

CENTERPOINT ENERGY, INC.

Business Review and Evaluation Committee

Charter

Purpose: The primary purpose of the Business Review and Evaluation Committee (“BREC”) of the Board of Directors (the “Board”) is to assist the Board in evaluating and optimizing the various businesses, assets and ownership interests currently held by CenterPoint Energy, Inc. (together with its subsidiaries, “CenterPoint” or the “Company”). In this regard, the BREC shall provide advice and recommendations to the Board regarding analyzing and executing on a comprehensive range of potential value-maximizing strategic business actions and alternatives related to the Company’s current configuration and alignment of businesses, assets and other ownership interests (the “Business Review and Evaluation”). The BREC shall engage in and oversee the review and evaluation of such matters. The BREC shall provide formal recommendations to the Board based on the conclusions of its review and analysis on a confidential and non-binding basis.

Membership and Voting: The BREC shall consist of five voting members. At inception, the BREC members shall include: David Lesar, Martin Nesbitt, Phillip Smith, Barry T. Smitherman and, in light of his Interim President and Chief Executive Officer position, John Somerhalder II (each a “BREC Voting Member” and, collectively, the “BREC Voting Members”). David Lesar shall chair the BREC (the “Chairperson”). The Chairperson shall be responsible for the leadership of the BREC, including overseeing the agenda, presiding over meetings and reporting to the Board. To the extent that a permanent Chief Executive Officer is appointed by the Board during the Term of the BREC (defined below), such person shall replace the Interim President and Chief Executive Officer on the BREC as the fifth member.

Each BREC Voting Member shall have one vote on each matter evaluated. Decisions made, actions taken and recommendations finalized and presented by the BREC to the Board shall require a majority vote of the then-appointed and serving BREC Voting Members; provided, however, that any BREC actions or evaluations that are supported by two or more votes on the

BREC will be pursued by the BREC and any recommendation supported by two or more votes on the BREC will be finalized and presented to the Board.

Meetings and Structure: The BREC shall meet in-person, telephonically or by such other medium as is mutually agreed by the BREC Voting Members at such times as deemed appropriate by the Chairperson of the BREC, any two BREC Voting Members, the Chairperson of the Board or the Chief Executive Officer to carry out its responsibilities under this Charter. Beginning at its inception and for the first six months of its existence, the BREC shall meet a minimum of one time in each four-week period (and may of course meet more frequently). For the avoidance of doubt, the Chairperson of the Board may attend any and all meetings of the BREC, in whole or in part, at his or her discretion.

Responsibilities and Authority: In addition to the above, the BREC shall be provided with all necessary resources and authority for it to discharge its purpose, responsibilities and duties in performing the following functions in support of updating CenterPoint's strategic business plan:

- Provide advice and recommendations to the Board based on the BREC's Business Review and Evaluation.
- Retain, at the Company's expense, advisors and experts as it deems necessary in the performance of its duties. The Company shall pay the reasonable and documented fees and expenses of such advisors and experts.
- In coordination with the Chief Executive Officer of the Company and such officer's designees, request and receive any information it requires from Company personnel and representatives in support of the Business Review and Evaluation, all of whom shall be directed by the Company to cooperate in a timely manner with the BREC, as it deems necessary.
- Report to the Board regularly during the course of the Business Review and Evaluation, as the BREC deems necessary or appropriate or upon the Board's request, on information, analysis and developments related to the Business Review and Evaluation.

- Provide final formal recommendations to the Board on the results of and conclusions from the Business Review and Evaluation, on or prior to October 15, 2020.
- Assist the Company in preparation for an Investor Day: CenterPoint plans to hold an “Investor Day,” which may take place in person or be held virtually, by the end of the first quarter of 2021, where the Company shall undertake to provide, for the benefit of its current and prospective investors and stakeholders, heightened transparency into and enhanced disclosures regarding the Company, including as to updated strategic and capital plans, priorities, structures and investments; environmental, social and governance (“ESG”) initiatives; human capital management matters; and such other items as the Company may determine to address at the Investor Day with the input of the BREC and/or the Board.
- Periodically review and reassess the adequacy of this Charter and submit any proposed recommendations for changes to the Board for approval.
- Perform such other duties and responsibilities as specified by the Board from time to time.

Term: The BREC shall perform the portion of its work required to provide formal recommendations to the Board promptly and concluding by October 15, 2020. The BREC shall remain in place until the later of such time that the Board formally determines to not proceed with the BREC’s recommendations or such time that the Company consummates the strategic actions and alternatives that may be recommended by the BREC and approved by the Board, provided that in no event shall the BREC term end prior to the Investor Day.