

ENABLE MIDSTREAM PARTNERS, LP
RELATED PARTY TRANSACTIONS POLICY

(Amended by the Board on April 29, 2019)

1. Introduction

Because the Board of Directors (the “**Board**”) of Enable GP, LLC (the “**General Partner**”), the general partner of Enable Midstream Partners, LP (together with its subsidiaries, the “**Company**”), recognizes that Related Party Transactions present a heightened risk of conflicts of interest or the perception thereof, the Board has adopted this Related Party Transactions Policy to be followed in connection with all Related Party Transactions involving the Company. Questions regarding this policy should be directed to the Secretary or General Counsel.

2. Definitions.

“**Related Party**” means: (a) anyone who has served on the Board at any time during the last fiscal year; (b) anyone who has served as an officer of the General Partner or the Company at any time during the last fiscal year; (c) any person or entity that owns more than 5% of the General Partner or the Partnership; (d) anyone who is an immediate family member of a person listed above (which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, sister-in-law or brother-in-law, and anyone sharing their household, other than a tenant or employee); (e) any entity that is controlled by any person or entity listed above or in which any person or entity listed above has a substantial ownership interest. CenterPoint Energy, Inc. and its subsidiaries and OGE Energy Corp. and its subsidiaries are Related Parties.

“**Related Party Transaction**” means any transaction, arrangement, or relationship between the Company and a Related Party or between the General Partner and a Related Party. A Related Party Transaction may be in the form of business dealings between the Company or the General Partner and a Related Party, a charitable donation by the Company or the General Partner to a charitable organization that is affiliated with a Related Party, a consulting contract with a Related Party, an extension of credit to a Related Party, or any other form of indirect compensation to a Related Party. A Related Party Transaction does not include compensation of officers or directors that is approved by the Board or a committee of the Board.

3. Policy

a. Authorized Transactions. Except as provided in Section 3(e) of this Policy, a Related Party Transaction will be consummated or will continue only if the Board, or an authorized committee of the Board, approves or ratifies the transaction in accordance with this Policy. Directors, officers, and employees will notify the Secretary or General Counsel of any potential Related Party Transactions as soon as they become aware of any such transaction.

b. Compliance by Directors and Executive Officers. Directors and officers are responsible for ensuring their compliance with the Policy, including to the extent his or her immediate family members are involved in a potential Related Party Transaction and to the extent any entity that is

controlled by, or in which a substantial ownership interest is held by, him or her or his or her immediate family members.

c. Disclosure to the Board. No less frequently than once per quarter, the Management of the Company (“*Management*”) will present any previously unapproved Related Party Transactions to the Board for approval or ratification and will update the Board on any material changes to any previously approved Related Party Transactions. Management will promptly present proposed Related Party Transactions to the Board, or an authorized committee of the Board, for consideration. If advance approval by the Board, or an authorized committee of the Board, is not feasible, then Management, after consultation with the Company’s General Counsel, may preliminarily enter into such transactions subject to ratification by the Board, or an authorized committee of the Board, and management will promptly present such Related Party Transactions to the Board, or an authorized committee of the Board, for ratification. If the Board, or an authorized committee of the Board, considers ratification of a Related Party Transaction and determines not to so ratify, Management shall make all reasonable efforts to cancel or annul the transaction.

d. Items to be Considered for Approval. In determining whether or not to approve or ratify a Related Party Transaction, the Board, or the authorized committee of the Board, should consider all of the relevant facts and circumstances available, including but limited to: (i) whether there is an appropriate business justification for the transaction; (ii) the benefits that accrue to the Company as a result of the transaction; (iii) whether the terms are no less favorable to the Company than those generally being provided to or available from unrelated third parties entering into similar transactions; (iv) whether the terms are fair and reasonable to the Company, taking into account the totality of the relationships between the parties involved (including other transactions that are particularly favorable or advantageous to the Company); (v) the impact of the transaction on a director’s independence (if the Related Party is an independent director, an immediate family member of an independent director or an entity in which an independent director or an immediate family member of a director controls or owns a substantial interest); (vi) the availability of other sources for comparable products or services; (vii) whether it is a single transaction or a series of ongoing, related transactions; and (viii) whether entering into the transaction would be consistent with the Code of Business Conduct and Ethics.

e. Recurring Transactions. The Board, or an authorized committee of the Board, may from time-to-time review categories of Related Party Transactions that will recur with a Related Party in the ordinary course of business, establish criteria for the approval of such categories of Related Party Transactions, and delegate authority to one or more officers of the Company to approve such Related Party Transactions in accordance with the established criteria. Thereafter, any Related Party Transaction for which approval authority is delegated to one or more officers shall be deemed pre-approved by the Board or the authorized committee of the Board, provided that an officer to whom approval authority has been delegated approves such Related Party Transaction in accordance with the criteria established by the Board or the authorized committee of the Board.

e. Disclosure in SEC Filings. All Related Party Transactions for which the amount involved exceeds \$120,000 will be disclosed in the Partnership’s applicable filings to the extent required by the Securities Act of 1933, the Securities Exchange Act of 1934, and related rules.