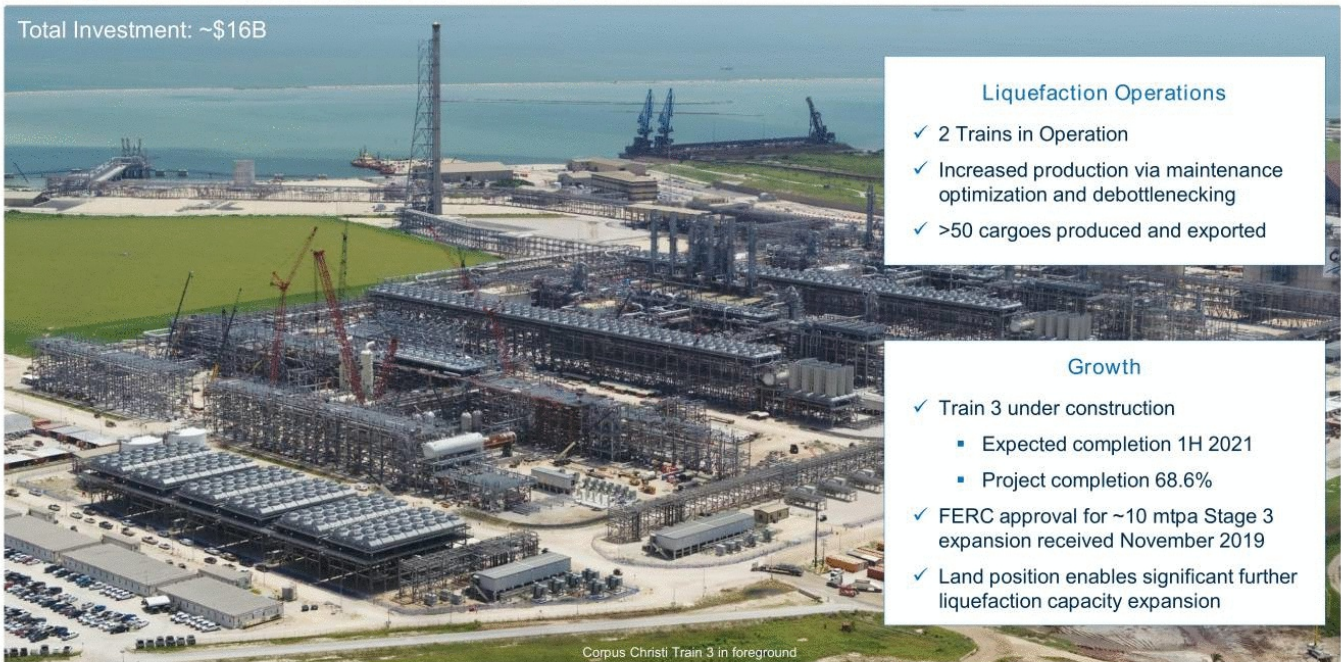
Growth

- ✓ Train 6 positive FID May 2019
 - Expected completion 1H 2023
 - Project completion 38.1%
- ✓ 3rd berth Environmental Assessment received

Sabine Pass Train 6 in foreground

Corpus Christi Liquefaction Update

Total Investment: ~\$16B



Liquefaction Operations

- ✓ 2 Trains in Operation
- ✓ Increased production via maintenance optimization and debottlenecking
- ✓ >50 cargoes produced and exported

Growth

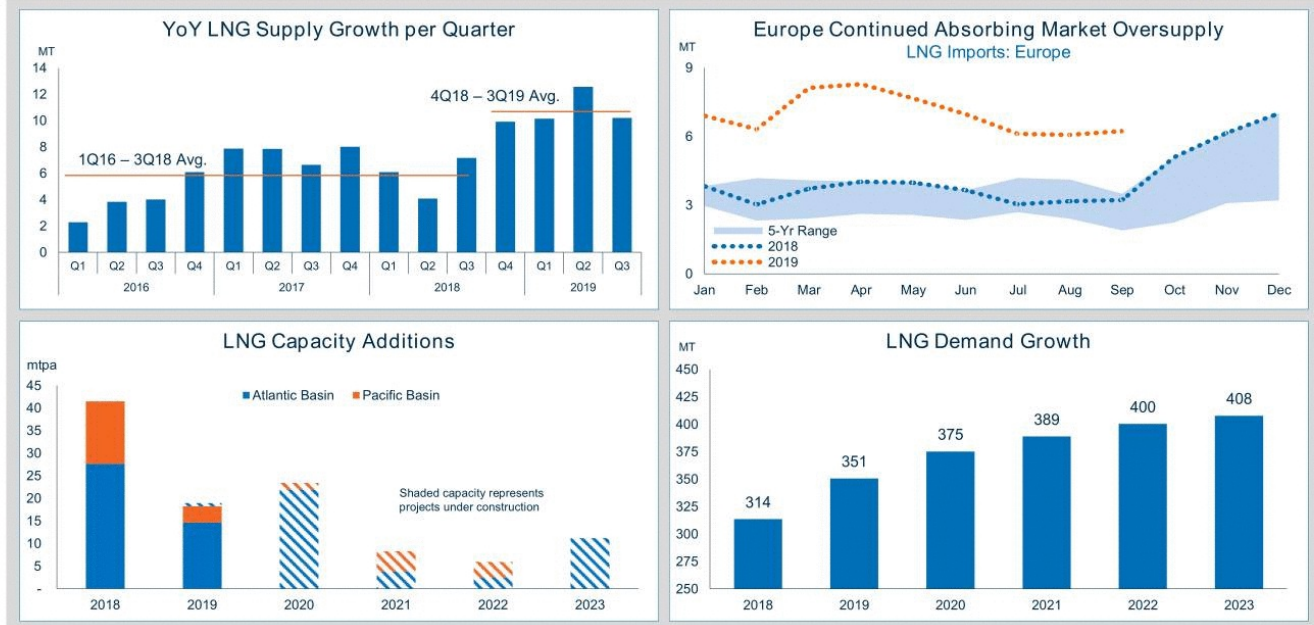
- ✓ Train 3 under construction
 - Expected completion 1H 2021
 - Project completion 68.6%
- ✓ FERC approval for ~10 mtpa Stage 3 expansion received November 2019
- ✓ Land position enables significant further liquefaction capacity expansion

