UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 3, 2018

CENTERPOINT ENERGY, INC.
(Exact name of registrant as specified in its charter)

Texas	1-31447	74-0694415
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1111 Louisiana Houston, Texas	77002
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (713) 207-1111

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Conditions.

On August 3, 2018, CenterPoint Energy, Inc. ("CenterPoint Energy") reported second quarter 2018 earnings. For additional information regarding CenterPoint Energy's second quarter 2018 earnings, please refer to CenterPoint Energy's press release attached to this report as Exhibit 99.1 (the "Press Release"), which Press Release is incorporated by reference herein.

Item 7.01. Regulation FD Disclosure.

CenterPoint Energy is holding a conference call to discuss its second quarter 2018 earnings on August 3, 2018. Information about the call can be found in the Press Release furnished herewith as Exhibit 99.1. For additional information regarding CenterPoint Energy's second quarter 2018 earnings, please refer to the supplemental materials which are being posted on CenterPoint Energy's website and are attached to this report as Exhibit 99.2 (the "Supplemental Materials"), which Supplemental Materials are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

The information in the Press Release and the Supplemental Materials is being furnished, not filed, pursuant to Items 2.02 and 7.01, respectively. Accordingly, the information in the Press Release and the Supplemental Materials will not be incorporated by reference into any registration statement filed by CenterPoint Energy under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

(d) Exhibits.

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
99.1	Press Release issued August 3, 2018 regarding CenterPoint Energy, Inc.'s second quarter 2018 earnings
99.2	Supplemental Materials regarding CenterPoint Energy, Inc.'s second quarter 2018 earnings

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY, INC.

Date: August 3, 2018

By: /s/ Kristie L. Colvin
Kristie L. Colvin
Senior Vice President and Chief Accounting Officer

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For Immediate Release

CenterPoint Energy reports second quarter 2018 net loss of $0.17 per diluted share; $0.30 earnings per diluted share on a guidance basis, excluding costs associated with the pending merger with Vectren

- Company anticipates achieving the high end of $1.50 - $1.60 2018 EPS guidance range, excluding costs associated with the pending merger with Vectren
- Earnings reduced by $0.42 per share associated with ZENS, primarily as a result of AT&T Inc.'s acquisition of Time Warner Inc.

Houston - Aug. 3, 2018 - CenterPoint Energy, Inc. (NYSE: CNP) today reported a net loss of $75 million, or $0.17 per diluted share, for the second quarter of 2018, compared with net income of $135 million, or $0.31 per diluted share, for the second quarter of 2017. On a guidance basis and excluding $34 million of pre-tax costs associated with the pending merger with Vectren, second quarter 2018 earnings were $0.30 per diluted share, consisting of $0.20 from utility operations and $0.10 from midstream investments. Second quarter 2017 earnings on a guidance basis were $0.29 per diluted share, consisting of $0.20 from utility operations and $0.09 from midstream investments.

Operating income for the second quarter of 2018 was $187 million, compared with $240 million in the second quarter of 2017. For the second quarter of 2017 operating income was increased and other income decreased by $17 million in accordance with the retrospective adoption of the accounting standard for compensation-retirement benefits (ASU 2017-07). Equity income from midstream investments was $58 million for the second quarter of 2018, compared with $59 million for the second quarter of 2017.

"Our businesses, including our midstream investments, performed well and as expected this quarter. We remain on track to achieve the high end of our guidance range," said Scott M. Prochazka, president and chief executive officer of CenterPoint Energy. "At the same time, we are making solid progress on the approvals and conditions to close our pending merger with Vectren in the first quarter of 2019."

Business Segments

Electric Transmission & Distribution

The electric transmission & distribution segment reported operating income of $181 million for the second quarter of 2018, consisting of $167 million from the regulated electric transmission & distribution utility operations (TDU) and $14 million related to securitization bonds. Operating income for the second quarter of 2017 was $171 million, consisting of $151 million from the TDU and $20 million related to securitization bonds.

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Operating income for the TDU benefited primarily from higher equity return related to the annual true-up of transition charges, rate relief and increased usage resulting from a return to more normal weather and customer growth. These benefits were partially offset by lower revenues reflecting the lower federal tax rate due to the Tax Cuts and Jobs Act (TCJA), higher operation and maintenance expenses, and higher depreciation and amortization expense.

The retrospective adoption of ASU 2017-07 resulted in an increase to electric transmission and distribution operating income and a corresponding decrease to other income of $7 million for the second quarter of 2017.

Natural Gas Distribution

The natural gas distribution segment reported operating income of $7 million for the second quarter of 2018, compared with $42 million for the second quarter of 2017. Operating income benefited from rate relief and customer growth. These increases were more than offset by higher operation and maintenance expenses, lower revenues reflecting the lower federal tax rate due to the TCJA, and higher depreciation and amortization expense. The second quarter of 2017 included $16 million of revenues from a decoupling mechanism to recover warmer than normal weather for the 2016-2017 winter season. In addition, the second quarter of 2017 benefited from $10 million of adjustments related to the Texas Gulf rate order.

The retrospective adoption of ASU 2017-07 resulted in an increase to natural gas distribution operating income and a corresponding decrease to other income of $5 million for the second quarter of 2017.

Energy Services

The energy services segment reported operating income of $15 million for the second quarter of 2018, which included a mark-to-market gain of $8 million, compared with operating income of $16 million for the second quarter of 2017, which included a mark-to-market gain of $6 million. Excluding mark-to-market adjustments, operating income was $7 million for the second quarter of 2018 compared with $10 million for the second quarter of 2017.

Midstream Investments

The midstream investments segment reported $58 million of equity income for the second quarter of 2018, compared with $59 million in the second quarter of 2017.

ZENS-Related Impact

In connection with AT&T Inc.'s acquisition of Time Warner Inc., CenterPoint Energy received $53.75 and 1.437 shares of AT&T Common for each share of Time Warner Common held, resulting in cash proceeds of $382 million and 10,212,945 shares of AT&T. In accordance with the terms of the Zero-Premium Exchangeable Subordinated Notes (ZENS), the company remitted $382 million to ZENS note holders in July 2018 as additional interest, which reduced the contingent principal amount of the ZENS. As a result, the company recorded a pre-tax loss of $242 million, which is included in Loss on indexed debt securities on the Statements of Consolidated Income.

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Other Operations

The other operations segment reported an operating loss of $16 million for the second quarter of 2018, compared with operating income of $11 million in the second quarter of 2017. This decrease is primarily due to transaction costs related to the pending merger with Vectren.

Earnings Outlook

CenterPoint Energy anticipates achieving the high end of the $1.50 - $1.60 EPS guidance range for 2018, excluding costs associated with the pending merger with Vectren. These costs include integration planning and transaction-related fees and expenses. In addition, the company expects to issue debt and equity securities to fund the pending merger with Vectren in advance of closing and therefore 2018 is expected to have higher net interest expense and higher share count, the effects of which are not included in the EPS guidance range set forth above. This guidance is inclusive of Enable's net income guidance. The guidance range assumes ownership of 54.0 percent of the common units representing limited partner interests in Enable Midstream and includes the amortization of CenterPoint Energy's basis differential in Enable Midstream and effective tax rates. CenterPoint Energy does not include other potential Enable Midstream impacts on guidance, such as any changes in accounting standards or unusual items.

