

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Stabilis Energy, Inc.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**STABILIS ENERGY, INC.**

(Name of the Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
1. Title of each class of securities to which transaction applies:
  2. Aggregate number of securities to which transaction applies:  
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the
  3. filing fee is calculated and state how it was determined):
  4. Proposed maximum aggregate value of transaction:
  5. Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
1. Amount Previously Paid:
  2. Form, Schedule or Registration Statement No.:
  3. Filing Party:
  4. Date Filed:

**STABILIS ENERGY, INC.**  
**10375 Richmond Avenue,**  
**Suite 700**  
**Houston, Texas 77042**

Dear Fellow Stockholders:

You are cordially invited to attend the 2020 Annual Meeting of Stockholders of Stabilis Energy, Inc. which will be held at 10375 Richmond Avenue, Suite 125, Houston, Texas 77042 at 11:00 a.m., Central Daylight Time, on Thursday, September 17, 2020.

During the meeting, we will conduct the business described in the Notice of Annual Meeting of Stockholders and Proxy Statement. I hope you will be able to attend.

We are again following Securities and Exchange Commission rules which enable us to provide proxy materials for the 2020 Annual Meeting on the Internet instead of automatically mailing printed copies. This allows us to provide our stockholders with the information they need, while lowering the cost of the delivery of materials and reducing the environmental impact from printing, mailing and disposing of paper copies. Stockholders of record will receive a notice with instructions on how to access those documents over the internet and request a paper copy of our proxy materials, including this proxy statement, our 2019 Annual Report and voting instructions. Stockholders whose shares are held in a brokerage account will receive this information from their broker.

Whether or not you plan to attend the Annual Meeting, it is important that you vote by promptly completing, dating, signing and returning your proxy card by mail or following the voting instructions provided by your broker. If you attend the Annual Meeting and decide to vote in person, you may revoke your proxy.

On behalf of the directors, officers and employees of Stabilis Energy, Inc., I thank you for your continued support.

Sincerely,

James C. Reddinger

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President and Chief Executive Officer

August 3, 2020

**PLEASE VOTE NOW TO AVOID THE EXPENSE OF A FURTHER SOLICITATION**

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**STABILIS ENERGY, INC.**  
**10375 Richmond Avenue,**  
**Suite 700**  
**Houston, Texas 77042**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held on September 17, 2020**

The 2020 Annual Meeting of the Stockholders (the "Annual Meeting") of Stabilis Energy, Inc., a Florida corporation (the "Company"), will be held at 10375 Richmond Avenue, Suite 125, Houston, Texas 77042 on Thursday, September 17, 2020 at 11:00 a.m., Central Daylight Time, for the following purposes:

1. To elect eight (8) members to the Company's Board of Directors;
2. To ratify the selection of the independent registered public accounting firm for 2020; and
3. To authorize the amendment of the Articles of Incorporation to change the name of the company to Stabilis Solutions, Inc.

To transact such other business as may properly come before the meeting or any adjournment thereof.

Our Board of Directors has fixed the close of business on July 20, 2020 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting or any adjournment thereof.

Your attention is directed to the following pages for information on voting and obtaining a paper copy of the proxy materials for the Annual Meeting.

You are cordially invited to attend the Annual Meeting. The Board of Directors encourages you to access the proxy materials and vote in person or by proxy by following the instructions on the following pages.

By Order of the Board of Directors

Andrew L. Puhala

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**Secretary**

Houston, Texas  
August 3, 2020

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**STABILIS ENERGY, INC.**  
**10375 Richmond Avenue,**  
**Suite 700**  
**Houston, Texas 77042**

**PROXY STATEMENT**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held September 17, 2020**

**About this Proxy Statement**

This Proxy Statement is being made available on or about August 3, 2020 to the holders of common stock (the "common stock") of Stabilis Energy, Inc. (the "Company") in connection with the solicitation by the Board of Directors of the Company of proxies for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held on September 17, 2020, or at any adjournment thereof. The purposes of the Annual Meeting and the matters to be acted upon are set forth in the accompanying Notice of Annual Meeting of Stockholders. As of the date of this Proxy Statement, the Board of Directors is not aware of any other matters that will come before the Annual Meeting. However, if any other matters properly come before the Annual Meeting, the persons named as proxies will vote on them in accordance with their best judgment.

**Voting Instructions for Stockholders of Record**

If you hold a stock certificate for shares in your name you are considered a stockholder of record (or registered stockholder) of those shares. You may vote by internet, mail or by attending the Annual Meeting.

**Voting on the Internet**

- Go to: [www.investorvote.com/SLNG](http://www.investorvote.com/SLNG); enter the 12-digit control number from the Notice Card sent to you in the mail and then follow the on-screen instructions.

**Voting by Mail**

- Download or Request a paper copy of the proxy card as instructed below.
- Return your signed and dated proxy card for receipt by 11:00 a.m., Central Daylight Time on September 17, 2020, the time and date of the Annual Meeting.

**Voting in Person**

- You may vote in person at the Annual Meeting, even if you already voted by mail and your vote at the meeting will supersede any prior vote.

**Voting Instructions for Beneficial Owners**

- If your shares are held in a stock brokerage account or other custodial account you are considered the beneficial owner of shares held in street name. You may vote by internet, telephone, mail or in person.

**Voting on the Internet**

- Go to: [www.proxyvote.com](http://www.proxyvote.com), enter the 12-digit control number from the Notice Card sent to you by your broker or custodian and follow the on-screen instructions.

**Voting by Telephone**

- Call the toll-free number on the Notice Card sent to you by your broker or custodian.

**Voting by Mail**

- Follow the instructions included on the Notice Card sent to you by your broker or custodian.

### Voting in Person

- Since you are not a stockholder of record, you may not vote your shares in person at the meeting unless you have a proxy from the bank, broker, trustee or nominee that holds your shares giving you the right as beneficial owner to vote your shares at the meeting. To request a proxy, follow the instructions at [www.proxyvote.com](http://www.proxyvote.com). You must also bring to the annual meeting a letter from the nominee confirming your beneficial ownership of the shares.