Corpus Christi Train 3 in foreground

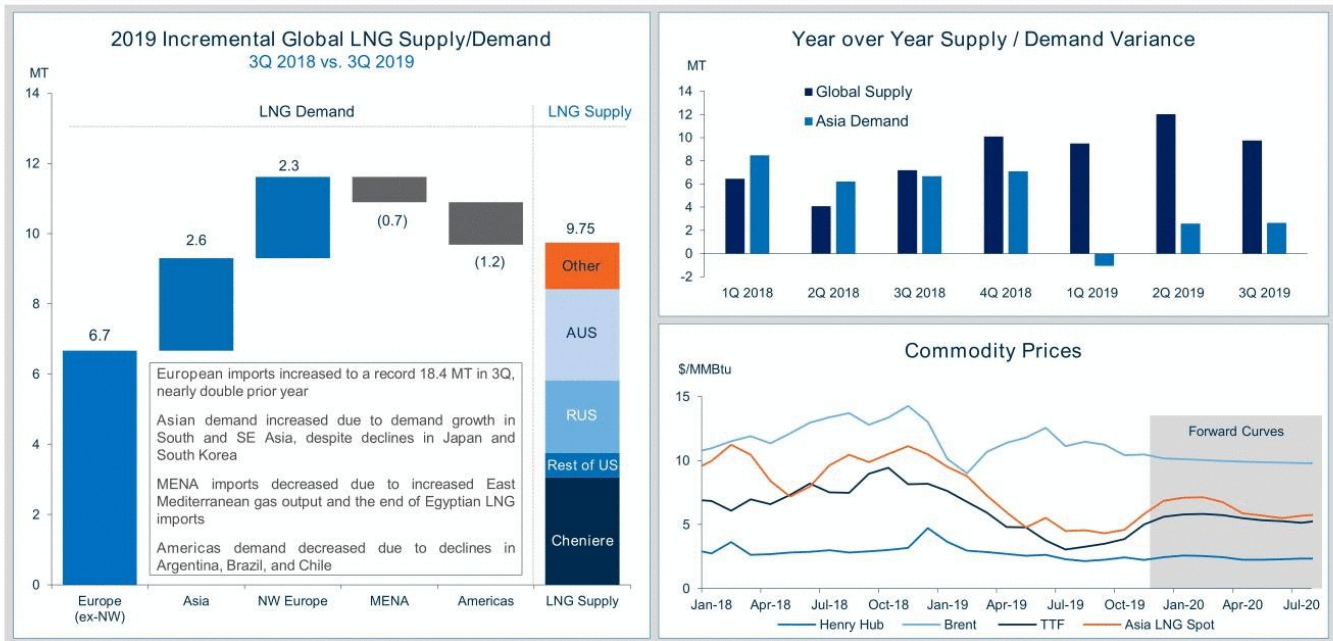


LNG MARKET UPDATE

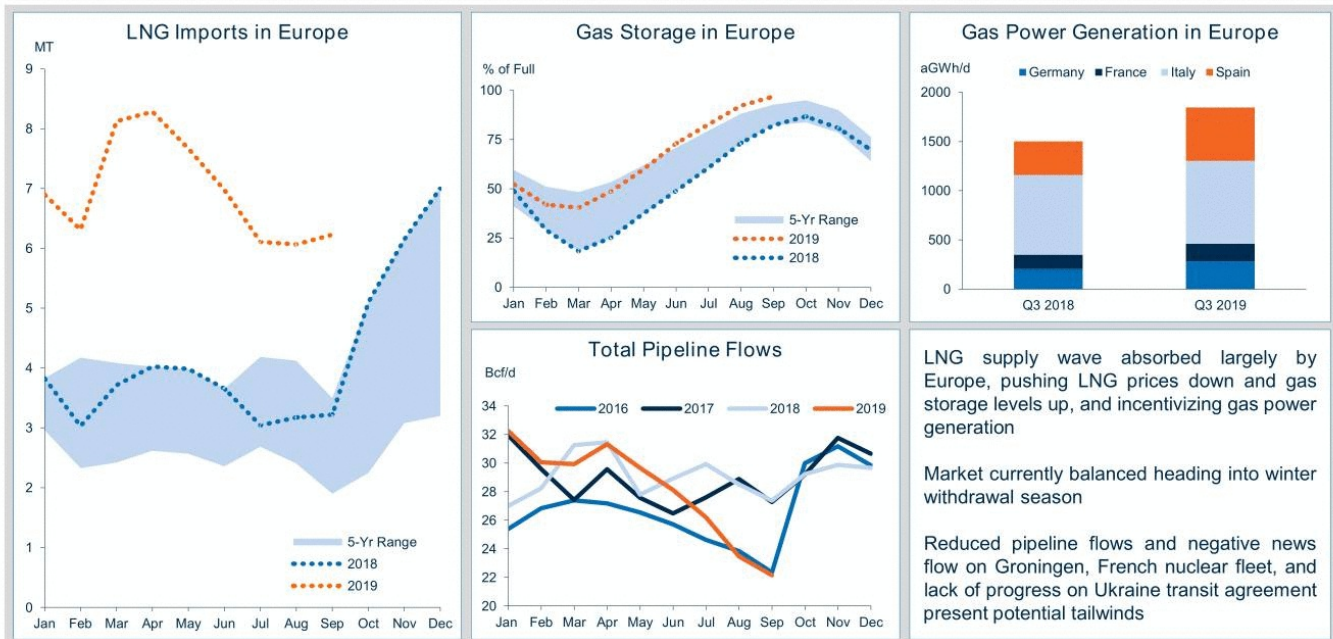
Current LNG Market Dynamics