The guidance range considers utility operations performance to date and certain significant variables that may impact earnings, such as weather, throughput, commodity prices, effective tax rates, financing activities (other than those to fund the pending merger with Vectren), and regulatory and judicial proceedings to include regulatory action as a result of recent tax reform legislation.

Utility operations EPS includes all earnings except those related to Midstream Investments (utility operations EPS includes the Enable Series A Preferred Units).

In providing this guidance, CenterPoint Energy uses a non-GAAP measure of adjusted diluted earnings per share that does not consider other potential impacts, such as changes in accounting standards or unusual items, earnings or losses from the change in the value of the ZENS securities and the related stocks, or the timing effects of mark-to-market accounting in the company's energy services business.

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	Quarter Ended			
	June 30, 2018		June 30, 2017	
	Net Income (in millions)	Diluted EPS	Net Income(in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported	$ (75)	$ (0.17)	$ 135	$ 0.31
Midstream Investments	(44)	(0.10)	(37)	(0.09)
Utility Operations (1)	(119)	(0.27)	98	0.22
Timing effects impacting CES(2):				
Mark-to-market (gains) losses (net of taxes of $2 and $3)(3)	(6)	(0.01)	(3)	(0.01)
ZENS-related mark-to-market (gains) losses:				
Marketable securities (net of taxes of $4 and $7) (3)(4)	(18)	(0.04)	(16)	(0.04)
Indexed debt securities (net of taxes of $54 and $4) (3)(5)	200	0.46	9	0.03
Utility operations earnings on an adjusted guidance basis	$ 57	$ 0.14	$ 88	$ 0.20
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:				
Utility Operations on a guidance basis	$ 57	$ 0.14	$ 88	$ 0.20
Midstream Investments	44	0.10	37	0.09
Consolidated on a guidance basis	$ 101	$ 0.24	$ 125	$ 0.29
Costs associated with the Vectren merger (net of taxes of $8) (3)	26	0.06	—	—
Utility Operations on a guidance basis, excluding costs associated with the Vectren merger	$ 83	$ 0.20	$ 88	$ 0.20
Midstream Investments	44	0.10	37	0.09
Consolidated on a guidance basis, excluding costs associated with the Vectren merger	$ 127	$ 0.30	$ 125	$ 0.29

(1) CenterPoint earnings excluding Midstream Investments

(2) Energy Services segment

(3) Taxes are computed based on the impact removing such item would have on tax expense

(4) As of June 14, 2018, comprised of AT&T Inc. and Charter Communications, Inc. Prior to June 14, 2018, comprised of Time Warner Inc. and Charter Communications, Inc.
Results prior to January 31, 2018 also included Time Inc.

(5) 2018 includes amount associated with the acquisition of Time Warner Inc. by AT&T Inc.

Filing of Form 10-Q for CenterPoint Energy, Inc.

Today, CenterPoint Energy, Inc. filed with the Securities and Exchange Commission (SEC) its Quarterly Report on Form 10-Q for the period ended June 30, 2018. A copy of that report is available on the company's website, under the Investors section. Other filings the company makes with the SEC and certain documents relating to its corporate governance can also be found under the Investors section.

Webcast of Earnings Conference Call

CenterPoint Energy's management will host an earnings conference call on Friday, Aug. 3, 2018, at 10:00 a.m. Central time/11:00 a.m. Eastern time. Interested parties may listen to a live audio broadcast of the conference call on the company's website under the Investors section. A replay of the call can be accessed approximately two hours after the completion of the call and will be archived on the website for at least one year.

CenterPoint Energy, Inc., headquartered in Houston, Texas, is a domestic energy delivery company that includes electric transmission & distribution, natural gas distribution and energy services operations. The company serves more than five million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma and Texas. The company also owns 54.0 percent of the common units representing limited partner interests in Enable Midstream Partners, a publicly traded master limited partnership it jointly controls with OGE Energy Corp. Enable Midstream Partners owns, operates and develops natural gas and crude oil infrastructure assets. With more than 8,000 employees, CenterPoint Energy and its predecessor companies have been in business for more than 150 years. For more information, go to www.CenterPointEnergy.com.

This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon assumptions of management which are believed to be reasonable at the time made and are subject to significant risks and uncertainties. Actual events and results may differ materially from those expressed or implied by these forward-looking statements. Any statements in this news release regarding future earnings, and future financial performance and results of operations, including, but not limited to earnings guidance, targeted dividend growth rate and any other statements that are not historical facts are forward-looking statements. Each forward-looking statement contained in this news release speaks only as of the date of this release.

Risks Related to CenterPoint Energy

Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) the performance of Enable Midstream Partners, LP (Enable), the amount of cash distributions CenterPoint Energy receives from Enable, Enable's ability to redeem the Series A Preferred Units in certain circumstances and the value of CenterPoint Energy's interest in Enable, and factors that may have a material impact on such performance, cash distributions and value, including factors such as: (A) competitive conditions in the midstream industry, and actions taken by Enable's customers and competitors, including the extent and timing of the entry of additional competition in the markets served by Enable; (B) the timing and extent of changes in the supply of natural gas and associated commodity prices, particularly prices of natural gas and natural gas liquids (NGLs), the competitive effects of the available pipeline capacity in the regions served by Enable, and the effects of geographic and seasonal commodity price differentials, including the effects of these circumstances on re-contracting available capacity on Enable's interstate pipelines; (C) the demand for crude oil, natural gas, NGLs and transportation and storage services; (D) environmental and other governmental regulations, including the availability of drilling permits and the regulation of hydraulic fracturing; (E) recording of non-cash goodwill, long-lived asset or other than temporary impairment charges by or related to Enable; (F) changes in tax status; (G) access to debt and equity capital; and (H) the availability and prices of raw materials and services for current and future construction projects; (2) industrial, commercial and residential growth in CenterPoint Energy's service territories and changes in market demand, including the demand for CenterPoint Energy's non-rate regulated products and services and effects of energy efficiency measures and demographic patterns; (3) timely and appropriate rate actions that allow recovery of costs and a reasonable return on investment; (4) future economic conditions in regional