### To Request a Paper Copy of Proxy Materials or Proxy Card for 2020 Annual Meeting of Stockholders:

#### Stockholders of Record

If you are a stockholder of record and you prefer to receive a paper copy of our proxy materials and/or proxy card, you must request one. There is no charge to you for requesting a copy.

To order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below.

If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the control number in the shaded bar on the reverse side of the notice or proxy card you received when requesting a set of proxy materials.

- **Internet:** Go to [www.investorvote.com/SLNG](http://www.investorvote.com/SLNG). Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone:** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email:** Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials SLNG." in the subject line. Include in the message your full name and address, plus the 12-digit number located on the Notice Card sent to you in the mail, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

All requests for a paper copy of the proxy materials must be received by September 1, 2020 to facilitate timely delivery.

#### Beneficial Owners

If you are a stockholder who holds your stock in street name through your broker or other nominee and you prefer to receive a paper copy of our proxy materials and/or proxy card, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy in one of the following ways on or prior to September 1, 2020 to facilitate timely delivery:

- **Internet:** [www.proxyvote.com](http://www.proxyvote.com).
- **Telephone:** Call toll-free at 1-800-579-1639.
- **Email:** Send a blank email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) with the 12-digit control number that appears on the Notice sent to you from your broker or nominee in the subject line.

#### Revocability and Voting of Proxy

Any stockholder who gives a proxy may revoke it at any time before it is voted by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the Annual Meeting. All proxies properly executed and returned will be voted in accordance with the instructions specified thereon. **If no instructions are given, proxies will be voted FOR the election of the nominees of the Board of Directors and FOR Proposals No. 2 and No 3.**

**Record Date, Voting Rights and Quorum**

Only stockholders of record at the close of business on July 20, 2020 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting or at any adjournment thereof. At that date there were 16,896,626 shares of Common Stock outstanding. At the Annual Meeting, each issued and outstanding share of Common Stock will be entitled to one vote. The holders of a majority of the 16,896,626 shares of Common Stock present in person or by proxy and entitled to vote, will constitute a quorum at the Annual Meeting.

Proxies marked "withheld" as to any director nominee or "abstain" or "against" as to a particular proposal and broker non-votes will be counted for purposes of determining the presence or absence of a quorum.

"Broker non-votes" are shares held by brokers or nominees which are present in person or represented by proxy, but which are not voted on a particular matter because instructions have not been received from the beneficial owner. The effect of proxies marked "withheld" as to any director nominee or "abstain" or "against" as to a particular proposal and broker non-votes on each Proposal is discussed under each respective Proposal.

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

The Company currently has eight directors and eight directors will be elected by the stockholders as of the Record Date at the Annual Meeting to hold office until the 2021 annual meeting and until their successors are elected and have qualified. Unless otherwise instructed, the proxy holders named in the enclosed proxy will vote the proxies received by them for the eight nominees of the Board of Directors named below.

Each nominee of the Board of Directors has indicated that he or she is willing and able to serve as director if elected. If any nominee of the Board of Directors becomes unavailable for any reason before the election, proxies will be voted for the election of such substitute nominee or nominees, if any, as shall be designated by the Board of Directors. The Board of Directors has no reason to believe that any of the nominees will be unavailable to serve.

**Vote Required**

The eight nominees who receive the highest number of affirmative votes of the shares present in person or represented by proxy and entitled to vote, a quorum being present, shall be elected as directors. Only votes cast "FOR" a nominee will be counted, except that the accompanying proxy will be voted "FOR" all nominees in the absence of instructions to the contrary. Broker non-votes and proxies marked "withheld" as to one or more nominees will have no effect on the election since only votes "FOR" a nominee are counted in order to determine the eight nominees with the highest number of votes.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES NAMED BELOW.**

**Nominees of the Board of Directors**

The following eight nominees, all of whom are current directors of the Company, are the nominees of the Board of Directors. Certain information about the nominees, including their experience, qualifications and, attributes or skills that led the Board to conclude that the nominees should continue to serve as directors of the Company is set forth below.

**J. Casey Crenshaw**

J. Casey Crenshaw, age 45, was appointed to the Board in 2012 and was appointed Executive Chairman of Stabilis on July 26, 2019. He served as the Executive Chairman of the Board of Directors of Stabilis Energy, LLC since November 2018. Mr. Crenshaw previously served as President of Stabilis Energy, LLC from its formation in February 2013 until November 2018. Mr. Crenshaw also serves as President and a member of the Board of Directors of The Modern Group, Ltd, a privately-owned diversified manufacturing, parts and distribution, rental/leasing and finance business headquartered in Beaumont, Texas. Mr. Crenshaw has held various executive positions with The Modern Group since 1997, including over 10 years as CFO. Mr. Crenshaw has been a director of American Electric since 2012. Mr. Crenshaw holds a BA in Finance from Texas A&M University. Mr. Crenshaw is spouse of director Stacey B. Crenshaw.

The Board believes that Mr. Crenshaw brings to the Board leadership perspective on the operation, management and financing of a successful diversified manufacturing and service company.



### **Stacey B. Crenshaw**

Stacey B. Crenshaw, age 43, was appointed to the Board of Directors of Stabilis on February 4, 2020. She co-founded Stabilis Energy, LLC in 2013. Prior to her role with Stabilis she was a practicing attorney with Germer Gertz, LLP from 2002 to 2004. Mrs. Crenshaw is the owner of ClaraVaille, a designer and retailer of custom jewelry. Mrs. Crenshaw is also actively involved in her local community through leadership roles at the Neches River Festival and the Symphony League of Beaumont. From 2006 to 2011 she was the founder and director of CHAD's Place, a non-profit that held conferences and provided support groups for the bereaved. Mrs. Crenshaw has also served on several boards including Family Services of Southeast Texas, All Saints Episcopal School, and the advisory board of the Art Museum of Southeast Texas. Mrs. Crenshaw received a Bachelor of Liberal Arts degree in Journalism from Texas A&M University and a Doctor of Jurisprudence degree from the University of Houston Law Center. Mrs. Crenshaw is the spouse of Mr. Crenshaw.

