

**ENABLE GP, LLC**  
**GOVERNANCE GUIDELINES**  
(Adopted by the Board on November 14, 2017)

Enable Midstream Partners, LP (the “Partnership”) is a master limited partnership governed by Delaware state law and the Second Amended and Restated Agreement of Limited Partnership of Enable Midstream Partners, LP (as amended from time to time, the “Partnership Agreement”), to which all limited partners (“unitholders”) are bound. The Partnership Agreement sets forth the rights of the unitholders and vests management of the Partnership in its general partner, Enable GP, LLC (the “General Partner”). The General Partner is governed by Delaware state law and the Amended and Restated Limited Liability Company Agreement of Enable GP, LLC (as amended from time to time, the “General Partner Agreement”). By contract, the unitholders do not participate in the management of the Partnership or in the appointment or election of any members of the board of directors (the “Board”) of the General Partner. Subject to limited exceptions set forth in the General Partner Agreement, the members of the General Partner have delegated to the Board the power and authority to manage the business and affairs of the Partnership.

The following Governance Guidelines have been adopted by the Board to assist the Board in the exercise of its responsibilities. These Governance Guidelines should be interpreted in the context of all applicable laws, the applicable listing rules of the New York Stock Exchange (the “NYSE”), the applicable regulations of the Securities and Exchange Commission (“SEC”) the Partnership Agreement, the General Partner Agreement and all other applicable governance documents, and are intended to serve as a framework within which the Board may conduct its business. To the extent that these guidelines conflict with any provision of the Partnership Agreement or the General Partner Agreement, the provisions contained in the appropriate agreement will govern.

**1. Board Composition and Director Selection and Qualifications**

*Size of the Board.* As provided in the General Partner Agreement, the precise number of directors will be determined from time to time by the unanimous vote of the management members of the General Partner.

*Selection of Directors.* The management members of the General Partner will select directors for election to the Board in accordance with the terms of the General Partner Agreement.

*Selection of Chairman.* As provided in the General Partner Agreement, the Chairman of the Board will be selected by the management members and will serve for a two-year term.

**2. Director Qualification Standards**

*Independence.* Because the Partnership is a limited partnership, the Board is not required to be composed of a majority of directors who meet the criteria for independence required by the NYSE or the SEC. However, in accordance with the rules of the NYSE, at least three members of the Board will be independent directors. For a director to be considered

“independent,” the Board must affirmatively determine annually that he or she meets the applicable requirements of the NYSE.

Independent directors are expected to inform the Board promptly of any material changes in their circumstances or relationships that may impact their designation by the Board as independent. The Board is responsible for conducting an annual evaluation of whether each independent director meets the independence requirements under the rules of the NYSE. In order to make this determination, the Board will consider all relevant facts and circumstances and apply the rules of the NYSE.

***Skills and Experience.*** The Board will review, at least annually, the appropriate skills, qualifications and experience required of Board members and the composition of the Board as a whole. This assessment should include factors such as judgment, skill, integrity, experience with businesses and other organizations of comparable size or industry, the interplay of the candidate’s experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board and any other factors deemed relevant to the current needs of the Board, including those that promote diversity.

***Service on Other Boards.*** Directors are expected to devote sufficient time and effort to their duties as members of the Board. If a director serves on more than three other boards of public companies in addition to the General Partner’s Board, she or he is required to advise the Chairman prior to accepting an invitation to serve on another board of a public company. The Board will periodically assess the ability of any director who serves on more than three other boards of public companies to fulfill her or his responsibilities as a member of the Board.

If an Audit Committee member simultaneously serves on the audit committee of more than one other public company, she or he is required to advise the Chairman prior to accepting an invitation to serve on the audit committee of another public company. The Board will determine whether such simultaneous service would impair the ability of such director to effectively serve on the Board’s Audit Committee and will disclose such determination in the Partnership’s public filings as required by the rules and regulations of the Securities and Exchange Commission.

***Changes in Professional Responsibility.*** If a director’s professional responsibilities materially change since the date she or he was elected to the Board, she or he is required to advise the Chairman. The Board will consider whether such change directly or indirectly impacts that director’s ability to fulfill her or his responsibilities as a member of the Board.

***Term Limits.*** The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the General Partner and the Partnership and their respective operations and, therefore, are able to provide an increasing contribution to the Board as a whole.

***Resignation or Removal.*** A director may resign from the Board upon written notice to the Board. Any director who is an officer will submit his or her resignation upon retirement,

resignation or termination by the General Partner. The Board may accept or reject such resignation in its discretion.

*Positions of Chairman and Chief Executive Officer.* The General Partner has no policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer. The Board believes that it should be free to make this choice in any way that seems best for the General Partner and the Partnership at a given point in time.

### **3. Director Responsibilities**

In discharging their responsibilities, the directors are entitled to rely on the honesty and integrity of the management of the General Partner and the General Partner's and the Partnership's independent advisors, including legal counsel and independent accountants.

Directors are expected to devote the time and effort necessary to fulfill their responsibilities as members of the Board. Directors are expected to prepare for, attend, and participate in the meetings of the Board and the committees of the Board on which they serve and to meet as frequently as necessary to properly discharge their responsibilities.

### **4. Director Orientation and Continuing Education**

The Board will establish and periodically evaluate an orientation program for new directors and a continuing education program for existing directors. Such programs may include presentations by appropriate executives and opportunities for directors to visit the principal facilities of the General Partner and the Partnership in order to provide greater understanding of their business and operations. In addition, the Board may arrange for directors of the General Partner to attend outside educational programs pertaining to the directors' responsibilities.