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and national markets and their effect on sales, prices and costs; (5) weather variations and other natural phenomena, including the impact of severe weather events on operations and capital; (6) state and federal legislative and regulatory actions or developments affecting various aspects of CenterPoint Energy's and Enable's businesses, including, among others, energy deregulation or re-regulation, pipeline integrity and safety and changes in regulation and legislation pertaining to trade, health care, finance and actions regarding the rates charged by our regulated businesses; (7) CenterPoint Energy's expected timing, likelihood and benefits of completion of CenterPoint Energy's pending merger with Vectren Corporation (Vectren), including the timing, receipt and terms and conditions of any required approvals by Vectren's shareholders and governmental and regulatory agencies that could reduce anticipated benefits or cause the parties to delay or abandon the pending transactions, as well as the ability to successfully integrate the businesses and realize anticipated benefits, the possibility that long-term financing for the pending transactions may not be put in place before the closing of the pending transactions and the risk that the credit ratings of the combined company or its subsidiaries may be different from what CenterPoint Energy expects; (8) tax legislation, including the effects of the comprehensive tax reform legislation informally referred to as the Tax Cuts and Jobs Act (which includes any potential changes to interest deductibility) and uncertainties involving state commissions' and local municipalities' regulatory requirements and determinations regarding the treatment of excess deferred income taxes and CenterPoint Energy's rates; (9) CenterPoint Energy's ability to mitigate weather impacts through normalization or rate mechanisms, and the effectiveness of such mechanisms; (10) the timing and extent of changes in commodity prices, particularly natural gas, and the effects of geographic and seasonal commodity price differentials; (11) actions by credit rating agencies, including any potential downgrades to credit ratings; (12) changes in interest rates and their impact on CenterPoint Energy's costs of borrowing and the valuation of its pension benefit obligation; (13) problems with regulatory approval, construction, implementation of necessary technology or other issues with respect to major capital projects that result in delays or in cost overruns that cannot be recouped in rates; (14) local, state and federal legislative and regulatory actions or developments relating to the environment, including those related to global climate change; (15) the impact of unplanned facility outages; (16) any direct or indirect effects on CenterPoint Energy's or Enable's facilities, operations and financial condition resulting from terrorism, cyber-attacks, data security breaches or other attempts to disrupt CenterPoint Energy's businesses or the businesses of third parties, or other catastrophic events such as fires, earthquakes, explosions, leaks, floods, droughts, hurricanes, pandemic health events or other occurrences; (17) CenterPoint Energy's ability to invest planned capital and the timely recovery of CenterPoint Energy's investment in capital; (18) CenterPoint Energy's ability to control operation and maintenance costs; (19) the sufficiency of CenterPoint Energy's insurance coverage, including availability, cost, coverage and terms and ability to recover claims; (20) the investment performance of CenterPoint Energy's pension and postretirement benefit plans; (21) commercial bank and financial market conditions, CenterPoint Energy's access to capital, the cost of such capital, and the results of CenterPoint Energy's financing and refinancing efforts, including availability of funds in the debt capital markets; (22) changes in rates of inflation; (23) inability of various counterparties to meet their obligations to CenterPoint Energy; (24) non-payment for CenterPoint Energy's services due to financial distress of its customers; (25) the extent and effectiveness of CenterPoint Energy's risk management and hedging activities, including but not limited to, its financial and weather hedges and commodity risk management activities; (26) timely and appropriate regulatory actions, which include actions allowing securitization, for any future hurricanes or natural disasters or other recovery of costs, including costs associated with Hurricane Harvey; (27) CenterPoint Energy's or Enable's potential business strategies and strategic initiatives, including restructurings, joint ventures and acquisitions or dispositions of assets or businesses (including a reduction of interests in Enable, if any, whether through CenterPoint Energy's decision to sell all or a portion of the Enable common units it owns in the public equity markets or otherwise, subject to certain limitations), which CenterPoint Energy cannot assure will be completed or will have the anticipated benefits to us or Enable; (28) acquisition and merger activities involving CenterPoint Energy or its competitors, including the ability to successfully complete merger, acquisition or divestiture plans; (29) CenterPoint Energy's or Enable's ability to recruit, effectively transition and retain management and key employees and maintain good labor relations; (30) the outcome of litigation; (31) the ability of retail electric providers (REPs), including REP affiliates of NRG and Vistra Energy Corp., formerly known as TCEH Corp., to satisfy their obligations to CenterPoint Energy and its subsidiaries; (31) the ability of GenOn Energy, Inc. (formerly known as RRI Energy, Inc., Reliant Energy and RRI), a wholly-owned subsidiary of NRG Energy, Inc. (NRG), and its subsidiaries, currently the subject of bankruptcy proceedings, to satisfy their obligations to CenterPoint Energy, including indemnity obligations; (33) changes in technology, particularly with respect to efficient battery storage or the emergence or growth of new, developing or alternative sources of generation; (34) the timing and outcome of any audits, disputes and other proceedings related to taxes; (35) the effective tax rates; (36) the effect of changes in and application of accounting standards and pronouncements; and (37) other factors discussed in CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, CenterPoint Energy's Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, and June 30, 2018, and other reports CenterPoint Energy or its subsidiaries may file from time to time with the Securities and Exchange Commission.

Risks Related to the Merger

Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) the risk that Vectren may be unable to obtain shareholder approval for the proposed transactions, (2) the risk that CenterPoint Energy or Vectren may be unable to obtain governmental and regulatory approvals required for the proposed transactions, or that required governmental and regulatory approvals or agreements with other parties interested therein may delay the proposed transactions or may be subject to or impose adverse conditions or costs, (3) the occurrence of any event, change or other circumstances that could give rise to the termination of the proposed transactions or could otherwise cause the failure of the proposed transactions to close, (4) the risk that a condition to the closing of the proposed transactions or the committed financing may not be satisfied, (5) the failure to obtain, or to obtain on favorable terms, any equity, debt or other financing necessary to complete or permanently finance the proposed transactions and the costs of such financing, (6) the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the proposed transactions, (7) the receipt of an unsolicited offer from another party to acquire assets or capital stock of Vectren that could interfere with the proposed transactions, (8) the timing to consummate the proposed transactions, (9) the costs incurred to consummate the proposed transactions, (10) the possibility that the expected cost savings, synergies or other value creation from the proposed transactions will not be realized, or will not be realized within the expected time period, (11) the risk that the companies may not realize fair values from properties that may be required to be sold in connection with the merger, (12) the credit ratings of the companies following the proposed transactions, (13) disruption from the proposed transactions making it more difficult to maintain relationships with customers, employees, regulators or suppliers, and (14) the diversion of management time and attention on the proposed transactions.

Use of Non-GAAP Financial Measures by CenterPoint Energy in Providing Guidance

In addition to presenting its financial results in accordance with generally accepted accounting principles (GAAP), including presentation of net income and diluted earnings per share, CenterPoint Energy also provides guidance based on adjusted net income and adjusted diluted earnings per share, which are non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance that excludes or includes amounts that are not normally excluded or included in the most directly comparable GAAP financial measure. CenterPoint Energy's adjusted net income and adjusted diluted earnings per share calculation excludes from net income and diluted earnings per share, respectively, the impact of ZENS and related securities and mark-to-market gains or losses resulting from the company's Energy Services business. CenterPoint Energy is unable to present a quantitative reconciliation of forward looking adjusted net income and adjusted diluted earnings per share because changes in the value of ZENS and related securities and mark-to-market gains or losses resulting from the company's Energy Services business are not estimable.

Management evaluates the company's financial performance in part based on adjusted net income and adjusted diluted earnings per share. We believe that presenting these non-GAAP financial measures enhances an investor's understanding of CenterPoint Energy's overall financial performance by providing them with an additional meaningful and relevant comparison of current and anticipated future results across periods. The adjustments made in these non-GAAP financial measures exclude items that Management believes does not most accurately reflect the company's fundamental business performance. These excluded items are reflected in the reconciliation tables of this news release, where applicable. CenterPoint Energy's adjusted net income and adjusted diluted earnings per share non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, net income and diluted earnings per share, which respectively are the most directly comparable GAAP financial measures. These non-GAAP financial measures also may be different than non-GAAP financial measures used by other companies.

