



## CENTERPOINT ENERGY, INC.

### **Corporate Governance Guidelines (Adopted: December 13, 2024)**

The following governance guidelines have been approved by the Board of Directors (the “Board”) of CenterPoint Energy, Inc. (the “Company”) and, together with the Company’s charter, bylaws and other guidelines or charters of the Board and its committees, provide the framework for the governance of the Company. The Board will review these principles and other aspects of the Company’s governance annually or more often if deemed necessary.

#### **Role of Board**

The Board is the ultimate decision-making body of CenterPoint Energy, Inc., except with respect to those matters reserved to the shareholders under the Company’s organizational documents and governing law.

The principal duties of the Board are to see that the Company is well-managed and otherwise exercise their business judgment to act in a manner they reasonably believe to be in the best interests of the Company and its shareholders in directing the management of the business and affairs of the Company and enhancing long-term shareholder value. These leadership responsibilities include the following:

- (a) monitoring the executive management team performance, and providing advice and counsel as the Board deems appropriate;
- (b) succession planning for the position of Chief Executive Officer (the “CEO”) and other members of the executive management team;
- (c) reviewing, monitoring and, where appropriate, approving the Company’s strategic plans and objectives, financial performance and risk management framework; and
- (d) seeking to ensure that processes are in place for maintaining the integrity and reputation of the Company and reinforcing a culture of ethics, compliance and risk management.

## **Board Structure**

1. *Number of Directors.* The Board will consist of the number of directors determined from time to time by the Board, subject to the provisions of the Company's charter and bylaws, following receipt of the recommendation of the Governance, Environmental and Sustainability Committee.

2. *Board Composition.* A significant majority of the directors will be persons who the Board has determined do not have any direct or indirect material relationship with the Company (other than in their positions on the Board) and who otherwise meet the criteria for independence required by the New York Stock Exchange ("NYSE"). The Board may from time to time adopt and disclose categorical standards to assist it in making independence determinations. No more than two directors will be officers of the Company. The members of the Board are encouraged to limit the number of other public company boards on which they serve. A non-employee director may not serve on more than four public company boards, including the Board, and directors who are executive officers of a public company may not serve on more than two public company boards, including the Board. Annually, the Governance, Environmental and Sustainability Committee will review this provision and director compliance with the limits herein on public company board service. Directors shall advise the Chair of the Board in advance of accepting an invitation to serve on another public company's board.

3. *Selection of Directors.* (a) General. The Governance, Environmental and Sustainability Committee will evaluate and recommend to the Board potential nominees for election to the Board. All nominees shall meet the qualification and eligibility requirements contained herein, the charter of the Governance, Environmental and Sustainability Committee and in the Company's bylaws. The invitation to join the Board should be extended by the Chair of the Board and the Chair of the Governance, Environmental and Sustainability Committee.

In nominating a slate of directors for election by the shareholders, the Board's objective is to select eligible individuals whose qualifications are such that they will contribute to the formulation and implementation of the Company's strategic direction. The Board shall consider the need for a range among the directors of business experience, diversity of perspective, professional skills, geographic representation and other qualities the Board considers important in light of the Company's business plan.

(b) Advance Resignation - Majority Voting. In accordance with the Company's bylaws, except with respect to contested elections of directors, each director shall be elected by a majority of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present. As a condition to being nominated to continue to serve as a director, an incumbent director nominee will submit an irrevocable letter of resignation to the Board which would be effective upon and only in the event that (i) such nominee fails to receive the required vote for election to the Board at the next meeting of the shareholders of the Company at which such nominee faces re-election and (ii) the Board accepts such resignation. As a condition to being nominated, each nominee who is not an incumbent director will agree to submit such an irrevocable letter of resignation upon his or her election as a director. In addition, the Board will fill vacancies (including new directorships created by expansion of the Board) only with candidates who agree to submit such an irrevocable letter of resignation upon appointment as a director.

If an incumbent director nominee does not receive the required vote, the Governance, Environmental and Sustainability Committee shall promptly consider whether to accept the resignation of such nominee and make a recommendation to the Board concerning the acceptance or rejection of such resignation. The Board will act on the Governance, Environmental and Sustainability Committee's recommendation and will publicly disclose its decision and the reasons therefor within 90 days from the date of the certification of the election results. The Governance, Environmental and Sustainability Committee and the Board will consider what they believe to be the reason or reasons stated for the nominee's not receiving the required vote, whether the underlying cause or causes are curable, the overall composition of the Board and the effect acceptance of this or other resignations could have under any applicable rule, regulation or contract (including NYSE listing standards and federal securities laws), as well as any other factors that they believe to be relevant. The resignation, if accepted by the Board, will be effective at the time specified by the Board when it determines to accept the resignation, which effective time may be deferred until a replacement director is identified and appointed to the Board.