The Board believes that Mrs. Crenshaw's legal experience and involvement in community and charitable service provides the Board with input and guidance related to corporate citizenship.

### **Mushahid Khan**

Mushahid Khan, age 52, was appointed to the Board of Directors of Stabilis on July 26, 2019. He founded mkhangroup, LLC (MKG), an investment and advisory firm targeting companies in manufacturing and related industries in 2015 and has served as its Chief Executive Officer since founding. He is currently serving as President of The NOW Network, a technology firm digitizing and automating the final mile of energy logistics, since May 2019. Mr. Khan has also been the President and Chief Executive Officer of APS Plastics and Manufacturing (APS), a full-service custom plastic component manufacturer since January 2016. Mr. Khan acquired APS in 2016, in partnership with Framework Capital Partners. Mr. Khan has also provided consulting services since 2015. From 2014 until 2015, Mr. Khan served as Chief Executive Officer of Ringers Gloves, a global industrial safety glove company. From 2002 until 2014, he served as President and Chief Operating Officer of O'Rourke Petroleum, an industrial distribution company. Mr. Khan is also active in community service. He currently holds a board position with TXRX Labs, KIPP Houston Public Schools and Connect Communities, and is past board chair of Crisis Intervention of Houston as well as Devereaux Texas Treatment Centers. He is also an active member of Young Presidents Organization (YPO), Greater Houston Partnership's advanced manufacturing workgroup, and Houston Exponential's advanced manufacturing workgroup. Mr. Khan holds an MBA from The University of Houston (Clear Lake), and a BS in Mechanical Engineering from Louisiana State University.

The Board believes that Mr. Khan's wide range of business experience brings expertise to the Board in planning, corporate governance and general business and financial strategic oversight.

### **Edward L. Kuntz**

Edward L. Kuntz, age 75, was appointed to the Board of Directors of Stabilis on July 26, 2019. He served on the Board of Directors and as Chairman of the Audit Committee of American Electric from September 2013 to July 2019. Mr. Kuntz currently serves as the Chairman of the Board of Directors of U.S Physical Therapy, Inc., a publicly held operator of physical therapy clinics and related businesses. He has been a director since 2014. Mr. Kuntz is the former Chairman and Chief Executive Officer of Kindred Healthcare, the largest diversified provider of post-acute care services in the United States. From 1998 through May 2014 he served as Chairman of the Board of Directors of Kindred and as Chief Executive Officer from 1998 to 2004. From 2000 through 2016, Mr. Kuntz served as a director of Rotech Healthcare, Inc., one of the largest providers of home medical equipment and related products and services in the United States. Mr. Kuntz received B.A., J.D. and L.L.M. degrees from Temple University.

The Board believes that Mr. Kuntz's experience as an executive and director of a variety of growing public and private equity-backed companies brings valuable experience to the Board in matters such as organizational structure, corporate strategy, operational performance measurement and improvement and governance.

### **Peter C. Mitchell**

Peter C. Mitchell, age 64, was appointed to the Board of Directors of Stabilis on July 26, 2019. He was most recently Senior Vice President and Chief Financial Officer of Coeur Mining, Inc. a leading precious metals producer, which owns and operates mines throughout North America, including the Palmarejo complex in Mexico, one of the world's largest silver mines. Peter joined Coeur as CFO in 2013, and was responsible for investor relations, financial planning and analysis, financial reporting, information technology, tax and compliance, in addition to serving as a key team member on the Company's acquisition and divestiture activities and leading all capital markets activity in multiple equity and debt financings. Previously, he held executive

leadership positions in finance and operations with a variety of U.S. and Canadian companies both public and private equity sponsored, among them Taseko Mines Ltd., Vatterott Education Centers, Von Hoffmann Corporation and Crown Packaging Ltd. He is a former member of the Board of Directors and Audit Committee Chair for Northern Dynasty Minerals Ltd and is currently a member of the Board of Directors of Northcliff Resources Ltd where he is also the Audit Committee Chair, and most recently joined the Board of Directors of Taseko Mines Limited. He earned a BA in Economics from Western University, an MBA from the University of British Columbia, is a Chartered Accountant (CPA-CA).

The Board believes that Mr. Mitchell's extensive business and financial experience provides the Board with valuable insights and guidance concerning the Company's operations and financial management.

#### **Ben J. Broussard**

Ben J. Broussard, age 41, was appointed to the Board of Directors of Stabilis on July 26, 2019. He has been the Director of Finance for The Modern Group, Ltd., since 2013 and Chief Operating Officer of its financing business, M/G Finance Co., Ltd., since 2017. Mr. Broussard began his career as a commercial banker with Washington Mutual Bank in 2001. After leaving the bank in 2008, he worked at T-Mobile until 2011 and then as a consultant to Microsoft's Global Procurement Group from 2011 to 2013. Mr. Broussard holds a BA from the University of Notre Dame and JD from South Texas College of Law Houston.

The Board believes that Mr. Broussard's background in finance enables him to provide the Board with valuable input and guidance into many aspects of the Company's business.

#### **James C. Reddinger**

James C. Reddinger, age 49, is the President and Chief Executive Officer of Stabilis and previously served as the Chief Executive Officer of Stabilis Energy, LLC since November 2018. He was appointed to the Board of Directors of Stabilis on July 26, 2019. Mr. Reddinger has held various executive positions with Stabilis Energy, LLC, including Chief Financial Officer and Chief Operating Officer from 2013 to 2018. Prior to joining Stabilis, Mr. Reddinger was a private investor from 2010-2013. Mr. Reddinger was previously employed by UBS from 2004 to 2010 and Credit Suisse from 1998 to 2004. Mr. Reddinger holds an AB from Harvard University and an MBA from the J.L. Kellogg School of Management at Northwestern University.

