



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

### **June 2019**

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 Energy 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 Chief Ethics and 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 Review 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 Review Committee in fulfilling its responsibilities. In addition, each Covered Employee shall promptly bring to the attention of the Disclosure Review Committee any information he or she 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.

**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 Chief Ethics and 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 Chief Ethics and 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 the 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.

**Chief Ethics and Compliance Officer.** The Chief Ethics and Compliance Officer for purposes of this Code of Ethics is Shane Kimzey. The Chief Ethics and Compliance Officer can be reached at (713) 207-7591. You can send a confidential e-mail to the Chief Ethics and Compliance Officer at [Compliance.Officer@CenterPointEnergy.com](mailto:Compliance.Officer@CenterPointEnergy.com), send a letter, that can be anonymous, to Shane Kimzey, Deputy General Counsel and Chief Ethics and Compliance Officer, 1111 Louisiana St., Houston, Texas 77002 or call the Concerns Helpline at 1-888-888-3155. An anonymous concern can be left on the Concerns Helpline or sent to <http://www.Reportlineweb.com/CenterPointEnergy>.