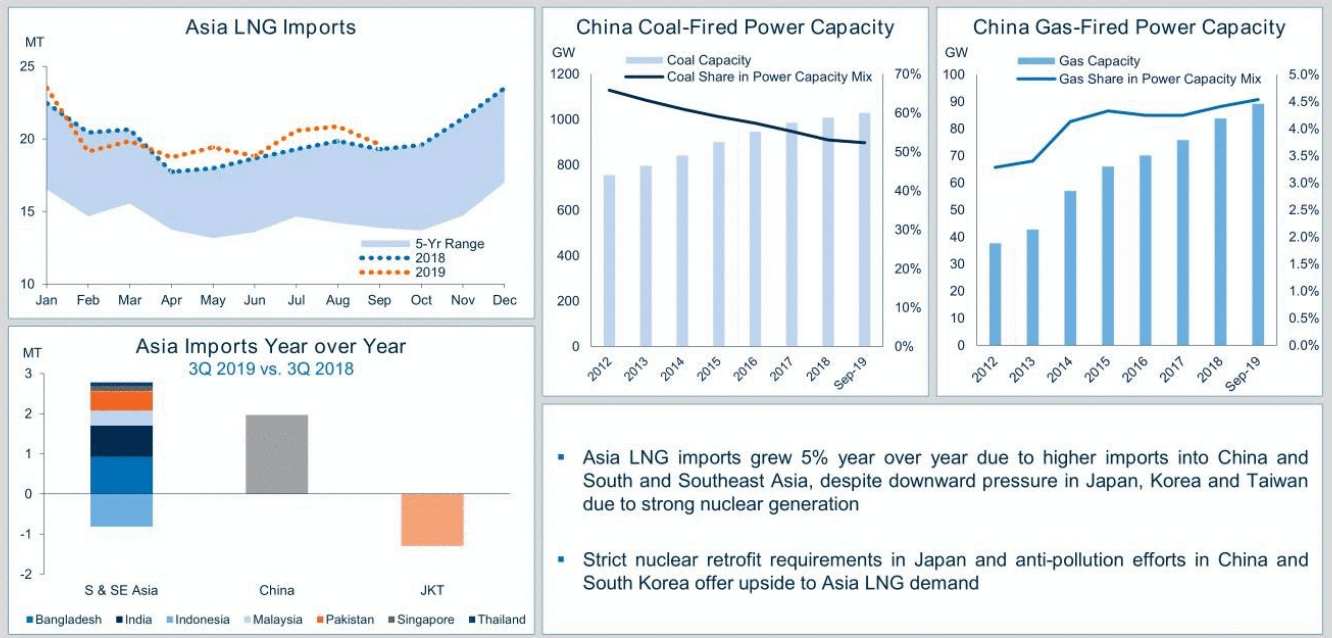
Supply Growth Continued Pressure on Market Pricing



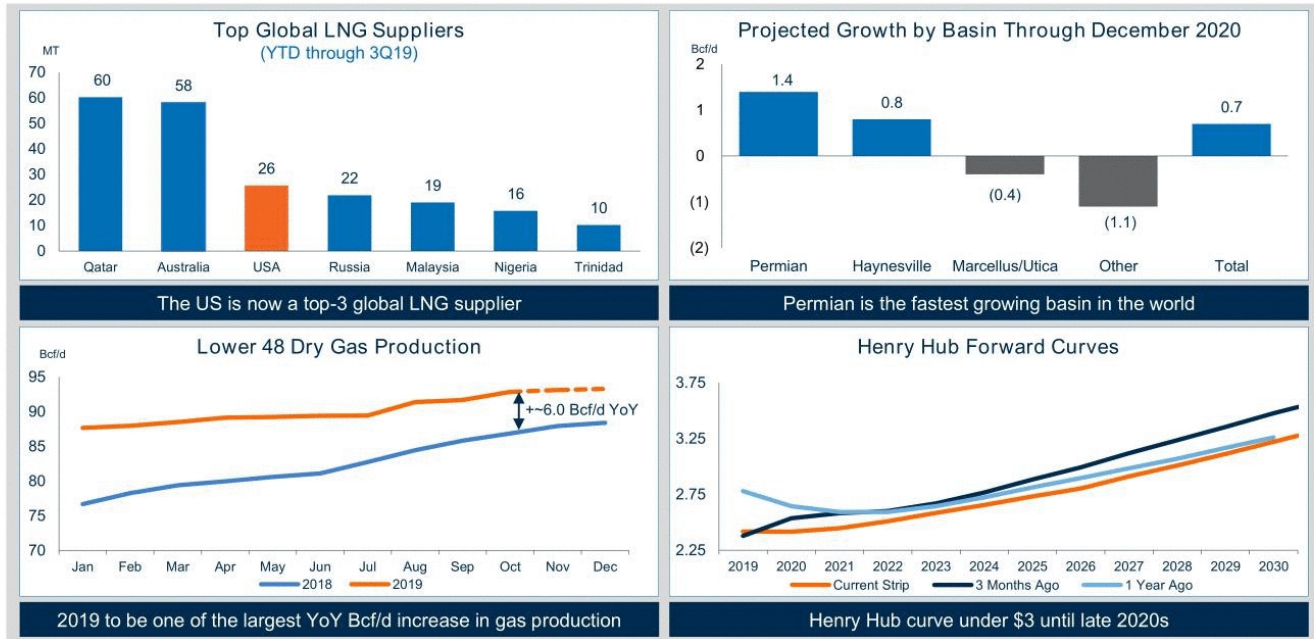
Europe Continuing to Absorb LNG Supply Growth