The Board believes that Mr. Reddinger provides essential insight and expertise concerning the business, operations and strategies of the Company that is needed for the Board's oversight and decision-making responsibilities.

#### **James G. Aivalis**

James G. Aivalis, age 62, has served as Chief Executive Officer, President and Director of Prometheus Energy Group since January 2013 and was appointed to the Board of Directors of Stabilis on July 26, 2019. He served as Managing Member of AEGIS NG, LLC from April 2016 until September 2019. From May 2006 through June 2012, Mr. Aivalis was the Chief Executive Officer and President of ThruBit, LLC, a Venture Capital funded company focused on drilling and evaluation technologies for horizontal wells and unconventional hydrocarbon reservoirs. From 2002 to 2006, Mr. Aivalis was GM/Managing Director at TenarisConnections, with global responsibilities for high performance OCTG premium connections. Mr. Aivalis served with Schlumberger from 1981 to 2002 with domestic and international roles in Management, Operations, Engineering, Project Management and Sales and Marketing. Mr. Aivalis served from October 2009 to September 2018 as a Non-Executive Director and Business Advisor with XACT Downhole Telemetry, Inc. in Calgary, Canada, and from August 2011 to December 2013 as a Business Advisor to Zinc Air Inc., developing grid scale flow batteries. Since June 2018, Mr. Aivalis has been a member of the Advisory Board at Florida Institute of Technology for the College of Engineering and Sciences. Mr. Aivalis holds a Bachelor of Science degree in Ocean Engineering from Florida Institute of Technology, has authored six patents focused on well construction and optimization technologies, and is a long-standing member of the Society of Petroleum Engineers.

The Board believes that Mr. Aivalis provides the Board with significant insight and guidance as a result of his experience in the oil and gas industry.

## **Director Independence**

The Board of Directors discussed and reviewed whether each nominee is independent within the Company's corporate governance guidelines which are consistent with the director independence standards established by the OTCQX Best Market. In determining independence, the Board reviews and seeks to determine whether directors have any material relationship with the Company, direct or indirect, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board reviews business, professional, charitable and familial relationships of the independent directors in determining independence. The Board determined that Peter C. Mitchell, Mushahid Khan, and Edward L. Kuntz are independent.

## **Information about the Nominating Process**

The Company's Board of Directors undertakes the activities of identifying, evaluating and recommending nominees to serve as directors. The Board has not established a separate nominating committee because the Board believes that all directors should participate in the selection of director candidates.

## **Nomination of Director Candidates by Stockholders**

The policy of the Board of Directors is to consider nominations of candidates for membership on the Board of Directors that are submitted by stockholders. Any such recommendations should include the nominee's name and qualifications for Board membership and a consent signed by such candidate to serve as a director if elected and should be directed to Andrew L. Puhala, Corporate Secretary, Stabilis Energy, Inc., 10375 Richmond Avenue, Suite 700, Houston, TX 77042.

Stockholders who comply with the requirements of our Bylaws with respect to advance written notice of stockholder director nominations at the Annual Meeting, including certain information that must be provided concerning the stockholder and each nominee, may nominate candidates for election as directors at the Annual Meeting by attending the meeting and offering the candidates into nomination at the time of the election of directors. Our Bylaws were filed with the Securities and Exchange Commission on Form 8-K on February 10, 2009, and can be viewed by visiting the SEC website at <http://sec.gov>. You may also obtain a copy of the Bylaws by writing to Andrew L. Puhala, Corporate Secretary, Stabilis Energy, Inc., 10375 Richmond Avenue, Suite 700, Houston, TX 77042. Such information must be provided within the period set forth below under "Stockholder Proposals for Next Annual Meeting."

For a stockholder's nominees to be included in the Company's Proxy Statement for next year's annual meeting the stockholder must give timely notice to the Company by the date set forth below under "Stockholder Proposals for Next Annual Meeting."

## **Director Qualifications**

The Board of Directors has not established any minimum qualifications for nomination as a director of the Company but has identified the following qualities and skills necessary for our directors to possess:

- Integrity
- Commitment to enhancing stockholder value
- Ability to objectively analyze complex business problems and develop creative solutions
- Pertinent expertise, experience and achievement in education, career and community
- Familiarity with issues affecting the Company's business
- Availability to fulfill the required time commitment
- Ability to work well with other directors

## **Identifying and Evaluating Nominees for Directors**

Candidates for director may come from a number of sources including, among others, recommendations from current directors, recommendations from management, third-party search organizations, and stockholders. Director candidates are evaluated to determine whether they have the qualities and skills set forth above. Such evaluation may be by personal interview, background investigation and other appropriate means. The Board of Directors does not have a formal policy with regard to the consideration of diversity in identifying director nominees. However, in identifying nominees for director, the Board does seek to have directors with a diversity of business experience and skills which allow for the expression of diverse viewpoints.

## **Director Attendance at the 2019 Annual Meeting**

The Company expects all of its directors to attend the annual meeting of stockholders. The Company did not conduct an Annual Meeting of Stockholders in 2019.

## **Stockholder Communications with the Board**

Stockholders may communicate with the Board in writing by addressing mail to "Board of Directors" c/o Andrew L. Puhala, Corporate Secretary, Stabilis Energy, Inc., 10375 Richmond Avenue, Suite 700, Houston, TX 77042. Any such communication will be distributed to each of the Company's directors. A communication addressed to any individual director at the same address will be distributed only to that director.