Additional Information and Where to Find It

In connection with the pending transactions, Vectren filed a definitive proxy statement with the SEC on July 16, 2018, which was mailed or otherwise provided to its shareholders. **WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS FILED WITH THE SEC CAREFULLY BEFORE MAKING ANY VOTING OR INVESTMENT DECISION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PENDING MERGER.** Investors are able to obtain free copies of the proxy statement and other documents that will be filed by Vectren with the SEC at http://www.sec.gov, the SEC's website, or from Vectren's website (http://www.vectren.com) under the tab, "Investors" and then under the heading "SEC Filings." Security holders may also read and copy any reports, statements and other information filed by Vectren with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Participants in the Solicitation

CenterPoint Energy, Vectren and certain of their respective directors, executive officers and other persons may be deemed to be participants in the solicitation of proxies from Vectren's shareholders with respect to the pending transactions. Information regarding the directors and executive officers of CenterPoint Energy is available in its definitive proxy statement for its 2018 annual meeting, filed with the SEC on March 15, 2018, and information regarding the directors and executive officers of Vectren is available in its definitive proxy statement for its 2018 annual meeting, filed with the SEC on March 22, 2018. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities, holdings or otherwise, were set forth in the proxy statement and other materials when they were filed with the SEC in connection with the pending transaction.

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CenterPoint Energy, Inc. and Subsidiaries
Statements of Consolidated Income
(Millions of Dollars)
(Unaudited)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017 (1)	2018	2017 (1)
Revenues:				
Utility revenues	$1,341	$1,222	$3,235	$2,768
Non-utility revenues	845	921	2,106	2,110
Total	2,186	2,143	5,341	4,878
Expenses:				
Utility natural gas	188	150	825	600
Non-utility natural gas	790	882	2,063	2,011
Operation and maintenance	578	518	1,147	1,061
Depreciation and amortization	342	254	656	480
Taxes other than income taxes	101	99	212	195
Total	1,999	1,903	4,903	4,347
Operating Income	187	240	438	531
Other Income (Expense):				
Gain on marketable securities	22	23	23	67
Loss on indexed debt securities	(254)	(13)	(272)	(23)
Interest and other finance charges	(91)	(77)	(169)	(155)
Interest on securitization bonds	(14)	(20)	(30)	(40)
Equity in earnings of unconsolidated affiliates	58	59	127	131
Other - net	4	(1)	7	(1)
Total	(275)	(29)	(314)	(21)
Income (Loss) Before Income Taxes	(88)	211	124	510
Income Tax Expense (Benefit)	(13)	76	34	183
Net Income (Loss)	$ (75)	$ 135	$ 90	$ 327

(1) Restated to reflect the adoption of ASU 2017-07.

Reference is made to the Combined Notes to Unaudited Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q of CenterPoint Energy, Inc.

CenterPoint Energy, Inc. and Subsidiaries
Selected Data From Statements of Consolidated Income
(Millions of Dollars, Except Share and Per Share Amounts)
(Unaudited)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017 (1)	2018	2017 (1)
Basic Earnings (Loss) Per Common Share	$ (0.17)	$ 0.31	$ 0.21	$ 0.76
Diluted Earnings (Loss) Per Common Share	$ (0.17)	$ 0.31	$ 0.21	$ 0.75
Dividends Declared per Common Share	$ 0.2775	$ 0.2675	$ 0.2775	$ 0.5350
Dividends Paid per Common Share	$ 0.2775	$ 0.2675	$ 0.5550	$ 0.5350
Weighted Average Common Shares Outstanding (000):				
- Basic	431,523	430,996	431,378	430,896
- Diluted	431,523	433,797	434,407	433,697
Operating Income (Loss) by Segment (1)				
Electric Transmission & Distribution:				
TDU	$ 167	$ 151	$ 266	$ 217
Bond Companies	14	20	30	40
Total Electric Transmission & Distribution	181	171	296	257
Natural Gas Distribution	7	42	163	210
Energy Services	15	16	(11)	51
Other Operations	(16)	11	(10)	13
Total	$ 187	$ 240	$ 438	$ 531

(1) Operating income for the three and six months ended June 30, 2017 has been restated to reflect the adoption of ASU 2017-07.

Reference is made to the Combined Notes to Unaudited Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q of CenterPoint Energy, Inc.

CenterPoint Energy, Inc. and Subsidiaries
Results of Operations by Segment
(Millions of Dollars)
(Unaudited)

	Electric Transmission & Distribution				
	Quarter Ended June 30,		% Diff Fav/(Unfav)	Six Months Ended June 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues:						
TDU	$ 676	$ 653	4%	$ 1,274	$ 1,215	5%
Bond Companies	178	99	80%	331	176	88%
Total	854	752	14%	1,605	1,391	15%
Expenses:						
Operation and maintenance, excluding Bond Companies	349	341	(2%)	689	681	(1%)
Depreciation and amortization, excluding Bond Companies	100	103	3%	198	199	1%
Taxes other than income taxes	60	58	(3%)	121	118	(3%)
Bond Companies	164	79	(108%)	301	136	(121%)
Total	673	581	(16%)	1,309	1,134	(15%)
Operating Income	$ 181	$ 171	6%	$ 296	$ 257	15%
Operating Income:						
TDU	$ 167	$ 151	11%	$ 266	$ 217	23%
Bond Companies	14	20	(30%)	30	40	(25%)
Total Segment Operating Income	$ 181	$ 171	6%	$ 296	$ 257	15%
Electric Transmission & Distribution Operating Data:						
Actual MWH Delivered						
Residential	8,326,799	7,939,932	5%	13,931,661	13,092,407	6%
Total	23,687,921	22,750,413	4%	43,331,676	41,503,530	4%
Weather (average for service area):						
Percentage of 10-year average:						
Cooling degree days	101%	95%	6%	109%	112%	(3%)
Heating degree days	169%	4%	165%	95%	42%	53%
Number of metered customers - end of period:						
Residential	2,179,048	2,152,655	1%	2,179,048	2,152,655	1%
Total	2,463,500	2,429,403	1%	2,463,500	2,429,403	1%

	Natural Gas Distribution					
	Quarter Ended June 30,		% Diff Fav/(Unfav)	Six Months Ended June 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues	$ 495	$ 477	4%	$ 1,648	$ 1,393	18%
Natural gas	185	164	(13%)	852	625	(36%)
Gross Margin	310	313	(1%)	796	768	4%
Expenses:						
Operation and maintenance	196	170	(15%)	409	359	(14%)
Depreciation and amortization	69	65	(6%)	137	128	(7%)
Taxes other than income taxes	38	36	(6%)	87	71	(23%)
Total	303	271	(12%)	633	558	(13%)
Operating Income	$ 7	$ 42	(83%)	$ 163	$ 210	(22%)
Natural Gas Distribution Operating Data:						
Throughput data in BCF						
Residential	23	19	21%	110	81	36%
Commercial and Industrial	61	57	7%	155	139	12%
Total Throughput	84	76	11%	265	220	20%
Weather (average for service area)						
Percentage of 10-year average:						
Heating degree days	130%	80%	50%	103%	74%	29%
Number of customers - end of period:						
Residential	3,204,897	3,176,953	1%	3,204,897	3,176,953	1%
Commercial and Industrial	255,115	253,559	1%	255,115	253,559	1%
Total	3,460,012	3,430,512	1%	3,460,012	3,430,512	1%

(1) Results of operations have been restated to reflect the adoption of ASU 2017-07.