Asian LNG Demand Markets



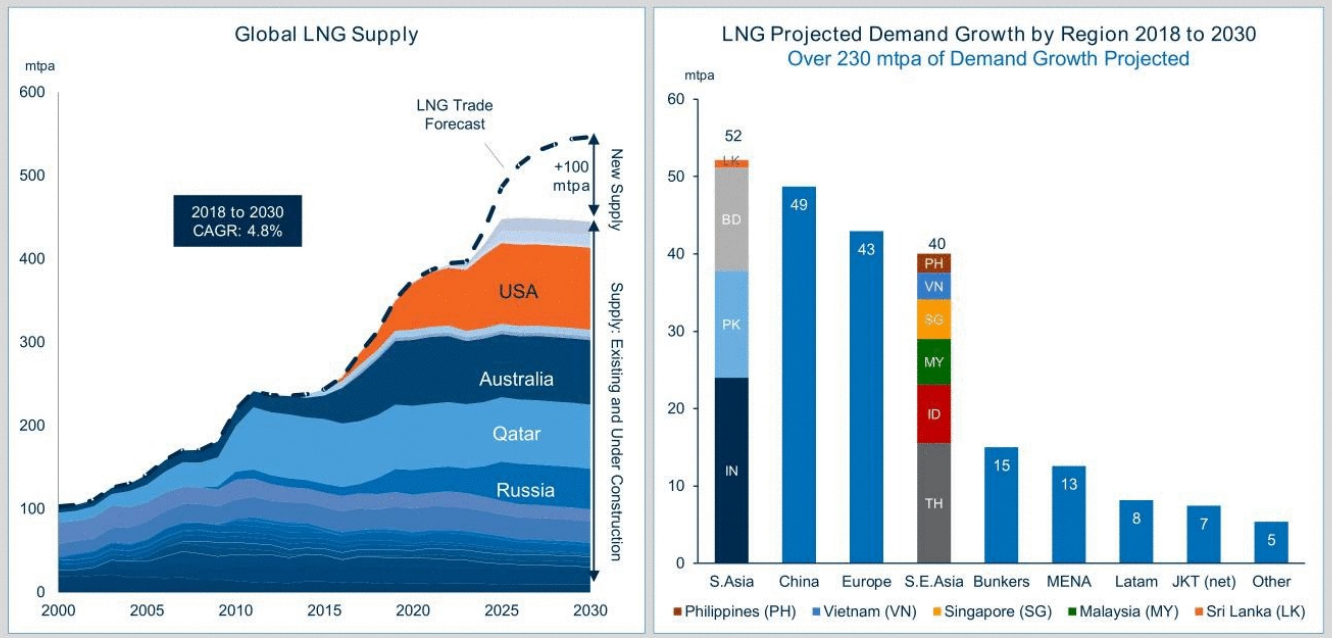
Henry Hub Pricing Attractive as Domestic Production Grows



2019 to be one of the largest YoY Bcf/d increase in gas production

Henry Hub curve under \$3 until late 2020s

>100 MTPA of Incremental LNG Supply Required by 2030





FINANCIAL UPDATE

Third Quarter 2019 Results

Summary Results

(\$ millions, except per share and LNG data)	3Q 2019	2Q 2019	YTD 2019	YTD 2018
Revenues	\$2,170	\$2,292	\$6,723	\$5,604
Operating Income	\$307	\$432	\$1,345	\$1,508
Net Income (Loss) ¹	\$(318)	\$(114)	\$(291)	\$404
Net Income (Loss) per Share ¹	\$(1.25)	\$(0.44)	\$(1.13)	\$1.65
Consolidated Adjusted EBITDA	\$694	\$615	\$1,959	\$2,007
LNG Exported				
LNG Volumes Exported (TBtu)	383	361	1,054	691
LNG Cargoes Exported	108	104	299	193
LNG Volumes Recognized in Income (TBtu)				
LNG Volumes from Liquefaction Projects	364	352	998	731
Third-Party LNG Volumes	8	5	31	44

Highlights

73% of LNG volumes recognized in income in 3Q 2019 from our projects sold under long-term SPAs⁽²⁾

3Q 2019 Distributable Cash Flow ~\$200 million
YTD Distributable Cash Flow ~\$520 million

Date of first commercial delivery achieved under 20-year SPAs with Total and Centrica for Sabine Pass Train 5

3Q 2019 net loss impacted by non-cash loss from changes in fair value of commodity and interest rate derivatives and impairment of equity method investment in Midship

Note: YTD through September 30 of each respective year. 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. Reported as Net income (loss) attributable to common stockholders and Net income (loss) per share attributable to common stockholders – diluted on our Consolidated Statement of Operations.

2. Long-term SPAs as referred to above includes any contract with an initial term of at least 15 years.

2019 and 2020 Full Year Guidance

Full Year 2019 Guidance

(\$ billions, except per unit data)

Consolidated Adjusted EBITDA	\$2.9	-	\$3.2
Distributable Cash Flow	\$0.6	-	\$0.8
CQP Distribution per Unit	\$2.35	-	\$2.55

Full Year 2020 Guidance

(\$ billions, except per unit data)

Consolidated Adjusted EBITDA	\$3.8	-	\$4.1
Distributable Cash Flow	\$1.0	-	\$1.3
CQP Distribution per Unit	\$2.55	-	\$2.65

2020 Outlook

Stable operations with seven Trains in service through the entire year

SPAs currently in effect for six Trains

- DFCD of Corpus Christi Train 2 SPAs expected in May 2020

Of total volume produced at Cheniere facilities in 2020, we expect approximately 7.5 million tonnes available for marketing

- Marketing volumes weighted to first half of year, significant portion pre-sold physically or financially
- Forecast assumes production efficiencies, maintenance optimization efforts, and 2019 debottlenecking projects

Forecast \$1 change in market margin would impact 2020 Consolidated Adjusted EBITDA by ~\$100 million

Note: Consolidated Adjusted EBITDA and Distributable Cash Flow are non-GAAP measures. A definition of these non-GAAP measures and a reconciliation to Net Income attributable to common stockholders, the most comparable U.S. GAAP measure, is included in the appendix.