Any director whose resignation is being considered as described in this section will abstain from participation in both the Governance, Environmental and Sustainability Committee's consideration of the director's resignation, if the director is a member of that committee, and the Board's decision regarding the resignation. Any such director will abstain from participation in

consideration of any other director's resignation unless there would be fewer than three directors eligible to participate in the Board's consideration of the resignation.

4. *Board Leadership.* The offices of Chair of the Board and CEO are currently separate. However, the Board believes that it is in the best interests of the Company and its shareholders for the Board to have the flexibility to make the determination from time to time as to whether the role of Chair and CEO should be separate or combined.

The primary functions of the Chair of the Board are to provide leadership to the Board and a coordinating role for its activities. Additionally, the Chair performs duties as may be conferred by law, set forth in the charter, the bylaws, other guidelines or charters of the Board and its committees, or as otherwise assigned by the Board. The responsibilities of the Chair include:

- in consultation with the CEO, developing and communicating the agenda for and scheduling meetings of the Board;
- establishing parameters for the quality, amount and timeliness of the information flow to the Board (it being understood that management is responsible for the preparation of materials for the Board consistent with these parameters);
- working to ensure that the Board is provided with adequate time for effective study and preparation prior to any discussion of business under consideration by the Board;
- presiding at regular and special meetings of the Board, executive sessions of the Board, and annual and special meetings of shareholders;
- setting and monitoring the ethical tone of the Board, monitoring how the Board functions and seeking to ensure that its directors work together effectively;
- reviewing major activities and plans of the Company with the CEO;
- conferring with the CEO regarding the development, implementation, and monitoring of near- and long-term strategic plans for the Company;

- monitoring performance of the CEO and providing input to the Human Capital and Compensation Committee concerning the compensation arrangements for the CEO; and
- supporting and promoting business relationships as appropriate.

If the offices of Chair of the Board and CEO should in the future be combined, references to the CEO in the above enumeration of responsibilities should be considered modified as appropriate.

5. *Committees of the Board.* The Board has an Audit Committee, a Governance, Environmental and Sustainability Committee, a Human Capital and Compensation Committee, and a Safety and Operations Committee, each of which must function in accordance with applicable law, the charter, the bylaws, other guidelines or charters of the Board and its committees as adopted and amended from time to time by the Board and any applicable rules of the NYSE. The Board may also establish such other committees as it deems appropriate and assign and delegate to such committees such power and authority as determined by the Board, subject to applicable law and the Company's charter and bylaws.

The Governance, Environmental and Sustainability Committee will review and make the following recommendations to the Board:

- membership of each committee, including chairs;
- responsibilities of each committee as set forth in the charters of the respective committees or as otherwise assigned by the Board;
- whether new committees should be formed and whether existing committees should be continued, redirected or abolished; and
- fee levels and other elements of compensation for outside directors.

The Audit, Human Capital and Compensation, Governance, Environmental and Sustainability, and Safety and Operations Committees will each consist solely of persons the Board determines are independent directors satisfying the eligibility requirements under NYSE listing standards. It is also expected that members of the various committees shall meet the eligibility

requirements specified in federal income tax and securities laws, as applicable, and specified in the respective committee charters. Each committee chair, in consultation with committee members, will determine the frequency of the meetings of the committee, except as otherwise provided in the committee's charter.

6. *Stock Ownership.* Non-management directors are expected to own a significant equity interest in the Company within a reasonable period after initial election to the Board. Accordingly, within five years of joining the Board, each Director should acquire, and continue to hold during his or her tenure on the Board, Company stock with a market value equivalent to five times the regular annual director retainer (not including any committee chair retainer or other fees) paid to such Director in the Company's most recently completed full fiscal year. To more closely align the interests of directors and the Company's shareholders, a portion of director compensation will be paid in the form of common stock, as determined by the Board from time to time.

## **Board Functions**

1. *Chief Executive Officer Performance.* The Board believes that the CEO's performance should be evaluated annually, based on both qualitative and quantitative factors, and as a regular part of decisions with respect to the CEO's compensation.