Reference is made to the Combined Notes to Unaudited Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q of CenterPoint Energy, Inc.

CenterPoint Energy, Inc. and Subsidiaries
Results of Operations by Segment
(Millions of Dollars)
(Unaudited)

	Energy Services					
	Quarter Ended June 30,		% Diff Fav/(Unfav)	Six Months Ended June 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues	$ 860	$ 931	(8%)	$ 2,145	$ 2,127	1%
Natural gas	820	889	8%	2,101	2,026	(4%)
Gross Margin	40	42	(5%)	44	101	(56%)
Expenses:						
Operation and maintenance	21	22	5%	46	43	(7%)
Depreciation and amortization	3	3	—	8	6	(33%)
Taxes other than income taxes	1	1	—	1	1	—
Total	25	26	4%	55	50	(10%)
Operating Income (Loss)	$ 15	$ 16	(6%)	$ (11)	$ 51	(122%)
Timing impacts of mark-to-market gain (loss)	$ 8	$ 6	33%	$ (72)	$ 21	(443%)
Energy Services Operating Data:						
Throughput data in BCF	311	273	14%	686	592	16%
Number of customers - end of period	30,000	31,000	(3%)	30,000	31,000	(3%)

	Other Operations					
	Quarter Ended June 30,		% Diff Fav/(Unfav)	Six Months Ended June 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues	$ 4	$ 3	33%	$ 8	$ 7	14%
Expenses	20	(8)	(350%)	18	(6)	(400%)
Operating Income (Loss)	$ (16)	$ 11	(245%)	$ (10)	$ 13	(177%)

Capital Expenditures by Segment
(Millions of Dollars)
(Unaudited)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Capital Expenditures by Segment				
Electric Transmission & Distribution	$210	$222	$ 417	$ 424
Natural Gas Distribution	146	139	239	228
Energy Services	3	2	8	4
Other Operations	10	7	28	12
Total	$369	$370	$ 692	$ 668

Interest Expense Detail
(Millions of Dollars)
(Unaudited)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Interest Expense Detail				
Amortization of Deferred Financing Cost	$ 13	$ 5	$ 18	$ 11
Capitalization of Interest Cost	(2)	(2)	(4)	(4)
Transition and System Restoration Bond Interest Expense	14	20	30	40
Other Interest Expense	80	74	155	148
Total Interest Expense	$105	$ 97	$ 199	$ 195

(1) Results of operations have been restated to reflect the adoption of ASU 2017-07.

Reference is made to the Combined Notes to Unaudited Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q of CenterPoint Energy, Inc.

CenterPoint Energy, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Millions of Dollars)
(Unaudited)

	June 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 328	$ 260
Other current assets	2,373	3,135
Total current assets	2,701	3,395
Property, Plant and Equipment, net	13,397	13,057
Other Assets:		
Goodwill	867	867
Regulatory assets	2,067	2,347
Investment in unconsolidated affiliate	2,451	2,472
Preferred units – unconsolidated affiliate	363	363
Other non-current assets	262	235
Total other assets	6,010	6,284
Total Assets	$22,108	$ 22,736
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Short-term borrowings	$ —	$ 39
Current portion of securitization bonds long-term debt	446	434
Indexed debt	26	122
Current portion of other long-term debt	50	50
Other current liabilities	2,320	2,424
Total current liabilities	2,842	3,069
Other Liabilities:		
Accumulated deferred income taxes, net	3,168	3,174
Regulatory liabilities	2,521	2,464
Other non-current liabilities	1,147	1,146
Total other liabilities	6,836	6,784
Long-term Debt:		
Securitization bonds	1,193	1,434
Other	6,567	6,761
Total long-term debt	7,760	8,195
Shareholders' Equity	4,670	4,688
Total Liabilities and Shareholders' Equity	$22,108	$ 22,736

Reference is made to the Combined Notes to Unaudited Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q of CenterPoint Energy, Inc.

CenterPoint Energy, Inc. and Subsidiaries
Condensed Statements of Consolidated Cash Flows
(Millions of Dollars)
(Unaudited)

	Six Months Ended June 30,	
	2018	2017 (1)
Cash Flows from Operating Activities:		
Net income	$ 90	$ 327
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	674	492
Deferred income taxes	(12)	95
Write-down of natural gas inventory	1	—
Equity in earnings of unconsolidated affiliate, net of distributions	(9)	(131)
Changes in net regulatory assets	57	(34)
Changes in other assets and liabilities	284	(90)
Other, net	8	18
Net Cash Provided by Operating Activities	1,093	677
Net Cash Used in Investing Activities	(267)	(640)
Net Cash Used in Financing Activities	(756)	(138)
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash	70	(101)
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	296	381
Cash, Cash Equivalents and Restricted Cash at End of Period	$ 366	$ 280

(1) Restated to reflect the adoption of ASU 2016-15 and 2016-18.

Reference is made to the Combined Notes to Unaudited Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q of CenterPoint Energy, Inc.

Exhibit 99.2

CenterPoint Energy

2nd QUARTER 2018 INVESTOR CALL

AUGUST 3, 2018

Cautionary Statement

This presentation and the oral statements made in connection herewith contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this presentation and the oral statements made in connection herewith are forward-looking statements made in good faith by CenterPoint Energy, Inc. ("CenterPoint Energy" or the "Company") and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995, including statements concerning CenterPoint Energy's expectations, beliefs, plans, objectives, goals, strategies, future operations, events, financial position, earnings, growth, costs, prospects, capital investments or performance or underlying assumptions (including future regulatory filings and recovery, liquidity, capital resources, balance sheet, cash flow, capital investments and management, financing costs and rate base or customer growth) and other statements that are not historical facts. You should not place undue reliance on forward-looking statements. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "objective," "plan," "potential," "predict," "projection," "should," "target," "will," or other similar words. The absence of these words, however, does not mean that the statements are not forward-looking.

Examples of forward-looking statements in this presentation include statements about our intentions with respect to our pending acquisition of Vectren Corporation ("Vectren") (the "Merger") (including potential strategic opportunities, growth and capabilities of the combined company and the anticipated transaction and financing timeline), our ownership interest in Enable Midstream Partners, LP ("Enable") (including Enable's expectations for equity issuances and our potential restructuring of CERC Corp.), growth and guidance (including earnings, dividend and core operating income growth), future financing plans and expectation for liquidity and capital resources and expenditures, anticipated credit ratings, outlooks and other metrics (including adjusted funds from operations to debt), our anticipated regulatory filings and projections (including the Freeport Master Plan Project), effective tax rate and Energy Services's guidance operating income target for 2018, among other statements. We have based our forward-looking statements on our management's beliefs and assumptions based on information currently available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions, and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

Risks Related to the Merger

Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) the risk that Vectren may be unable to obtain shareholder approval for the proposed transactions, (2) the risk that CenterPoint Energy or Vectren may be unable to obtain governmental and regulatory approvals required for the proposed transactions, or that required governmental and regulatory approvals or agreements with other parties interested therein may delay the proposed transactions or may be subject to or impose adverse conditions or costs, (3) the occurrence of any event, change or other circumstances that could give rise to the termination of the proposed transactions or could otherwise cause the failure of the proposed transactions to close, (4) the risk that a condition to the closing of the proposed transactions or the committed financing may not be satisfied, (5) the failure to obtain, or to obtain on favorable terms, any equity, debt or other financing necessary to complete or permanently finance the proposed transactions and the costs of such financing, (6) the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the proposed transactions, (7) the receipt of an unsolicited offer from another party to acquire assets or capital stock of Vectren that could interfere with the proposed transactions, (8) the timing to consummate the proposed transactions, (9) the costs incurred to consummate the proposed transactions, (10) the possibility that the expected cost savings, synergies or other value creation from the proposed transactions will not be realized, or will not be realized within the expected time period, (11) the risk that the companies may not realize fair values from properties that may be required to be sold in connection with the merger, (12) the credit ratings of the companies following the proposed transactions, (13) disruption from the proposed transactions making it more difficult to maintain relationships with customers, employees, regulators or suppliers and (14) the diversion of management time and attention on the proposed transactions.