## **Board Leadership Structure**

The objective of the Board's leadership structure is to provide effective and independent oversight of management on behalf of the stockholders. The Board's two standing committees are described below. J. Casey Crenshaw has served as the Board's Executive Chairman since July 26, 2019, the date we completed a business combination transaction (the "Share Exchange") by which the Company, then named American Electric Technologies, Inc. ("AETI"), acquired 100% of the outstanding limited liability company interests of Stabilis Energy, LLC from LNG Investment Company, LLC, a Texas limited liability company and 20% of the outstanding limited liability company interests of PEG Partners, LLC, a Delaware limited liability company ("PEG") from AEGIS NG LLC, a Texas limited liability company. The remaining 80% of the outstanding limited liability company interests of PEG were owned directly by Stabilis Energy, LLC. As a result, Stabilis Energy, LLC became the 100% directly-owned subsidiary and PEG became the 100% indirectly-owned subsidiary of the Company.

## **Board Committees**

The Board of Directors of the Company has a standing Audit Committee and Compensation Committee.

### **Audit Committee**

The Board adopted its current Audit Committee Charter on September 11, 2019. The principal functions of the Audit Committee are to review and monitor the Company's financial reporting and the internal and external audits. The committee's functions include, among other things: (i) to select and replace the Company's independent registered public accounting firm; (ii) to review and approve in advance the scope and the fees of our annual audit and the scope and fees of non-audit services of the independent registered public accounting firm; (iii) to receive and consider a report from the independent registered public accounting firm concerning their conduct of the audit, including any comments or recommendations they might want to make in that connection; and (iv) to review compliance with and the adequacy of our major accounting and financial reporting policies and controls. The members of the Audit Committee are currently Peter C. Mitchell (Chairman), Mushahid Khan, and Edward L. Kuntz. Following the completion of the Share Exchange with AETI on July 26, 2019, the Audit Committee met two times during the fiscal year ended December 31, 2019. The Board has determined that Messrs. Mitchell, Khan, and Kuntz are "independent" as defined in the rules of the OTCQX Best Market and that Messrs. Mitchell and Kuntz each qualify as an "audit committee financial expert" as defined in the regulations of the Securities and Exchange Commission. A copy of the Audit Committee charter is available at <http://www.stabilisenergy.com>.

### **Compensation Committee**

The Board of Directors established the Compensation Committee as a standing committee on September 11, 2019. The primary functions of the Compensation Committee are to review and approve the compensation of the Chief Executive Officer and the other executive officers of the Company, to recommend the compensation of the directors, to review and approve the terms of any employment agreements with executive officers and to produce an annual report for inclusion in the Company's proxy statement. The Compensation Committee also administers and interprets the Company's equity compensation and employee benefit plans and grants all awards under the employees stock incentive plan. The members of the Compensation Committee are currently J. Casey Crenshaw (Chairman), Peter C. Mitchell, Mushahid Khan, and Edward L. Kuntz. The Board of Directors determined that Messrs. Mitchell, Khan, and Kuntz are considered independent as defined in the rules of the OTCQX Best Market. A copy of the Compensation Committee charter is available at <http://www.stabilisenergy.com>.

## Board's Role in Risk Management

The Board and management are in the process of establishing a formal risk management policy providing for the assessment and management of risk factors relating to the Company. The Board of Directors, initially through the Audit Committee, provides oversight of the implementation and operation of the Company's risk management processes.

## Code of Ethics

The Company has adopted a code of business conduct and ethics for its directors, officers and employees. A copy of the code of business conduct and ethics is available at <http://www.stabilisenergy.com>.

## Attendance at Meetings

During the fiscal year ended December 31, 2019, the Board of Directors held four meetings following the completion of the Share Exchange with AETI on July 26, 2019. No member of the Board of Directors attended fewer than 75% of the meetings of the Board held in 2019.

## Director Compensation

The Company has established the following compensation for its independent directors:

- i. Cash compensation of \$50,000 per annum payable quarterly; and
- ii. Equity compensation of \$50,000 of Company common stock per annum calculated based on the market price of the Company's common stock as of the close of business immediately prior to the first Board of Directors meeting in each calendar year with vesting one year later.

The Company pays each director's reasonable travel, lodging, meals and other expenses connected with their Board service.

Directors who are not independent receive no separate compensation for director service.

## 2019 Director Compensation

The following table describes the compensation earned following the completion of the Share Exchange on July 26, 2019 by each individual who served as a non-employee director during 2019.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	All Other Compensation (\$)	Total (\$)
Edward L. Kuntz	\$ 25,000	\$ 25,000	\$ —	\$ 50,000
Peter C. Mitchell	25,000	25,000	—	50,000
Mushahid Khan	25,000	25,000	—	50,000
Total	\$ 75,000	\$ 75,000	\$ —	\$ 150,000

## Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our officers and directors and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership of our common stock with the SEC. Based on our review of the copies of such reports, we believe that all such reports required by Section 16(a) of the Exchange Act were in compliance with such filing requirements during the fiscal year ended December 31, 2019, except that (i) the Form 4s filed jointly by JCH Crenshaw Holdings, LLC and J. Casey Crenshaw on February 14, 2019 and May 3, 2019 each contained one late transaction relating to issuances of a common stock dividend payable to holders of Series A Convertible Preferred Stock, par value \$0.001 per share of American Electric and (ii) the Form 3s filed in connection with the appointment of each of the following directors or officers were filed late: Edward L. Kuntz, Peter C. Mitchell, and Andrew L. Puhala. Each filing was made promptly after the issue was discovered.

**Certain Relationships and Related Transactions**

All related party transactions are required to be reviewed and approved by an independent body of the Board of Directors composed solely of independent directors as defined in the OTCQX Rules.

Reference is hereby made to Note 12 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019 filed March 16, 2020 for further information.

PROPOSAL NO. 2

TO RATIFY THE SELECTION OF THE COMPANY'S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2020

The Board of Directors is asking the stockholders to ratify the Audit Committee's selection of Ham, Langston & Brezina, LLP as the Company's independent registered public accounting firm for 2020. In the event the stockholders fail to ratify the selection, the Audit Committee will reconsider its selection.

Representatives of Ham, Langston & Brezina, LLP are expected to be present at the Annual Meeting in person or by conference telephone and will have the opportunity to make a statement if they desire to do so. It is also expected that they will be available to respond to appropriate questions. Ham, Langston & Brezina, LLP has been our independent registered public accounting firm since the fiscal year ended December 31, 2007.

Fees billed for services provided by our independent registered public accounting firm for 2019 and 2018 were as follows:

Types of Fees	Year Ended December 31,	
	2019	2018
Audit Fees (1)	\$ 221,650	\$ 191,157
Audit-Related Fees (2)	—	62,367
Tax Fees (3)	—	—
Other Fees (4)	—	12,000
Total Fees	\$ 221,650	\$ 265,524

- (1) Audit fees consist of fees billed for professional services rendered for the audit of our annual consolidated financial statements and review of our interim condensed consolidated financial statements included in our quarterly reports, professional services rendered in connection with our filing of various registration statements (such as registration statements on Form S-8 and Form S-1, including related comfort letters) and other services that are normally provided by Ham, Langston & Brezina, L.L.P. in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported as audit fees. Ham, Langston & Brezina, L.L.P. rendered no such services for us in 2019.
- (3) Tax fees consist of fees billed for professional services rendered for tax compliance, tax advice and tax planning (domestic and international). Ham, Langston & Brezina, L.L.P. rendered no such services for us in 2019 or 2018.
- (4) All other fees consist of fees billed for products and services other than the services described in notes (1), (2) and (3) above. Ham, Langston & Brezina, L.L.P. rendered no such services for us in 2019.

## AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed with the Company's management and Ham, Langston & Brezina, LLP the audited consolidated financial statements of the Company contained in the Company's Annual Report on Form 10-K for the Company's 2019 fiscal year. The Audit Committee has also discussed with Ham, Langston & Brezina, LLP the matters required to be discussed pursuant to Auditing Standard No. 1301 issued by the Public Company Accounting Oversight Board ("PCAOB").

The Audit Committee has received and reviewed the written disclosures and the letter from Ham, Langston & Brezina, LLP required by the applicable requirements of the PCAOB and Securities and Exchange Commission regarding the independent accountant's communications with the audit committee concerning independence and has discussed with Ham, Langston & Brezina, LLP its independence from the Company.

The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining auditor independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for its 2019 fiscal year for filing with the SEC.

Respectfully submitted,

Peter C. Mitchell (Chairman)  
Mushahid Khan  
Edward L. Kuntz

### Audit Committee's Pre-Approval Policies

The Audit Committee's policy is to pre-approve all audit services and all permitted non-audit services (including the fees and terms thereof) to be provided by the Company's independent registered public accounting firm; provided, however, pre-approval requirements for non-audit services are not required if all such services (1) do not aggregate to more than five percent of total revenues paid by the Company to its independent registered public accounting firm in the fiscal year when services are provided; (2) were not recognized as non-audit services at the time of the engagement; and (3) are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee.

The Audit Committee pre-approved all of the fees described above.

The Audit Committee has considered whether the provision of the above services other than audit services is compatible with maintaining auditor independence.

### Vote Required

The affirmative vote of a majority of the shares of Common Stock present at the Annual Meeting and voting on the proposal is required to ratify the selection of the Company's independent registered public accounting firm for 2020. Abstentions and broker non-votes have no effect on the vote on the proposal.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 2, TO RATIFY THE SELECTION OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2020.**



**PROPOSAL NO. 3**

**TO AUTHORIZE THE AMENDMENT OF THE ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY TO STABILIS SOLUTIONS, INC.**

The Board of Directors has voted to change our corporate name from Stabilis Energy, Inc. to Stabilis Solutions, Inc. The Board of Directors believes the proposed new name recognizes the expanded scope of our business and operations. Such name change would be effectuated by an amendment to our articles of incorporation which would amend Article 1 to read as follows:

**ARTICLE 1  
NAME**

**The name of the corporation is Stabilis Solutions, Inc.**

The change of our corporate name will not affect, in any way, the validity of currently outstanding stock certificates, nor will it be necessary for stockholders to surrender or exchange any stock certificates that they currently hold as a result of the name change. If the name change is approved at the Annual Meeting, we will file an amendment to our articles of incorporation effecting the name change. In connection with the name change, we will not change the trading symbol for our common stock and it will continue to be quoted on the OTCQX Best Market as SLNG.

Stockholders will not be entitled to rights of appraisal in connection with the proposed name change.

**Vote required**

The affirmative vote of the holders of a majority of the voting rights outstanding and entitled to vote at the Annual Meeting is required to approve the proposed name change. Abstentions and broker non-votes will have the effect of a vote against the proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" APPROVAL OF THE NAME CHANGE TO STABILIS SOLUTIONS, INC.**

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below sets forth information, as of June 30, 2020, the amount and percentage of our outstanding shares of common stock beneficially owned by (i) each person known by us to own beneficially more than 5% of our outstanding common stock, (ii) each director, (iii) each of our named executive officers, and (iv) all of our directors and executive officers as a group. Unless otherwise noted, the following table is based on 16,896,626 shares outstanding as of June 30, 2020.

Name <sup>(4)</sup>	Common Stock	
	Number of Shares	Percent of Class
J. Casey Crenshaw (1)	12,960,319	76.7%
Stacey B. Crenshaw (1)	12,960,319	76.7%
LNG Investment Company, LLC (2)	12,580,808	74.5%
Koby Knight (4)	—	*
Chart Energy & Chemicals, Inc. (3)	1,470,807	8.7%
James C. Reddinger (4)	1,452	*
Mushahid Khan (4)	21,336	*
Ben J. Broussard (4)	1,000	*
James G. Aivalis (4)	1,100	*
Edward L. Kuntz (4)	23,066	*
Peter C. Mitchell (4)	21,436	*
All directors and officers as a group of (10) persons	13,030,539	77.4%