The Human Capital and Compensation Committee will evaluate the CEO's performance annually in the course of determining or recommending the CEO's compensation, as provided in the Human Capital and Compensation Committee's charter. During an executive session of the Board, the Chair of the Human Capital and Compensation Committee will report to the non-management directors on the evaluation of the CEO's performance. The Chair of the Board, if the positions of Chair of the Board and CEO are separate, and otherwise, the Chair of the Governance, Environmental and Sustainability Committee, will review comments of the Board with the CEO following the executive session, as appropriate.

2. *Major Strategies and Financial Objectives.* Each year the Board will review and approve the Company's business plan, as well as its long-term strategic and financial goals. The Board will regularly monitor the Company's performance with respect to these plans and goals.

3. *Risk Oversight.* The Board will review the significant risks facing the Company and the steps management has taken to identify, monitor and mitigate potential risk exposures,

including the Company's policies and framework regarding risk assessment and risk management, and the structure and sufficiency of the Company's risk control organization. The Board will approve overall corporate risk limits.

4. *Board Evaluation.* The Governance, Environmental and Sustainability Committee will consider and recommend to the Board measures by which the Board can evaluate the effectiveness of the Board, its members and its committees. The Board will conduct an annual evaluation to determine whether it and its committees are functioning effectively. Based on the evaluation, the Board will determine what actions, if any, should be taken to improve the performance of the Board and its committees.

5. *Management Succession and Development.* The Human Capital and Compensation Committee will review and discuss at least annually the Company's management succession planning and development program, including planning in the event of an emergency or retirement of the CEO. The entire Board will work with the Human Capital and Compensation Committee to identify potential successors to the CEO. The Chair of the Human Capital and Compensation Committee and the CEO will report to the Board on management succession and development.

6. *Executive Compensation.* The Human Capital and Compensation Committee will review and approve the compensation of senior executive officers other than the CEO, following review with the CEO of the performance of the senior executive officers. The Human Capital and Compensation Committee will, together with the other independent directors of the Board, determine and approve the compensation of the CEO based on a performance evaluation of the CEO.

7. *Director Compensation.* The Governance, Environmental and Sustainability Committee will periodically review and make recommendations to the Board with respect to outside director compensation, taking into account comparative data for companies that are similarly situated, with the objective that such compensation be reasonable and competitive. The Governance, Environmental and Sustainability Committee may seek data on director compensation at other comparable companies from staff or outside consultants.

## Board Operations

1. *Review of Board Operations.* The Governance, Environmental and Sustainability Committee, in consultation with the Chair of the Board and the CEO jointly, will periodically review and make recommendations to the Board regarding Board processes and policies, including the appropriateness of Board meeting agendas and the frequency and location of Board meetings.

2. *Meeting Attendance.* Directors are expected to attend the Company's annual meeting of shareholders, Board meetings and meetings of committees on which they serve. If a director's cumulative attendance falls below 75% of Board and applicable committee meetings in the aggregate held over a three-year period, the director will be expected to offer his or her resignation. The Governance, Environmental and Sustainability Committee will make a recommendation to the Board whether the Board should accept the resignation.

3. *Selection of Agenda Items for Board Meetings.* The Chair of the Board and the CEO will establish the agenda for each Board meeting. The chair of each committee of the Board shall set the agenda of meetings of the applicable committee. Each director is free to suggest items for inclusion on the agenda, and each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

4. *Pre-meeting Materials.* To the extent feasible or appropriate, information and data important to the directors' understanding of the matters to be considered, including background summaries of presentations to be made at the meeting, will be distributed sufficiently in advance of the meeting to allow the directors to prepare. Directors also will routinely be sent financial statements, earnings reports, press releases, analyst reports and other information designed to keep them informed of the material aspects of the Company's business, performance and prospects. To prepare for meetings, directors should review the materials that are sent to them in advance of those meetings.

5. *Conduct of Meetings.* Board meetings will be conducted in a manner that promotes open communication, objective, constructive and meaningful participation, and timely resolution of issues.

