

# CENTERPOINT ENERGY, INC.

## Finance Committee

### Charter

**Purpose:** The Finance Committee of the Board of Directors shall review financing requirements of the Company and make recommendations to the Board regarding financings and capital structure. To the extent delegated to it by the Board, the Committee shall have and may exercise all the powers and authority of the Board with respect to specific financings or categories of financing activity.

**Membership:** The Committee shall consist of not more than four directors, a majority of whom, including the Committee Chairman, shall not be employees of the Company or any of its subsidiaries. The Board shall appoint one member of the Committee as chairperson. The Committee and its Chairman shall be appointed annually by the Board of Directors.

**Meetings and Structure:** The Committee shall meet at least four times per year and at such times as are deemed appropriate by the Chairman of the Committee or any two members of the Committee or by the Chairman of the Board or the Chief Executive Officer.

The Chairman of the Committee shall be responsible for preparing the agenda, presiding over meetings and coordination of reporting to the Board. In the absence of the Chairman of the Committee, the responsibilities of the Chairman may be performed by any other member of the Committee.

**Authority and Responsibilities:** In addition to the responsibilities set forth above, the Finance Committee shall, from time to time as required and when the Committee considers it appropriate:

- Review management's forecasts of the Company's financial needs and monitor the financial policies of the Company and report thereon to the Board.
- Review management's recommendations regarding (a) the Company's capital structure, (b) the Company's needs for credit and other debt and equity financing in

various forms, (c) the amounts, timing and sources of proposed capital markets transactions, and (d) financial and financial hedging policies and dividend policies of the Company; and make recommendations to the Board for action concerning the foregoing matters.

- As and to the extent authority to do so is delegated to it by the Board, approve pricing and other terms and conditions relevant to specific securities offerings in the capital markets and other financing transactions, or when the Committee deems it appropriate, authorize officers of the Company to determine such terms and conditions (to the extent not required by law to be determined by the Board or a committee thereof).
- As and to the extent authority to do so is delegated to it by the Board, (a) authorize distributions, (b) establish new series of preferred or preference stock, (c) authorize the issuance of shares of capital stock of the Company and (d) exercise the authority of the Board of Directors vested in it pursuant to Article 2.13 of the TBCA or such successor statute as may be in effect from time to time.
- At least annually, review and assess the Committee's own performance and the adequacy of this Charter. Report the results of the reviews to the Board of Directors and, if considered appropriate, make recommendations to the Board to amend the Charter.
- Perform such other duties and responsibilities as specified by the Board from time to time.