The foregoing list of factors is not all inclusive because it is not possible to predict all factors. Some of the factors that could cause actual results to differ from those expressed or implied by our forward-looking statements include but are not limited to the timing and impact of future regulatory, legislative and IRS decisions, financial market conditions, future market conditions, economic and employment conditions, customer growth, Enable's performance and ability to pay distributions and other factors described in CenterPoint Energy's Form 10-K for the year ended December 31, 2017 under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations—Certain Factors Affecting Future Earnings," CenterPoint Energy's Form 10-Q for the quarters ended March 31, 2018 under "Risk Factors" and in other filings with the Securities and Exchange Commission ("SEC") by the Company, which can be found at www.centerpointenergy.com on the Investor Relations page or on the SEC's website at www.sec.gov.

Slide 9 is derived from Enable's investor presentation as presented during its Q2 2018 earnings call dated August 2, 2018. This slide is included for informational purposes only. The content has not been verified by us, and we assume no liability for the same. You should consider Enable's investor materials in the context of its SEC filings and its entire investor presentation, which is available at http://investors.enablemidstream.com.

This presentation contains time sensitive information that is accurate as of the date hereof (unless otherwise specified as accurate as of another date). Some of the information in this presentation is unaudited and may be subject to change. We undertake no obligation to update the information presented herein except as required by law. Investors and others should note that we may announce material information using SEC filings, press releases, public conference calls, webcasts and the Investor Relations page of our website. In the future, we will continue to use these channels to distribute material information about the Company and to communicate important information about the Company, key personnel, corporate initiatives, regulatory updates and other matters. Information that we post on our website could be deemed material; therefore, we encourage investors, the media, our customers, business partners and others interested in our Company to review the information we post on our website.

Additional Information

Use of Non-GAAP Financial Measures

In addition to presenting its financial results in accordance with generally accepted accounting principles ("GAAP"), including presentation of net income and diluted earnings per share, the Company also provides guidance based on adjusted net income and adjusted diluted earnings per share, which are non-GAAP financial measures. Additional Non-GAAP financial measures used by the Company include utility earnings per share and core operating income. Generally, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance that excludes or includes amounts that are not normally excluded or included in the most directly comparable GAAP financial measure. The Company's adjusted net income and adjusted diluted earnings per share calculation excludes from net income and diluted earnings per share, respectively, the impact of ZENS and related securities and mark-to-market gains or losses resulting from the Company's Energy Services business. The Company's utility earnings per share calculation includes all earnings except those related to Midstream Investments (but includes the Enable Series A Preferred Units). The Company's core operating income calculation excludes the transition and system restoration bonds from the Electric Transmission and Distribution business segment, the mark-to-market gains or losses resulting from the Company's Energy Services business and income from the Other Operations business segment.

A reconciliation of net income and diluted earnings per share to the basis used in providing 2018 guidance is provided in this presentation on slides 28 and 29. The Company is unable to present a quantitative reconciliation of forward-looking adjusted net income and adjusted diluted earnings per share because changes in the value of ZENS and related securities and mark-to-market gains or losses resulting from the Company's Energy Services business are not estimable.

Management evaluates the Company's financial performance in part based on adjusted net income, adjusted diluted earnings per share, utility earnings per share and core operating income. We believe that presenting these non-GAAP financial measures enhances an investor's understanding of the Company's overall financial performance by providing them with an additional meaningful and relevant comparison of current and anticipated future results across periods. Management believes the adjustments made in these non-GAAP financial measures exclude or include items, as applicable, to most accurately reflect the Company's business performance. These excluded or included items, as applicable, are reflected in the reconciliation tables on slides 27–30. The Company's adjusted net income, adjusted diluted earnings per share, utility earnings per share and core operating income non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, net income, diluted earnings per share, utility earnings per share and core operating income, which respectively are the most directly comparable GAAP financial measures. These non-GAAP financial measures also may be different than non-GAAP financial measures used by other companies.

2018 Earnings Per Share Guidance Assumptions

CenterPoint Energy's earnings per share guidance is inclusive of Enable's net income guidance of \$375–\$445 million as stated during Enable's Q2 2018 earnings call on August 2, 2018. The guidance range also assumes ownership of 54% of the common units representing limited partner interests in Enable and includes the amortization of CenterPoint Energy's basis differential in Enable and effective tax rates. CenterPoint Energy does not include other potential Enable impacts on guidance, such as any changes in accounting standards or unusual items. Further, the guidance range considers utility operations performance to date and certain significant variables that may impact earnings, such as weather, throughput, commodity prices, effective tax rates, financing activities (other than those to fund the pending merger with Vectren), and regulatory and judicial proceedings to include regulatory action as a result of recent tax reform legislation. In providing this guidance, CenterPoint Energy uses a non-GAAP financial measure of adjusted diluted earnings per share that does not consider other potential impacts, such as changes in accounting standards or unusual items, earnings or losses from the change in the value of the ZENS securities and the related stocks or the timing effects of mark-to-market accounting in the company's energy services business.

Additional Information and Where to Find It

In connection with the pending transactions, Vectren filed its definitive proxy statement with the SEC on July 16, 2018, which was mailed or otherwise provided to its shareholders. WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS FILED WITH THE SEC CAREFULLY BEFORE MAKING ANY VOTING OR INVESTMENT DECISION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PENDING MERGER. Investors are able to obtain free copies of the proxy statement and other documents that will be filed by Vectren with the SEC at http://www.sec.gov, the SEC's website, or from Vectren's website (http://www.vectren.com) under the tab, "Investors" and then under the heading "SEC Filings." Security holders may also read and copy any reports, statements and other information filed by Vectren with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Participants in the Solicitation

The Company, Vectren and certain of their respective directors, executive officers and other persons may be deemed to be participants in the solicitation of proxies from Vectren's shareholders with respect to the pending transactions. Information regarding the directors and executive officers of the Company is available in its definitive proxy statement for its 2018 annual meeting, filed with the SEC on March 15, 2018, and information regarding the directors and executive officers of Vectren is available in its definitive proxy statement for its 2018 annual meeting, filed with the SEC on March 22, 2018. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities, holdings or otherwise, were set forth in the proxy statement and other materials when they were filed with the SEC in connection with the pending transaction.