Balance Sheet Management and Capital Allocation Update

Key Achievements

CQP issued \$1.5B 4.50% Senior Notes due 2029

To term out CQP term loan balance and for general corporate purposes, including construction cost of Sabine Pass Train 6

Bolsters SPL credit metrics and de-securitizes balance sheet

CCH received investment grade credit ratings

Investment grade senior secured ratings of BBB- from Fitch and S&P and investment grade issuer default rating of BBB- from Fitch

CCH issued \$727MM 4.80% Senior Secured Notes due 2039 and \$475MM 3.925% Senior Secured Notes due 2039

Private placement transactions with Allianz, BlackRock, and MetLife

Proceeds used to term out balances under Corpus credit facility

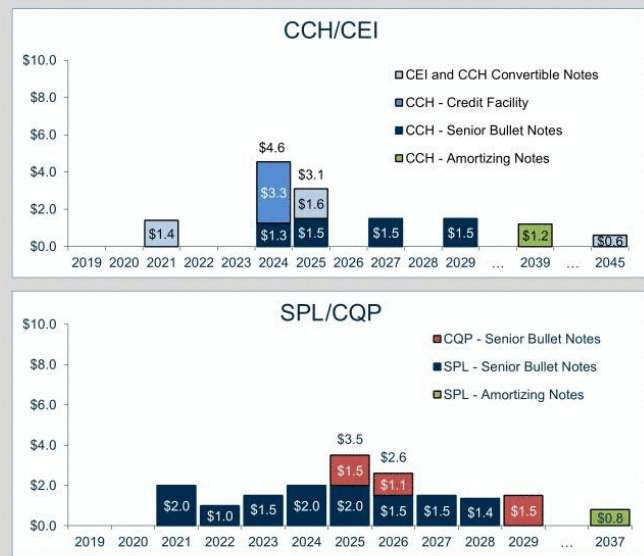
Fully amortizing with weighted average life of 15 years, will strengthen project-level credit metrics and reduce consolidated leverage over time

CCH issued \$1.5B 3.70% Senior Secured Notes due 2029

Inaugural investment grade bond issuance at CCH to term out balances under Corpus credit facility

Through 3Q 2019 repurchased ~2.5MM shares for \$159MM and prepaid \$70MM of outstanding debt under CCH credit facility

Project-Level Debt Maturities



Note: Debt maturities as of November 13, 2019, the date of closing of the CCH Senior Secured Notes due 2029, excludes working capital facilities and revolving credit facilities. CEI and CCH Convertible Notes shown at maturity date at value of total principal plus PIK interest due at estimated time of conversion. Estimated conversion date may be prior to maturity date.

Run-Rate Guidance

	9 Trains (2023)
	SPL T1-6, CCL T1-3
(\$bn, except per share and per unit amounts or unless otherwise noted)	
CEI Consolidated Adjusted EBITDA	\$5.2 - \$5.6
Less: Distributions to CQP Non-Controlling Interest	(\$0.9) - (\$1.0)
Less: CQP Interest Expense / SPL Interest Expense / Other	(\$1.1)
Less: CEI Interest Expense / CCH Interest Expense / Other	(\$0.7)
CEI Distributable Cash Flow	\$2.5 - \$2.9
CEI Distributable Cash Flow per Share ⁽¹⁾	\$8.40 - \$9.60
CQP Distributable Cash Flow per Unit	\$3.70 - \$3.90

Note: Numbers may not foot due to rounding. Range driven by production and assumes CMI margin of \$2.50/MMBtu, 80/20 profit-sharing tariff with SPL/CCH. Interest rates at SPL and CCH for refinancings assumed to be 5.50%. Average tax rate as percentage of pre-tax cash flow expected to be 0-5% in the 2020s and 15-20% in the 2030s. Consolidated Adjusted EBITDA, Distributable Cash Flow, Distributable Cash Flow per Share and Distributable Cash Flow per Unit are non-GAAP measures. A definition of these non-GAAP measures is included in the appendix. 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.

(1) Assumed share count of ~300mm shares pro-forma for conversion of CEI and CCH Convertible Notes.

Run-Rate Guidance: Impact of Stage 3 at Corpus

	9 Trains (2023)		9 Trains + CCL Stage 3 (2026)
(\$bn, except per share amounts or unless otherwise noted)	SPL T1-6, CCL T1-3	+ CCL Stage 3 ⁽²⁾	SPL T1-6, CCL T1-3 + Stage 3
CEI Consolidated Adjusted EBITDA	\$5.2 - \$5.6	\$0.9 - \$1.1	\$6.0 - \$6.6
Less: Distributions to CQP Non-Controlling Interest	(\$0.9) - (\$1.0)	\$0.0	(\$0.9) - (\$1.0)
Less: CQP Interest Expense / SPL Interest Expense / Other	(\$1.1)	\$0.0	(\$1.1)
Less: CEI Interest Expense / CCH Interest Expense / Other	(\$0.7)	(\$0.2)	(\$0.9)
CEI Distributable Cash Flow	\$2.5 - \$2.9	\$0.6 - \$0.8	\$3.1 - \$3.7
CEI Distributable Cash Flow per Share ⁽¹⁾	\$8.40 - \$9.60	\$2.10 - \$2.90	\$10.50 - \$12.50

Projected CEI Run-Rate EBITDA and DCF / share would increase by ~17% and ~28% respectively with CCL Stage 3

Note: Numbers may not foot due to rounding. '9 Trains Online' and '9 Trains Online + Stage 3' range driven by production and assumes CMI margin of \$2.50/MMBtu, 80/20 profit-sharing tariff with SPL/CCH. Stage 3 range driven by production and contracting margin / volume. Interest rates at SPL and CCH for refinancings assumed to be 5.50%. Guidance shown prior to impact of debt paydown and share repurchases. Average tax rate as percentage of pre-tax cash flow expected to be 0-5% in the 2020s and 15-20% in the 2030s. Consolidated Adjusted EBITDA, Distributable Cash Flow and Distributable Cash Flow per Share 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.

(1) Assumed share count of ~300mm shares pro-forma for conversion of CEI and CCH Convertible Notes.

(2) Assumes 50 / 50 debt / equity funding.