### **5. Access to Management and Independent Advisors**

Directors will have full access to the management of the General Partner and the Partnership and, as necessary and appropriate, the General Partner's and the Partnership's independent advisors, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate should be coordinated through the Chief Executive Officer, or if coordination through the Chief Executive Officer is imprudent or impractical, through the Secretary. Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the General Partner or the Partnership and will, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer, employee, or advisor to the General Partner or the Partnership.

### **6. Board Meetings**

*Schedule.* The Board will meet as frequently as it may determine necessary or appropriate in light of the circumstances and in accordance with the schedule determined by the Chairman.

***Agenda and Meeting Materials.*** An agenda for each Board meeting and meeting materials will be distributed to all directors a reasonable period of time before the Board meeting. The Chairman will establish the agenda for each Board meeting. The Chairman may request that members of senior management assist with the preparation of meeting agendas and materials, including items to be included on the agenda and the identification of necessary or appropriate meeting materials. Directors may also provide suggestions for the meeting agenda and materials to the Chairman, and may also raise subjects that are not on the agenda at any meeting.

The Board encourages the Chief Executive Officer to invite to Board meetings officers, other key employees and independent advisors who can provide additional insight into the matters being discussed, or whom senior management believes should be given exposure to the Board.

***Confidentiality.*** The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director, and the Chief Executive Officer will speak for the General Partner.

***Strategic Planning.*** The Board will hold an annual strategic planning meeting. The timing and agenda of the strategic planning meeting will be determined by the Chairman of the Board and the Chief Executive Officer.

***Non-Management Director Executive Sessions.*** Non-management directors will meet periodically in executive session without management participation. If the non-management members of the Board include members of the Board who are not independent, the independent directors will meet separately in executive session at least once a year.

## **7. Board Interaction with Investors, Media and Others**

The Board believes that the Chief Executive Officer and senior management designated by the Chief Executive Officer speak for the General Partner. Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the General Partner or the Partnership, but it is expected that directors will do so with the knowledge of the Chief Executive Officer and, in most instances, at the request of the Chief Executive Officer.

## **8. Board Committees**

***Standing Committees.*** Consistent with NYSE Rules, the Board will have at all times an Audit Committee. The Audit Committee will be comprised of at least three members, and all of the members will be independent directors. The Board will determine the independence of Audit Committee members in accordance with the applicable provisions of these Governance Guidelines, NYSE rules, and SEC regulations.

The Board will have at all times a Conflicts Committee. The Conflicts Committee will be comprised of at least two members. All of the members of the Conflicts Committee will be independent directors. The Board will determine the independence of Conflicts Committee

members in accordance with the applicable provisions of these Governance Guidelines, NYSE rules, and SEC regulations.

The Board will have at all times a Compensation Committee. The Compensation Committee will be comprised of at least three members. Because the Partnership is a limited Partnership, the Compensation Committee is not required to be comprised of directors who meet the criteria for independence required by the NYSE.

The Board may from time to time establish additional committees as it may deem appropriate.

***Appointment of Committee Members.*** The Board will appoint committee members. Consideration will be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy. Committee chairs will be appointed by the Board.

***Committee Charters.*** Any Standing Committee will have a written charter approved by the Board. The charters will include the purposes, responsibilities and authority of the committees as well as qualifications for committee membership, procedures for appointment and removal, structure and operations, reporting to the Board and such other matters as the Board deems appropriate. The charters will also provide that each committee will annually evaluate its performance. Consistent with NYSE listing requirements, the Audit Committee charter will be included on the Partnership's website and copies of the Audit Committee charter will be made available upon request to the General Partner's Secretary.

***Committee Meetings and Committee Agenda.*** The committees will meet as frequently as necessary to carry out the committee's responsibilities consistent with such committee's charter. Each committee chair will, in consultation with the other members of the committee and appropriate officers of the General Partner, establish the agenda for each committee meeting. Any committee member may submit items to be included in the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The committee chair or a majority of the committee members may call a meeting of the committee on which they are members at any time. A majority of the committee members will constitute a quorum for conducting business at a meeting of the respective committee. The act of a majority of committee members present at a committee meeting at which a quorum is in attendance will be the act of the committee, unless a greater number is required by law. The committee chair will supervise the conduct of the meetings and will have other responsibilities which the committee may designate from time to time.

## **9. Director Compensation**

It is the policy of the Board to provide independent directors with an annual compensation package consisting of cash and/or equity based compensation. In addition, independent directors who chair committees may receive additional compensation. Although the Compensation Committee will assist the Board with oversight of director compensation, any changes in the compensation of directors will require the approval of the Board. The Compensation Committee will periodically review the status of independent director

compensation in relation to comparable companies and other factors the Board deems appropriate. The Compensation Committee will also establish minimum unit ownership guidelines for independent directors.

#### **10. Annual Performance Review**

At least annually, the Board will conduct a self-evaluation to determine whether the Board and its committees are functioning effectively.

#### **11. Management Succession**

The Compensation Committee will, at least annually, review a succession plan for executive officers of the General Partner, which succession plan will include appropriate contingencies in case the Chief Executive Officer retires, resigns or is incapacitated. The Board will evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

#### **12. Chief Executive Officer**

*Chief Executive Officer Selection.* The Board will select a Chief Executive Officer in a manner that is in the best interests of the General Partner and the Partnership.

*Annual Chief Executive Officer Performance Review.* At least annually, the Compensation Committee will evaluate the performance of the Chief Executive Officer. As part of this process, the Compensation Committee will review the financial and non-financial business goals and objectives that the Compensation Committee deems relevant to the compensation of the Chief Executive Officer and conduct its own evaluation of the performance of the Chief Executive Officer in light of those business goals and objectives and any other factors as it deems appropriate.