



## Code of Ethics for Chief Executive Officer and Senior Financial Officers

This Code of Ethics for the Chief Executive Officer and Senior Financial Officers applies to the Chief Executive Officer of CenterPoint Energy, Inc. (the “Company” or “CenterPoint Energy”) and to the Company’s Chief Financial Officer, its Chief Accounting Officer, Treasurer and Assistant Controller (the “Covered Employees”). The Company expects all of its employees to act in accordance with the highest standards of personal and professional integrity, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by CenterPoint Energy’s Ethics and Compliance Code, this Code of Ethics and other policies and procedures adopted by CenterPoint that govern the conduct of its employees.

**Honest and ethical conduct; conflicts of interest.** In carrying out their duties and responsibilities, Covered Employees should engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Covered Employees should strive to identify and raise potential issues before they lead to problems.

A conflict of interest occurs when an individual’s personal interest is adverse to, or otherwise in conflict with, the interests of the Company. Covered Employees should avoid taking actions that would create actual or apparent conflicts of interest. In those rare occasions in which an unanticipated conflict of interest may arise, the affected Covered Employee should promptly bring the situation to the attention of higher levels of management, the Company’s Law Department, the Corporate Compliance Officer or the Audit Committee so that appropriate steps may be taken to eliminate the conflict or take other preventative action. Conflicts of interest may involve not only situations in which the Covered Employee has a direct personal interest, but also those in which a family member of the Covered Employee has an interest or those in which the interest is indirect through a corporation, partnership or other entity.

**Full and fair disclosure.** It is the Company’s policy that the information in its public communications, including filings with the Securities and Exchange Commission, be timely, understandable, fair, complete and accurate in all material respects. Covered Employees should exercise diligence and care to do their part in acting in furtherance of this policy. Covered Employees are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to anyone having a role in the Company’s financial reporting and disclosure processes. Covered Employees must not directly or indirectly take any action to induce, coerce, manipulate or mislead CenterPoint Energy’s or its subsidiaries’ independent auditors for the purpose of rendering the financial statements of CenterPoint Energy and its subsidiaries misleading, or direct anyone else to do so.

It is the responsibility of each Covered Employee promptly to bring to the attention of the Company’s Disclosure Committee any material information of which the executive may become aware that affects the disclosures made by the Company in its public filings or otherwise, and to otherwise assist the Disclosure Committee in fulfilling its responsibilities. In addition, each Covered Employee shall promptly bring to the attention of the Disclosure Committee any information he may have concerning (a) deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves

management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls. A list of the members of the Disclosure Committee is attached as Appendix A.

**Compliance with laws and regulations.** Covered Employees should comply with applicable governmental laws, rules and regulations. Although no single individual is expected to know the details of all policies, laws, rules and regulations, it is important to know enough to determine when to seek advice or guidance. Each Covered Employee should promptly bring to the attention of appropriate senior management, the Company's Law Department, the Corporate Compliance Officer or the Audit Committee evidence of any violations of policies, laws, rules or regulations applicable to the Company, by the Company or anyone acting on its behalf.

**Reporting of violations of this code.** Each Covered Employee is responsible for reporting any violation of this Code of Ethics, or circumstances which the Covered Employee considers to involve a possible violation, to the Corporate Compliance Officer identified below. Employees may choose to remain anonymous in reporting violations or circumstances that may involve a violation.

**Accountability.** Each Covered Employee will be held accountable for his or her adherence to this Code of Ethics. The failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law that may result in civil and criminal penalties.

**Corporate Compliance Officer.** The Corporate Compliance Officer for purposes of this Code of Ethics is Carol Helliker. The Corporate Compliance Officer can be reached at (713) 207-8355. You can send an e-mail, that can be anonymous, to the Corporate Compliance Officer at [Compliance.Officer@CenterPointEnergy.com](mailto:Compliance.Officer@CenterPointEnergy.com), send a letter, that can be anonymous, to Carol Helliker, Corporate Compliance Officer, P.O. Box 61867, Houston, Texas 77208-1867 or call the Concerns Helpline at 1-888-888-3155. An anonymous concern can be left on the Concerns Helpline.

## Disclosure Review Committee

### Members:

Sean Blakley – Senior Director, Finance, Pipelines and Field Services  
Johnny Blau – Division Senior Vice President, Business Support Services  
Tracy Bridge – Division Senior Vice President, Support Operations  
Kristie Colvin – Senior Director, Financial Planning and Performance Management  
James Dumler – Senior Vice President, Strategic Planning and Business Development  
Walter Ferguson – Division Senior Vice President, Operations and Engineering, Field Services  
Lee Ferrell – Division Vice President and Chief Risk Officer  
Walter Fitzgerald – Senior Vice President and Chief Accounting Officer  
Linda Geiger – Assistant Treasurer  
Dan Hagen – Division Vice President, Finance  
Greg Harper – Senior Vice President and Group President, Pipelines and Field Services  
Marc Kilbride – Vice President and Treasurer  
Carla Kneipp – Vice President, Audit Services  
Floyd LeBlanc – Vice President, Corporate Communications  
David McClanahan – President and Chief Executive Officer  
Joseph McGoldrick – Division President, CenterPoint Energy Gas Operations  
Marianne Paulsen – Director, Investor Relations  
Wayne Roesler – Division Vice President, Rates and Regulatory  
Scott Rozzell – Executive Vice President, General Counsel, and Corporate Secretary  
Rufus Scott – Senior Vice President, General Counsel, and Assistant Corporate Secretary  
Kevin Shone – Division Vice President, Finance  
Tom Standish – Senior Vice President and Group President, Regulated Operations  
Wayne Stinnett – Division President, CenterPoint Energy Services  
Mark Veltmann – Assistant Controller  
David Weaver – Vice President, Tax  
Gary Whitlock – Executive Vice President and Chief Financial Officer  
Dean Woods – Vice President, Human Resources  
Cy Zebot – Division Senior Vice President and Chief Commercial Officer, Pipelines

### Invitees:

Chip D'Andrea – Partner, Deloitte & Touche  
Margo Scholin – Partner, Baker Botts  
Robert Shanks – Partner, Deloitte & Touche  
Gerald Spedale – Partner, Baker Botts  
Debbie Langford – Manager, Financial Reporting