\* Indicates less than 1%

- (1) Consists of (i) 12,580,808 shares owned by LNG Investment Company, LLC; (ii) 368,511 shares owned by JCH Crenshaw Holdings, LLC (“JCH”); (iii) 11,000 shares of Common Stock currently held by Mr. Crenshaw. Mr. Crenshaw may be deemed to have voting and dispositive power over the securities held by each of LNG Investment Company, LLC and JCH by virtue of being the sole manager of LNG Investment Company, LLC and the sole managing member of JCH; thus, he may also be deemed to be the beneficial owner of these securities. Mrs. Crenshaw, as the spouse of Mr. Crenshaw, may be deemed to share voting and dispositive power over the securities held by each Mr. Crenshaw, JCH and LNG Investment Company, LLC. Mr. and Mrs. Crenshaw each disclaim any beneficial ownership of the securities owned by LNG Investment Company, LLC, JCH and their respective spouses in excess of their pecuniary interest in such securities.
- (2) LNG Investment Company, LLC owns the 12,580,808 shares received in connection with the Share Exchange. Please see footnote (1) for additional information regarding the shares owned by LNG Investment Company, LLC.
- (3) Chart Energy & Chemicals, Inc. is a wholly owned subsidiary of Chart Industries, Inc. which manages the investments of Chart Energy & Chemicals, Inc. Jillian C. Evanko is the President and Chief Executive Officer of Chart Industries, Inc. and has voting and investment power over the shares held by Chart Energy & Chemicals, Inc. The business address of Chart Energy & Chemicals, Inc. is 8665 New Trails Drive, Suite 100, The Woodlands, Texas 77381. The business address of Chart Industries, Inc. is 3055 Torrington Drive, Ball Ground, Georgia 30107.
- (4) Unless otherwise noted above, the address of the stockholders is c/o Stabilis Energy, Inc. 10375 Richmond Avenue, Suite 700, Houston, Texas 77042.

## EXECUTIVE OFFICERS

Our current executive officers are:

<b>Name</b>	<b>Principal Position</b>
James C. Reddinger	Chief Executive Officer, President
James G. Aivalis	Chief Operating Officer
Andrew L. Puhala	Senior Vice President, Chief Financial Officer, Secretary

Information about James C. Reddinger and James G. Aivalis is contained in "Nominees of the Board of Directors" above.

Andrew L. Puhala, age 50, has been Chief Financial Officer of Stabilis since November 2018 and VP of Finance for The Modern Group, Ltd since August 2017. From September 2015 to June 2017 he served as Chief Financial Officer of ERA Group Inc. (NYSE:ERA), a provider of helicopter transport services primarily to the energy industry. Mr. Puhala served as Chief Financial Officer of American Electric Technologies, Inc. from January 2013 to September 2015 and CFO of AccessESP from 2011- 2012. Mr. Puhala held a variety of senior financial roles at Baker Hughes, Inc. from 1996 - 2011 including VP finance- Middle East Region, Division Controller and Assistant Treasurer. Mr. Puhala is a Certified Public Accountant and received a BBA in Accounting and an MPA from the University of Texas at Austin.

## EXECUTIVE COMPENSATION

### Summary Compensation Table

The following table sets forth information concerning the compensation of our chief executive officer and our two other most highly compensated executive officers serving as of December 31, 2019 (the "named executive officers").

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	All other compensation \$(2)	Total (\$)
James C. Reddinger, Chief Executive Officer	2019	\$ 500,000	\$ —	\$ —	\$ 500,000
	2018	500,000	—	—	500,000
Koby Knight, SVP Operations	2019	\$ 400,000	\$ —	\$ 12,000	\$ 412,000
	2018	400,000	—	12,000	412,000
James G. Aivalis, Chief Operating Officer	2019	\$ 356,288	\$ 155,910	\$ 9,000	\$ 521,198
	2018	317,562	143,553	9,000	470,115

(1) The Amount represents the performance bonus awards earned by our named executive for the fiscal 2019 and 2018 performance.

(2) The amount represents an annual auto allowance paid out on a monthly basis.

### Overview and Objectives

We believe our success depends on the continued contributions of our named executive officers. We have established our executive compensation program to attract, motivate, and retain our key employees in order to enable us to maximize our profitability and value over the long term. Our policies are also intended to support the achievement of our strategic objectives by aligning the interests of our executive officers with those of our shareholders through operational and financial performance goals and equity-based compensation. We expect that our compensation program will continue to be focused on building long-term shareholder value by attracting, motivating and retaining talented, experienced executives and other key employees. Currently, our Principal Executive Officer oversees the compensation programs for our executive officers.

### Elements of Compensation

Historically, we have compensated our named executive officers with annual base salaries, annual cash incentive bonuses and employee benefits. Additionally, our named executive officers may be awarded long-term equity incentives in the form of restricted stock awards, restricted stock units, or stock options. We expect that these elements will continue to constitute the primary elements of our compensation program, although the relative proportions of each element, and the specific plan and award designs, will likely evolve as we become a more established public company.

### Employment, Severance or Change in Control Agreements

During the periods covered in the Summary Compensation Table our named executive officers were "at will" employees and served without written employment agreements. They are entitled to receive employee benefits generally available to all employees. We were not party to any agreements with our named executive officers that provided benefits upon termination of employment or change of control.

### Base Salary

Base salary is the fixed annual compensation we pay to each of our named executive officers for carrying out their specific job responsibilities. Base salaries are a major component of the total annual cash compensation paid to our named executive officers. Base salaries are determined after taking into account many factors, including (a) the responsibilities of the officer, the level of experience and expertise required for the position and the strategic impact of the position; (b) the need to recognize each officer's unique value and demonstrated individual contribution, as well as future contributions; (c) the performance of the company and each officer; and (d) salaries paid for comparable positions in similarly-situated companies.

For the amounts of base salary that our named executive officers received in 2019 and 2018, see "Executive Compensation-Summary Compensation Table."

