

CENTERPOINT ENERGY, INC.
Finance Committee
Charter

Purpose: The primary function of the Finance Committee (the “Committee”) of the Board of Directors is to assist the Board in fulfilling its oversight responsibility with respect to the financial affairs of the Company and its subsidiaries (the “Company”). 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 at least three members, each of whom shall meet the director independence requirements established by the New York Stock Exchange. Members of the Committee, including the Chairperson of the Committee, shall be appointed by the Board and may be replaced by the Board.

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

The Chairperson 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 chairperson, a majority of the members of the Committee present at a meeting may appoint a member to preside at the meeting.

Authority and Responsibilities: The Committee shall do the following in support of the Company’s strategic business plan:

- Review management’s recommendations regarding the capital structure objectives, parameters and forecasts for the Company, as well as periodically for its major subsidiaries. This includes liquidity, short- and long-term financial requirements, credit exposures, target credit ratings and related financial risk.
- Review management’s recommendations for the Company, and periodically for its major subsidiaries, regarding (a) the financing plan, (b) the amounts, timing and sources of proposed financing transactions, and (c) use of derivatives. Following the review of

management's recommendations, the Committee will make recommendations to the Board, as appropriate.

- 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 transactions in the capital markets and other financing transactions, or recommend to the Board that it 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).
- Based on requests by management and to the extent authority to do so is delegated to the Committee by the Board, authorize: share repurchases, new series of preferred or preference stock, exchange offers, and other items vested in the Board pursuant to Section 21.155 of the Texas Business Organizations Code or such successor statute as may be in effect from time to time.
- Review and recommend for approval by the Board the declaration of dividends, including the amount and record date of dividends.
- Review periodically the Company's risk transfer strategies.
- Review and approve periodically the Company's short-term investment policy.
- 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 and, if considered appropriate, make recommendations to the Board to amend the Charter.
- Make regular reports to the Board.
- Perform such other duties and responsibilities as specified by the Board from time to time.

Authority to Retain Experts: The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain, dismiss or replace independent advisors to assist it in fulfilling its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee.