

MACQUARIE INFRASTRUCTURE HOLDINGS, LLC
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The Nominating and Governance Committee (the “Committee”) has been established by the Board of Directors of Macquarie Infrastructure Holdings, LLC (“the Company”) for the following purposes: (i) recommending the number of directors to comprise the Board of Directors of the Company (the “Board”), (ii) identifying and evaluating individuals qualified to become members of the Board, other than the director elected by Macquarie Infrastructure Management (USA) Inc. (the “Manager”) on account of its special stock, (iii) recommending to the Board the director nominees for each annual unitholders’ meeting, other than the Manager’s elected director, (iv) recommending to the Board the candidates to fill vacancies that may occur between annual unitholders’ meetings, other than the Manager’s elected director, (v) reviewing Board processes and self-evaluations, (vi) monitoring developments in the law and practice of corporate governance, and (vii) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company (the “Corporate Governance Guidelines”).

B. Composition

1. ***Members.*** The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by a majority of the entire Board.
2. ***Qualifications.*** Each member of the Committee shall meet all applicable independence and other requirements of law and the rules of the New York Stock Exchange (“NYSE”).
3. ***Chair.*** The Chair of the Committee shall be appointed by the Board.
4. ***Removal and Replacement.*** The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

C. Operations

1. ***Regular Meetings.*** The Board, by resolution of the Board, or the Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee regular meetings, provided that the Committee shall meet at least two times per year in advance of the Board’s nomination of directors for election at the annual meeting of the Company’s stockholders. No notice shall be required for any regular meeting.
2. ***Special Meetings.*** Special meetings of the Committee shall be called by the Board, by resolution of the Board, or by the Secretary of the Company upon the request of the Chair of the Committee or a majority of the members of the Committee. Notice of special meetings shall be given to each member of the Committee no later than one

day before such day of meeting.

3. **Agenda.** The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
4. **Report to Board.** The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken and shall submit to the Board the minutes of its meetings.
5. **Self-Evaluation; Assessment of Charter.** The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

D. Authority and Duties

1. **New Board Members.** The Committee shall recommend the number of directors that shall comprise the Board in compliance with the Bylaws of the Company, identify and evaluate nominees, other than the Manager's elected director, and recommend to the Board such nominees for election or re-election at each annual unitholders' meeting, other than with regard to the Manager's elected director, or for appointment to fill any vacancy that is anticipated or has arisen on the Board between annual unitholders' meetings, in accordance with the criteria, policies and principles of the Company, including those set forth in the Company's Corporate Governance Guidelines and this Charter. In making its recommendations, the Committee may consider some or all of the following factors, among others: (a) the candidate's judgment, skill, diversity and experience with other organizations of comparable purpose, complexity and size, and subject to similar legal restrictions and oversight; (b) the interplay of the candidate's experience with the experience of other Board members; (c) the extent to which the candidate has the desired skills and experience sought by the Board and any committees thereof; (d) whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with the Manager or the Company's management, and other legal considerations such as antitrust issues; and (e) the candidate's ability to contribute to the effective management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Company operates. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board, other than the Manager's elected director, recommended by the Company's management and other members of the Board who are not members of the Committee. The Committee shall also review candidates for the Board, other than the Manager's elected director, recommended by unitholders and shall adopt a policy regarding the consideration of such candidates. Any invitation to join the Board shall be extended by the Chairman of the Board.

2. ***Policies.*** The Committee shall develop and recommend to the Board for adoption, and review on a periodic basis: (a) the Corporate Governance Guidelines, (b) a policy regarding Board members' attendance at annual Board meetings of the Company, and (c) policies for new director orientation and for the continued education of directors already on the Board.
3. ***Current Board Membership.*** The Committee shall periodically review the size and structure of the Board and its committees. The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, age, skills, experience and availability of service to the Company of its members and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members. The Committee shall conduct a review of director's affiliations and transactions that could raise conflict of interest issues. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.
4. ***Committee Membership and Chairs.*** The Committee shall identify, evaluate and recommend to the Board the names of directors, other than the Manager's elected director, to serve as members of the Audit Committee, the Compensation Committee, and the Committee itself. In addition, the Committee shall annually recommend to the Board a member of each of the aforementioned committees to serve as Chair.
5. ***Annual Self Evaluation.*** The Committee shall establish criteria and processes for, and lead the Board and each committee of the Board in, its annual performance self-evaluation. Each performance self-evaluation shall be discussed with the Board following the end of each fiscal year. Each performance self-evaluation shall focus on the contribution to the Company by the Board, each individual director and each committee, and shall specifically focus on areas in which a better contribution could be made.
6. ***Legal Developments.*** The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
7. ***Officer Succession.*** In the event the Management Services Agreement is no longer in effect, the Committee shall advise on management succession and planning for the Chief Executive Officer and the Chief Financial Officer.
8. ***Unitholder Proposals.*** The Committee shall evaluate unitholder proposals and recommend responses to such unitholder proposals to the Board.
9. ***SEC Disclosure.*** The Committee shall review and discuss with management

disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.

- 10. *Retention of Consultants.*** The Committee shall have the power to retain search firms or advisors to identify director candidates. The Committee shall have sole authority to retain and terminate such search firms and to review and approve such search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 11. *Resignation Policy.*** To the extent required by the Company's bylaws, review and assess any director resignation tendered in accordance with the Company's director resignation policy set forth therein, and recommend to the Board of Directors the action to be taken with respect to such resignation.
- 12. *Duties not Exhaustive.*** The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.