Our Board reviews the base salaries for each named executive officer periodically as well as at the time of any promotion or significant change in job responsibilities and, in connection with each review, our Board considers individual and company performance over the course of the relevant time period. The Board may make adjustments to base salaries for named executive officers upon consideration of any factors that it deems relevant, including but not limited to: (a) any increase or decrease in the named executive officer's responsibilities, (b) the named executive officer's job performance, and (c) the level of compensation paid to senior executives of other companies with whom we compete for executive talent, as estimated based on publicly available information and the experience of our directors.

#### **Annual Cash Bonuses**

Annual cash bonuses will be based on criteria determined in the discretion of our Board. For the fiscal years ended December 31, 2019 and 2018, James Aivalis was awarded a cash bonus equal to 50% of annual base salary for his performance related to the Company's operations.

#### **Other Benefits**

We offer participation in broad-based retirement, health and welfare plans to all of our employees.

#### **Risk Considerations**

The Compensation Committee considers whether the Company's compensation policies and practices for both executives and other employees encourage unnecessary or excessive risk taking.

Base salaries are not believed to encourage excessive risk taking. The Company's Executive Performance Bonus Program does focus on achievement of annual Company and/or individual performance goals, but both the Company and individual goals are considered appropriate for achievement without unnecessary and excess risk taking.

#### **Pension Benefits**

We have not maintained and do not currently maintain a defined benefit pension plan or a supplemental executive retirement plan. Instead, our employees, including our named executive officers, may participate in a retirement plan intended to provide benefits under section 401(k) of the Code (the "401(k) Plan") pursuant to which employees are allowed to contribute a portion of their base compensation to a tax-qualified retirement account in a defined safe harbor 401(k) Plan, subject to limitations.

#### **Non-Qualified Defined Contribution and Other Non-Qualified Deferred Compensation Plans**

We have not had and do not currently have any defined contribution or other plan that provides for the deferral of compensation on a basis that is not tax-qualified.

#### **2019 Long Term Incentive Plan**

On December 9, 2019, the Board of Directors of the Company adopted the 2019 Long Term Incentive Plan (the "2019 Plan"). The 2019 Plan provides for the award of Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Stock Awards, Dividend Equivalents, Other Stock-Based Awards, Cash Awards, Substitute Awards and Performance Awards. Awards may be granted under the 2019 Plan to employees, officers and directors of the Company and our Affiliates, and any other person who provides services to the Company or any of our Affiliates.

The 2019 Plan succeeds our 2007 Employee Stock Incentive Plan (the "2007 Plan") and no further shares will be issued under the 2007 Plan.

No awards were outstanding under the 2019 Plan as of December 31, 2019.

## STOCKHOLDER PROPOSALS FOR NEXT ANNUAL MEETING

The Company anticipates that it will hold its 2021 Annual Meeting of Stockholders on or about September 16, 2021. Any stockholder of record desiring to submit a proposal for action at the 2021 Annual Meeting of Stockholders and who wishes such proposal to appear in the Company's Proxy Statement with respect to such meeting should arrange for such proposal to be delivered to the Company's Corporate Secretary at the address set forth below no later than July 31, 2021 in order to be considered for inclusion in the Company's proxy statement relating to that meeting. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. If you are a beneficial owner of shares held in street name, you can contact the organization that holds your shares for information about how to register your shares directly in your name as a shareholder of record.

Stockholders must provide advance written notice of director nominations or other proposals intended to be presented at the Company's 2021 Annual Meeting. Such notice must be received by the Company not earlier than June 18, 2021, or later than 5:00 p.m., Central time, on July 18, 2021.

Notice of director nominations and other proposals for the 2021 Annual Meeting of Stockholders must be delivered to Andrew Puhala, Corporate Secretary, Stabilis Energy, Inc., 10375 Richmond Avenue, Suite 700, Houston, TX 77042.

**FINANCIAL INFORMATION AND ANNUAL REPORT ON FORM 10-K**

The Company's financial statements for the year ended December 31, 2019 are included in the Company's 2019 Annual Report on Form 10-K, which is available to the Company's stockholders on the Internet at <http://www.edocument.com/slng>. **Stockholders may obtain a copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2019 without charge by requesting it in writing from Andrew L. Puhala, Corporate Secretary, Stabilis Energy, Inc., 10375 Richmond Avenue, Suite 700, Houston, TX 77042.**

## OTHER MATTERS

The Board of Directors is not aware of any other matters to come before the meeting. If any other matter not mentioned in this Proxy Statement is brought before the meeting, the proxy holders named in the enclosed Proxy will have discretionary authority to vote all proxies with respect thereto in accordance with their judgment.

August 3, 2020

By Order of the Board of Directors

Andrew L. Puhala  
Secretary





IMPORTANT ANNUAL MEETING INFORMATION

Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 11:00 a.m., Central Time, on September 17, 2020.

Vote by Internet

- Go to www.investorvote.com/SLNG
Or scan the QR code with your smartphone
Follow the steps outlined on the secure website

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
Follow the instructions provided by the recorded message

Using a blackink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proposals — The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2, and 3.

Table with 3 columns of candidates (01-03, 04-06, 07-08) and 3 columns of voting options (For, Withhold, Against, Abstain). Includes instructions for ratifying the selection of the independent registered public accounting firm for 2020 and authorizing the amendment of the Articles of Incorporation.

Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by an authorized person.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

Three rectangular boxes for date and signatures.



▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼



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PROXY — STABILIS ENERGY, INC.

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Proxy for Annual Meeting of Stockholders To Be Held on September 17, 2020

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY

The undersigned hereby appoints James C. Reddinger and Andrew L. Puhala, and each of them, with full power of substitution, as proxies to represent and vote, as designated herein, all shares of Common Stock of STABILIS ENERGY, INC. (the "Company") which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company to be held on September 17, 2020 at Stabilis Energy, Inc., 10375 Richmond Avenue, Suite 125, Houston, TX 77042 at 11:00 a.m., central daylight time, and at any adjournment thereof.

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment thereof.

THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" ALL DIRECTOR NOMINEES AND "FOR" PROPOSALS NOS. 2, AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY BY MAIL

Non-Voting Items

Change of Address — Please print new address below.

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