CEI Financial Priorities

Reinvest and return capital remain focus

- Focused on accretive growth opportunities at Corpus Christi, starting with Stage 3
- Projected returns via share repurchases is benchmark against which capital allocation decisions are measured

Long-term sustainable balance sheet paramount

- Multiyear goal to reach investment grade credit ratings at all entities
- Train 6 financed with less than 50% leverage and defers amortization at SPL to late 2020s (CCH remains late 2020s)
- Underpins growth and business model flexibility with low cost of capital, through cycle market access and counterparty risk protection

Opportunistically reduce complexity of corporate structure

- Closed merger with CQH in stock for stock transaction in September 2018

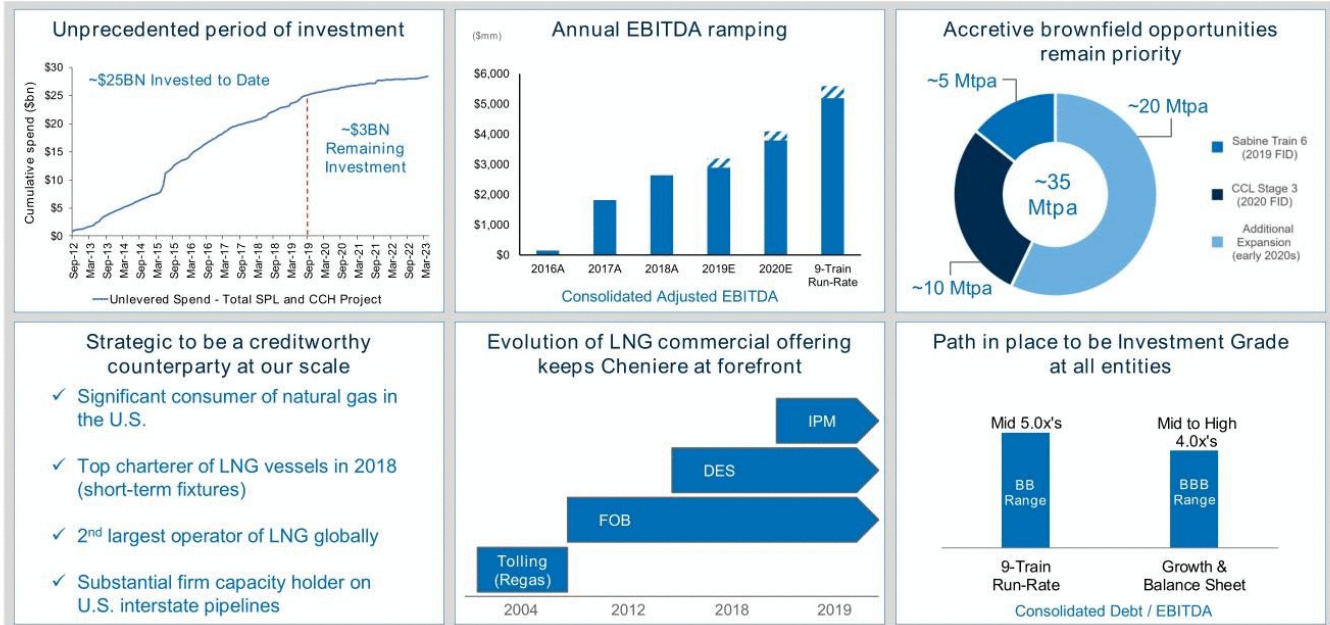
Achieve corporate IG ratings and continued ratings improvement at project companies

- Business model necessitates for SPL and CCH to be strong creditworthy project entities
- SPL ratings of BBB- / Baa3 / BBB- at S&P, Moody's and Fitch respectively further bolstered by Train 6 funded unlevered at SPL level
- CCH ratings of BBB- / Ba1 (Positive) / BBB- at S&P, Moody's and Fitch respectively

Opportunistically term out credit facilities to diversify maturities and better match annual cash flows

- Fully termed out CQP and portion of CCH bank debt; \$4.1B outstanding bonds at CQP and ~\$7.0B at CCH
- Reductions in CQP and CCH bank debt freed up bank capital to support CEI revolver and Train 6 financing
- Plan to refinance a portion of CCH bank debt with CCH secured bonds and CEI unsecured bonds and to repay a portion with cash flow

Capital Allocation Backdrop



Capital Allocation Priorities

1

Continue to pursue accretive growth projects

- "Tie goes to growth"
- Fund SPL Train 6 and pursue attractive debottlenecking opportunities
- Equity fund 50% of Corpus Christi Stage 3 once commercialized (2020 FID Targeted)

2

De-lever consolidated enterprise

- Aim for mid to high 4.0x consolidated debt-to-EBITDA
- Solidify resiliency at project companies (SPL and CCH)
- Goal of enterprise-wide investment grade ratings in ~3-5 years

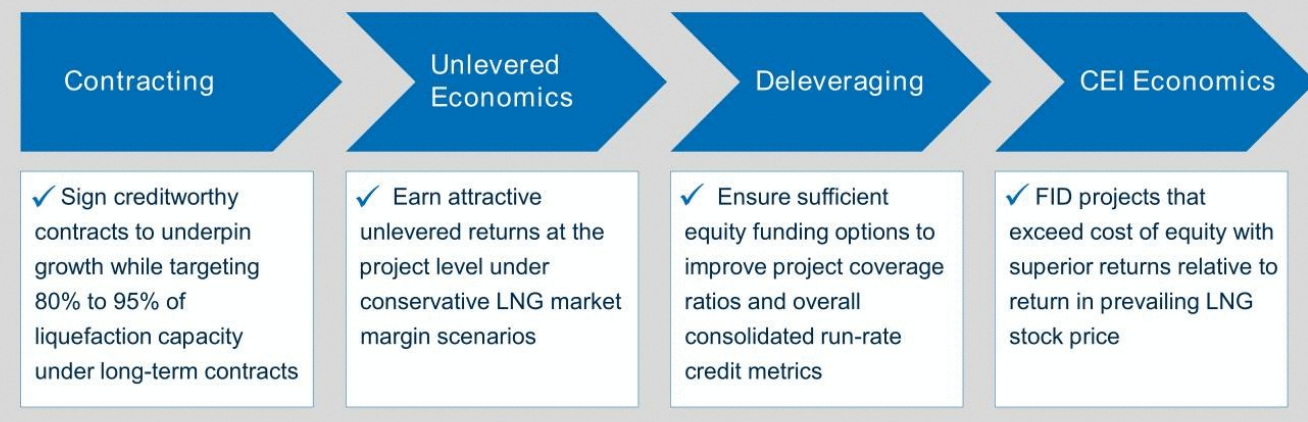
3

Allocate excess capital in financially responsible way

- Initiated 3-year, \$1.0bn share repurchase program
- Corpus Christi Stage 3 timing key driver of liquidity

