

Enable Midstream Partners, LP
Enable GP, LLC
Compensation Committee Charter

(Adopted by the Board on May 5, 2015)

This Charter governs the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Enable GP, LLC (the “*Company*”), the general partner of Enable Midstream Partners, LP (the “*Partnership*”).

The Board is not required under the rules of the New York Stock Exchange to have a compensation committee or for the members of the compensation committee to be independent directors. The Board has nevertheless elected to establish the Committee in the interests of good governance, but the members of the Committee are not required to be independent directors.

Purpose

The Committee is a standing committee of the Board. Among other things, the Committee assists the Board in fulfilling its responsibilities with respect to the compensation of directors and officers of the Company and the Partnership.

Membership

The Committee will be comprised of two or more directors of the Company as determined by the Board, none of whom shall be an officer or an employee of the Company or the Partnership. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.

The members of the Committee shall be appointed by the Board, and shall serve until their successors are duly designated and qualified (or until their earlier death, resignation or removal). The Board shall have the authority at any time to remove, with or without cause, one or more members of the Committee. One of the members of the Committee shall be designated by the Board as the Chairperson. Should the Chairperson of the Committee be absent or unavailable for a meeting, the members of the Committee may designate a member to preside at the meeting by majority vote of the Committee membership.

Meetings and Structure

The Committee shall meet in person or telephonically as it may determine necessary to comply with its responsibilities set forth herein. Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as prescribed for meetings of the Board. A majority of the members of this Committee at the time in office shall constitute a quorum at any meeting of the Committee for the transaction of business. The Committee shall act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. The Committee may act without a meeting by unanimous written consent of the members.

The Chairperson will establish the agenda of each Committee meeting with the assistance of other Committee members or appropriate members of management. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting. All decisions and resolutions of the Committee shall be reported in the minutes of its meetings. The minutes of all meetings of the Committee shall be kept at the principal office of the Partnership.

The Committee may request any officer or employee of the Company or the Partnership, or any representative of the Company's or the Partnership's legal counsel or advisors, to attend a meeting of the Committee or to meet with any members or representatives of the Committee.

Resources and Authority

The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any compensation consultant, independent legal counsel or other advisor to assist it in the performance of its duties and, before retaining such advisor, shall consider the advisor's independence from management, including the factors specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company shall provide appropriate funding, as determined by the Committee, for (i) payment of compensation to any advisor retained by the Committee and (ii) administrative expenses of the Committee necessary or appropriate for carrying out its responsibilities.

Responsibilities

The responsibilities of the Committee shall include the following:

- develop and implement the Partnership's compensation policies and programs, including compensation policies and programs for Board members;
- serve as the "Committee" as defined in the Enable Midstream Partners, LP Long Term Incentive Plan or any subsequent plans ("*LTIP*") in accordance with its terms, and make final determinations with respect to any grant of an equity award thereunder; provided, however, that any grant that would, to qualify for the exemption available under Rule 16b-3 of the Exchange Act, require approval by the full Board, shall only be effective upon such approval;
- serve as the "Committee" as defined in the Enable Midstream Partners, LP Short Term Incentive Plan or any subsequent plans ("*STIP*") in accordance with its terms, and make final determinations with respect to any grant of an incentive compensation award thereunder;
- review and approve corporate goals and objectives relevant to the compensation of the Company's officers as defined under Rule 16a-1 of the Exchange Act and any other officer or, if desired by the Committee, other members of management, evaluate the performance of such individuals in light of those goals and objectives, and determine the

compensation levels of such individuals (including any benefits, short-term incentive or other compensation under the STIP, and long-term incentive or other compensation under the LTIP or the award or grant of any “perquisites” within the meaning of Item 402(c)(2) of Regulation S-K of the Securities Act of 1933, as amended) based on this evaluation;

- review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any officer and any payments proposed to be made thereunder;
- conduct periodic reviews of the cash-based and equity-based incentive plans of the Partnership that may be in place from time to time, and submit recommendations to the Board with respect to the approval, adoption or amendment of any such plan;
- review annually and recommend for approval to the Board the executive compensation disclosure to be included in the Partnership’s annual report on Form 10-K or proxy statement;
- establish, amend and terminate the Partnership’s 401(k) plan and other tax-qualified savings and retirement plan and medical and other welfare benefit plans that are subject to the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), and other fringe benefit and non-ERISA employee benefit plans and programs from time to time as the Committee determines are appropriate;
- establish a committee or committees to serve as the ERISA fiduciaries for the Partnership’s 401(k) plan and other employee benefit plans that are subject to ERISA and to serve as the administrators of the Partnership’s non-qualified deferred compensation plans and arrangements and other fringe benefit and non-ERISA employee benefit plans and programs (collectively, the “**Benefit Committees**”), appoint, monitor and, when necessary, replace members of the Benefit Committees, and review and approve the charters for such Benefit Committees;
- oversee risk management as it relates to the Partnership’s compensation plans, policies and practices and review whether the Partnership’s compensation programs may create incentives for the Company’s officers or the Partnership’s employees to take excessive or inappropriate risks that could have a material adverse effect on the Partnership;
- conduct periodic reviews of the amount and form of directors’ compensation for Board and committee service in relation to time commitment, responsibilities and risks and current norms, and recommend any adjustments thereto to the Board for its consideration and decision;
- review and assess annually the independence and performance of the compensation consultant, if any, for the prior year and make a determination of whether that consultant, or another consultant or consulting firm, will be retained to provide services to the Committee;
- at least annually, evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K

promulgated by the U.S. Securities and Exchange Commission; and

- at least annually, review a succession plan for officers of the Company, which succession plan will include appropriate contingencies in case the Chief Executive Officer retires, resigns or is incapacitated.

Other Matters

- The Committee shall review this Charter at least annually and recommend any changes to the Board.
- The Committee shall evaluate annually its own performance against the requirements of this Charter and report the results of the evaluation to the Board. The Committee will conduct its review and evaluation in such manner as it deems appropriate.
- The Committee may, at the request of the Board or on its own initiative, investigate such other matters as it considers necessary or appropriate given the circumstances, including, without limitation, matters relating to compensation.
- The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or, to the extent permitted by applicable law, to any other body or individual. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (a) “non-employee directors” within the meaning under Rule 16b-3 of the Securities Exchange Act of 1934, and (b) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code.