Agenda

CenterPoint Energy

Scott Prochazka
President and CEO

- CenterPoint Vision and Strategy
- Second Quarter Results
- Business Segment Highlights
  - Houston Electric
  - Natural Gas Distribution
  - Energy Services
  - Midstream Investments
- Full-Year Outlook

Bill Rogers
Chief Financial Officer

- Financials Overview
- Business Segment Performance
- Utility Operations EPS Drivers
- Consolidated EPS Drivers
- Pending Merger Timeline and Financing
- Credit Outlook
- Rate Base Growth

Appendix

- ZENS
- 2020 Potential EPS
- Regulatory Update
- Core Operating Income Reconciliation
- Net Income Reconciliation
- Equity Amortization Schedule

CenterPoint Vision and Strategy

Our Vision: **Lead the nation in delivering energy, service and value**

Our Strategy: **Operate, Serve, Grow**

- Ensure safe, reliable, efficient and environmentally responsible energy delivery businesses
- Utilize new and innovative technology to enhance performance

- Add value to energy delivery through superior customer service, new technology and innovation
- Provide leadership in the communities we serve

- Develop a diverse and capable employee base
- Invest in core energy delivery businesses
- Deliver new products and services

Second Quarter 2018 Performance

Q2 GAAP Diluted EPS

Second quarter 2018 GAAP EPS loss of $0.17, which includes a $0.42 per share charge associated with ZENS, primarily due to the acquisition of Time Warner Inc. by AT&T Inc., compared with second quarter 2017 GAAP EPS of $0.31

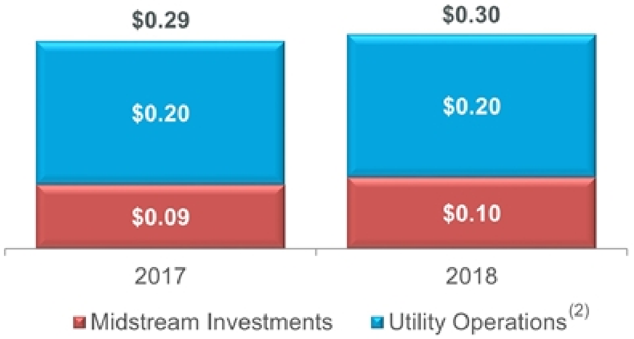
Q2 2018 vs. Q2 2017 Drivers[3]

- ↑ Income Tax Rate (TCJA)
- ↑ Rate Relief
- ↑ Equity Return[4]
- ↑ Customer Growth
- ↑ Midstream Investments

- ↓ O&M
- ↓ Other[5]
- ↓ Depreciation and Amortization
- ↓ Interest Expense

↑ Favorable Variance ↓ Unfavorable Variance

Q2 Guidance Basis (Non-GAAP) Diluted EPS [1]
Excluding costs associated with the pending merger with Vectren



[1] Refer to slide 28 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures
[2] Utility Operations EPS includes all earnings except those related to Midstream Investments (Utility Operations EPS includes the Enable Series A Preferred Units)
[3] Excluding ZENS, CES mark-to-market adjustments and costs associated with the pending merger with Vectren
[4] Primarily due to the annual true-up of transition charges correcting for under-collections that occurred during the preceding 12 months
[5] Items related to the 2017 Texas Gulf rate order include recording of a regulatory asset (and a corresponding reduction in expense) to recover $16 million of prior postretirement expenses in future rates and a $6 million adjustment to operation and maintenance expense; and usage, primarily timing of recording of a decoupling mechanism

Note: In these slides, we will refer to public law number 115-97, initially introduced as the Tax Cuts and Jobs Act, as TCJA or simply "tax reform". Additionally, we will refer to the accounting standard for compensation-retirement benefits as ASU 2017-07

Electric Transmission and Distribution Highlights[1]

- TDU core operating income was $167 million in Q2 2018 compared with $151 million in Q2 2017
- TDU core operating income was $266 million in 1H 2018 compared to $217 million in 1H 2017
- Added more than 34,000 electric customers year-over-year
- TCOS filed with the PUCT in May 2018 requesting annual increase of $40.8 million due to $285 million increase to rate base, largely attributed to the Brazos Valley Connection Project

- Anticipate 2018 capital spend will be in line with original estimate of approximately $950 million
- Expect to file an application with the PUCT in September 2018 seeking approval to build the Freeport Master Plan Project at current estimated cost of as much as $630 million (previous estimate was $250 million)

Note: Please see slide 24 for full detail on regulatory filings
TCOS – Transmission Cost of Service; PUCT – Texas Public Utility Commission
[1] Refer to slide 27 for core operating income reconciliation measures and to slide 3 for information on non-GAAP measures

Natural Gas Distribution and Energy Services Highlights

Natural Gas Distribution

- Operating income was $7 million in Q2 2018 compared with $42 million in Q2 2017
- Operating income was $163 million in 1H 2018 compared to $210 million in 1H 2017
- Added more than 29,000 natural gas distribution customers year-over-year
- Anticipate 2018 capital spend to be in line with original estimate of approximately $635 million

Energy Services[1]

- Core operating income was $7 million in Q2 2018 compared to $10 million in Q2 2017
- Core operating income was $61 million in 1H 2018 compared to $30 million in 1H 2017
- Reiterate 2018 core operating income target of $70 - $80 million

Note: Please see slides 25-26 for full detail on regulatory filings

[1] Refer to slide 27 for core operating income reconciliation measures and to slide 3 for information on non-GAAP measures; Core operating income reflects operating income adjusted for mark-to-market gains and (losses) as follows: 2015: $4 million, 2016: ($21 million), 2017: $79 million

Midstream Investments Highlights

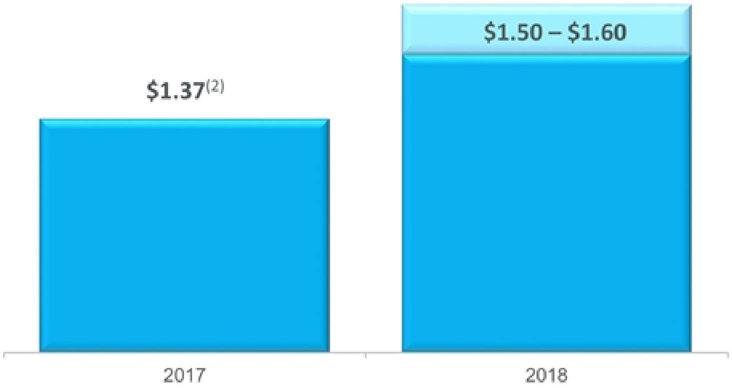
- Achieved a company all-time high for quarterly natural gas gathered volumes and processed volumes[(1)]
  - In Q2 2018, Enable connected 20 new wells in the SCOOP and STACK plays with peak one-day natural gas flows of greater than 10 MMcf/d
  - Project Wildcat began operating at its full contracted capacity in July, providing significant pricing uplifts to Enable's customer
  - Enable stated they do not need to access the equity capital markets in 2018 to meet their financial objectives
- On May 2, 2018 Enable provided their outlook for 2018 net income attributable to common units of $375 - $445 million; forecasted amounts expected to translate to $0.44 to $0.51 in CenterPoint guidance basis EPS
  - On August 2, 2018 Enable stated they anticipate performance at or above the midpoint of the 2018 outlook for net income attributable to common units