Growth Investment Considerations To Reach FID

Investment Framework Principles



Cheniere's growth strategy prioritizes organic brownfield opportunities that exceed return thresholds while strengthening the long-term balance sheet

Balance Sheet Strategy

Target mid-to-high 4X consolidated debt-to-EBITDA to achieve investment grade credit ratings

- Focus on simple consolidated credit metrics (Debt / EBITDA) for corporate entities CEI and CQP
- Plan to migrate a portion of project level debt to corporate levels to de-lever projects, defer debt amortization requirements, and reduce total secured debt
 - Based on CEI and CQP credit capacity, no need to start project debt amortization until late 2020s
- Plan to pay down ~\$3 - ~\$4 billion of consolidated debt through the early 2020s to achieve investment grade corporate ratings along with investment grade project ratings
 - Prioritizing repayment of secured callable or maturing debt to bolster project ratings in BBB range, reduce more restrictive debt and lessen subordination of the CEI-level credit profile
 - With majority of available discretionary cash over 5-year time horizon in later years, bulk of debt paydown expected in early 2020s

Strategic Rationale

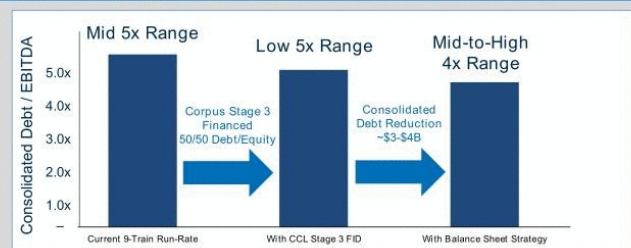
- ✓ CEI IG credit can support CMI's competitive position and business model flexibility
- ✓ Attract new equity investors with a balance sheet more consistent with our large midstream peers
- ✓ Growth most effectively underpinned by strong balance sheet that is sustainable through cycle
- ✓ Greater depth, stability and pricing in IG debt capital markets for issuance needs

Balance Sheet Strategy (Cont'd.)

Debt Maturity Stacks



Path to Mid-to-High 4x Consolidated Debt / EBITDA



Project Level Refinancing Strategy

Project Level Maturities

- ✓ Senior Secured Bonds at Project Level
- ✓ Senior Unsecured Bonds at Corporate Level
- ✓ Repayment with cash flow
 - Repayment commenced in Q3 with CCH Credit Facility as part of capital allocation strategy

Goal

- Delever projects to remain comfortably in BBB range and provide ratings upside

Capital Return Strategy

\$1.0 billion share repurchase program authorized

- 3-year program began in late 2Q 2019
- Total of ~2.5 million shares repurchased for \$159MM through 3Q 2019
- Flexible to company and tax-efficient to shareholders

Actual share repurchase timing and amount dependent on:

- Expected excess liquidity over time
- Growth capital needs (Corpus Christi Stage 3 timing is key driver)
- Projected returns via share repurchase with design to be more opportunistic at conservative valuations

Revisit dividend annually

- Goal for meaningful dividend once initiated

A large, cylindrical industrial storage tank is the central focus, showing signs of construction or maintenance with visible rivets and some rust. A long yellow crane is positioned against the tank, extending from the ground to the top. In the background, other industrial structures and cranes are visible under a clear blue sky with some light clouds. The foreground shows a construction site with various equipment and materials.

APPENDIX

Cheniere's Climate and Sustainability Principles

Aiming to achieve a resilient, sustainable business model is a key part of our foundation

Science



We promote and follow peer-reviewed science to assess our impacts, anchor our engagements, and determine our actions

We support climate science and research through our engagements with research entities and think tanks to inform policies and decision-making.

Operational Excellence



We design and operate our facilities to reduce environmental impacts

Sustainability efforts begin on the ground. We employ environmental prudence, scientific research, and technological advancements to ensure disciplined operations and excellence.

Supply Chain



We work with our partners to reduce environmental impacts throughout our supply chain

As the largest domestic consumer of natural gas, we connect U.S. producers to global markets. We work with our natural gas suppliers to share best practices and research, and to promote a low emissions profile for Cheniere's LNG.