6. *Conflicts of Interest.* Directors are expected to be familiar with and follow the Company's Ethics and Compliance Code. Each director is expected to avoid personal or other



interests that conflict or may appear to conflict with or impair the director's ability to perform such director's responsibilities, and must promptly disclose to the Chair of the Board and the Chair of the Governance, Environmental and Sustainability Committee any potential conflicts of interest such director may have with respect to any matter involving the Company and, if appropriate, recuse themselves from any discussions or decisions on any of these matters. The Chair of the Governance, Environmental and Sustainability Committee shall promptly advise the other members of the Governance, Environmental and Sustainability Committee of any potential conflicts of interest such director may have with respect to any matter involving the Company and, if appropriate, recuse themselves from any discussions or decisions on any of these matters. The Governance, Environmental and Sustainability Committee will resolve any issues with respect to conflicts of interests, including related party transactions, involving the Company's executive officers or directors or other "related persons" under the applicable disclosure rules of the U.S. Securities and Exchange Commission.

7. *Change in Director Occupation; Notice of Retirement, Resignation or Refusal to Stand for Re-election.* A director must promptly notify the Chair of the Governance, Environmental and Sustainability Committee of a change in such director's principal employment or position, including if the director ceases to hold the principal employment or position held at the time first elected to the Board. The Chair of the Governance, Environmental and Sustainability Committee must promptly notify the other members of the Governance, Environmental and Sustainability Committee of a change in the chair's principal employment or position. The Governance, Environmental and Sustainability Committee will review the potential impact, if any, that the change in employment or position may have on the director's continued Board service.

If a director decides to express their intent to retire, resign or otherwise not stand for re-election at an upcoming meeting of shareholders, such director shall provide immediate written notice of the decision to the Chair of the Board, Chair of the Governance, Environmental and Sustainability Committee and the Corporate Secretary, specifying the effective date of the retirement or resignation.

8. *Executive Sessions.* Executive sessions or meetings of non-management directors without management present shall be held at each regular meeting. At any time when the Chair of the Board is a non-management director, the Chair will preside at each executive session. At all other times, the non-management directors shall either select a non-management director to preside

at each executive session or shall establish a procedure by which the presiding director at each executive session shall be selected. At least once each year an executive session shall be held including only the non-management directors who are also independent within the meaning of applicable standards of the NYSE.

9. *Shareholder Communications.* Interested parties may communicate directly with the non-management directors by submitting a written communication in an envelope marked “Confidential” addressed to the “Board of Directors (independent members)” in care of the Company’s Corporate Secretary. Similarly, shareholders may communicate with the entire Board or any individual director by submitting a written communication addressed to the Board or individual director, as applicable, in care of the Company’s Corporate Secretary. The Company’s Corporate Secretary will review communications directed to any directors and will forward all communications determined to bear substantively on the business, management or governance of the Company to the addressee(s).

10. *Board Access to Executive Management and Independent Advisors.* Directors will have access to the Company’s executive management. Any contact by a director with the Company’s executive management should be arranged through the CEO so that director contact with management can be handled in such a way as to not be disruptive to the business operations of the Company. The Board may consult the Company’s outside advisors as necessary and appropriate and, as they shall deem necessary, advisable or appropriate, retain additional independent legal or other advisors at the expense of the Company.

11. *Board Confidentiality.* The Board believes that maintaining confidentiality is imperative. Each director is expected, at all times, either during or after such director’s service as a director, to maintain the confidentiality of information received in connection with such director’s service as a director and not disclose such information to anyone outside the Company, unless otherwise authorized by the Board or as required by law. Information deemed “confidential” shall mean any information derived from the proceedings or deliberations of the Board or its committees, as well as all other non-public information (whether or not material to the Company) entrusted to or obtained by a director, in any capacity, by reason of such director’s position as a director of the Company.

## **Other Board Practices**

1. *Periodic Review of These Guidelines.* These guidelines will be reviewed periodically by the Governance, Environmental and Sustainability Committee, with input from the Chair of the Board and the CEO, and any recommended revisions will be submitted to the full Board for action thereon.

2. *Orientation of New Directors and Continuing Education.* An orientation process for all new directors will be conducted. This process includes comprehensive background briefings by the Company's executive officers, as well as visits to Company facilities, and is designed to familiarize new directors with the Company's business, organization, operations, strategic plans, finances and reporting, compensation practices, significant risk exposures, corporate governance practices and compliance programs. All directors are expected to stay actively informed and up-to-date on current issues relating to their responsibilities and are encouraged to participate in continuing education programs. The Board therefore believes it is appropriate for directors, at their discretion, to have access to educational programs related to their duties as directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Company will provide appropriate funding for any such program in which a director wishes to participate.