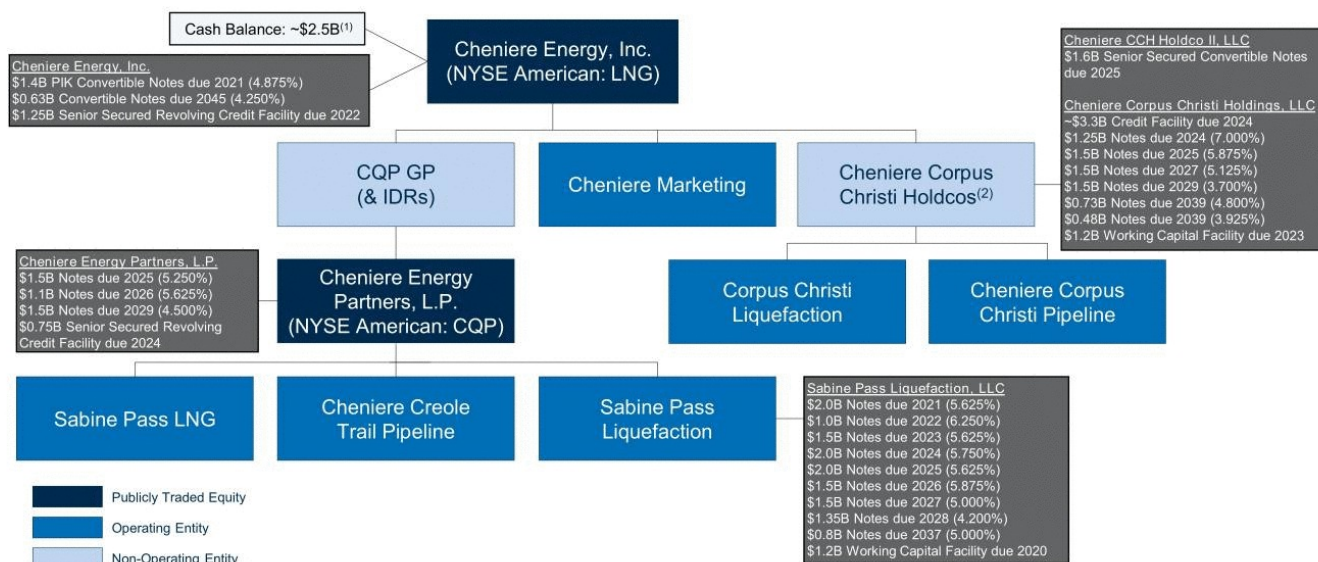
Transparency



We communicate openly and proactively with our stakeholders

Engagements with our stakeholders must be respectful, transparent, and factual. Transparent performance reporting will be the basis of building trust.

Cheniere Debt Summary



Note: This organizational chart is provided for illustrative purposes only, is not and does not purport to be a complete organizational chart of Cheniere. CEI and CCH Convertible Notes shown at value of total principal plus PIK interest due at estimated time of conversion. Estimated conversion date may be prior to maturity date. Debt balances as of November 13, 2019, the date of closing of the CCH Senior Secured Notes due 2029.

(1) Unrestricted cash balance as of September 30, 2019. Includes unrestricted cash of \$1.7 billion held by Cheniere Energy Partners, L.P.

(2) Includes Cheniere CCH Holdco I and II and Cheniere Corpus Christi Holdings.

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 represents net income (loss) attributable to Cheniere before net income (loss) attributable to the non-controlling interest, interest, taxes, depreciation and amortization, adjusted for certain non-cash items, other non-operating income or expense items, and other items not otherwise predictive or indicative of ongoing operating performance, as detailed in the following reconciliation. Consolidated Adjusted EBITDA 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.

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 business performance. We believe Consolidated Adjusted EBITDA is widely used by investors to measure a company's operating performance without regard to items such as interest expense, taxes, depreciation and amortization which vary substantially from company to company depending on capital structure, the method by which assets were acquired and depreciation policies. Further, the exclusion of certain non-cash items, other non-operating income or expense items, and items not otherwise predictive or indicative of ongoing operating performance enables comparability to prior period performance and trend analysis.

Consolidated Adjusted EBITDA is calculated by taking net income (loss) attributable to common stockholders before net income (loss) 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 foreign currency exchange ("FX") derivatives and non-cash compensation expense. 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 is 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.

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. 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.

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.

Consolidated Adjusted EBITDA

The following table reconciles our Consolidated Adjusted EBITDA to U.S. GAAP results for the three and nine months ended September 30, 2019 and 2018 and the three months ended June 30, 2019 (in millions):

	Three Months Ended		June 30,		Nine Months Ended	
	September 30,	2018	2019	September 30,	2018	2019
Net income (loss) attributable to common stockholders	\$	(318)	\$	65	\$	(291)
Net income attributable to non-controlling interest		58		162		370
Income tax provision (benefit)		(3)		3		15
Interest expense, net of capitalized interest		395		221		372
Loss on modification or extinguishment of debt		27		12		27
Derivative loss (gain), net		78		(23)		74
Other expense (income)		70		(15)		(16)
Income from operations	\$	307	\$	425	\$	432
Adjustments to reconcile income from operations to Consolidated Adjusted EBITDA:						
Depreciation and amortization expense		213		113		204
Loss (gain) from changes in fair value of commodity and FX derivatives, net		142		(6)		(56)
Total non-cash compensation expense		31		22		31
Impairment expense and loss on disposal of assets		1		8		4
Legal settlement expense		—		7		—
Consolidated Adjusted EBITDA	\$	694	\$	569	\$	615

Consolidated Adjusted EBITDA and Distributable Cash Flow

The following table reconciles our actual Consolidated Adjusted EBITDA and Distributable Cash Flow to Net income attributable to common stockholders for the three months ended September 30, 2019 and 2018, the nine months ended September 30, 2019, and forecast amounts for full year 2019 and full year 2020 (in billions):

	Three Months Ended		Nine Months Ended		Full Year	
	September 30,	2018	September 30,	2019	2019	2020
Net income (loss) attributable to common stockholders	\$	(0.32)	\$	0.07	\$	(0.29)
Net income attributable to non-controlling interest		0.06		0.16		0.37
Income tax provision (benefit)		(0.00)		0.00		0.00
Interest expense, net of capitalized interest		0.40		0.22		1.01
Depreciation and amortization expense		0.21		0.11		0.56
Other expense, financing costs, and certain non-cash operating expenses		0.35		0.01		0.31
Consolidated Adjusted EBITDA	\$	0.69	\$	0.57	\$	1.96
Distributions to CQP non-controlling interest		(0.15)		(0.14)		(0.45)
SPL and CQP cash retained and interest expense		(0.23)		(0.31)		(0.83)
Cheniere interest expense, income tax and other		(0.11)		(0.01)		(0.17)
Cheniere Distributable Cash Flow	\$	0.20	\$	0.11	\$	0.52

Note: Totals may not sum due to rounding.

CHENIERE



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