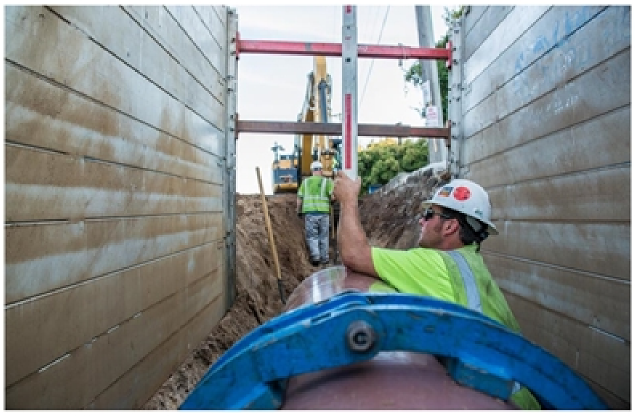
Source: All information is per Enable's 2nd quarter 2018 earnings presentation dated August 2, 2018
(1) Since Enable's formation in May 2013

2018 Full-Year Outlook

Reiterate 2018 Guidance EPS at the upper end of $1.50 - $1.60[(1)]

EPS on a Guidance (Non-GAAP) Basis[(1)]
Excluding costs associated with the pending merger with Vectren





Anticipate 2018 EPS growth will be driven by:

- Tax Reform
- Equity Return[(3)]
- Utility rate relief and continued customer growth
- Increased contribution from Energy Services
- Increased earnings per Enable Midstream Partners' forecast[(4)]

(1) Refer to slide 30 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures
(2) Excluding tax reform benefit
(3) Primarily due to the annual true-up of transition charges correcting for under-collections that occurred during the preceding 12 months
(4) As provided on Enable Midstream Partners' second quarter 2018 earnings call on August 2, 2018

Agenda

Scott Prochazka
President and CEO
	• CenterPoint Vision and Strategy
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	• Business Segment Highlights
	  - Houston Electric
	  - Natural Gas Distribution
	  - Energy Services
	  - Midstream Investments
	• Full-Year Outlook

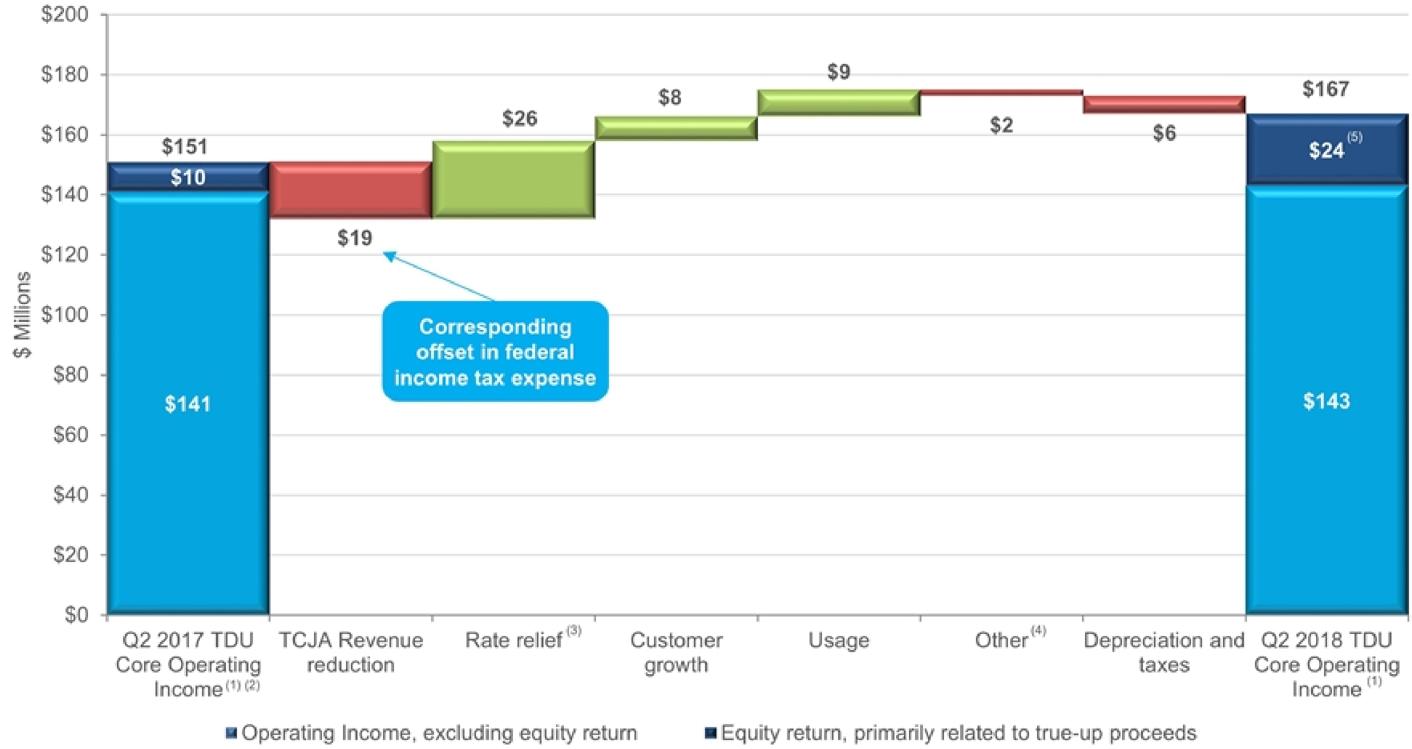
Bill Rogers **Chief Financial Officer**	• Financials Overview • Business Segment Performance • Utility Operations EPS Drivers • Consolidated EPS Drivers • Pending Merger Timeline and Financing • Credit Outlook • Rate Base Growth
Appendix	• ZENS • 2020 Potential EPS • Regulatory Update • Core Operating Income Reconciliation • Net Income Reconciliation • Equity Amortization Schedule

CenterPoint Financials Overview

- Guidance basis EPS versus GAAP EPS
  - Guidance basis EPS removes the mark-to-market impacts of ZENS securities and the related stocks and mark-to-market items related to our Energy Services business
  - Guidance and GAAP EPS include earnings from Enable, inclusive of mark-to-market impacts recorded by Enable
- Utility Operations EPS
  - Utility Operations EPS includes all earnings except those related to Midstream Investments (Utility Operations EPS includes the Enable Series A Preferred Units)
  - This includes the reportable business segments of Electric Transmission and Distribution, Natural Gas Distribution, Energy Services and Other Operations
- Core Operating Income
  - Core Operating Income excludes the transition and system restoration bonds from Electric Transmission and Distribution, the mark-to-market impacts of Energy Services and income from Other Operations

Note: Refer to slide 3 for information on Non-GAAP measures

Electric Transmission and Distribution Operating Income Drivers Q2 2017 v Q2 2018



(1) Excludes transition and system restoration bonds; please refer to slide 27 for core operating income reconciliation measures and to slide 3 for information on non-GAAP measures
(2) The retrospective adoption of ASU 2017-07 resulted in an increase to 2017 operating income of $7 million and a corresponding decrease to other income
(3) Includes rate increases, exclusive of the TCJA impact
(4) Includes higher equity return of $14 million, primarily related to the annual true-up of transition charges correcting for under-collections that occurred during the preceding 12 months and higher operation and maintenance expense of $15 million
(5) The company filed a non-standard filing for a true up of transition charges for Transition Bond Company IV. This resulted in an updated equity return amortization schedule. Please see slide 31.

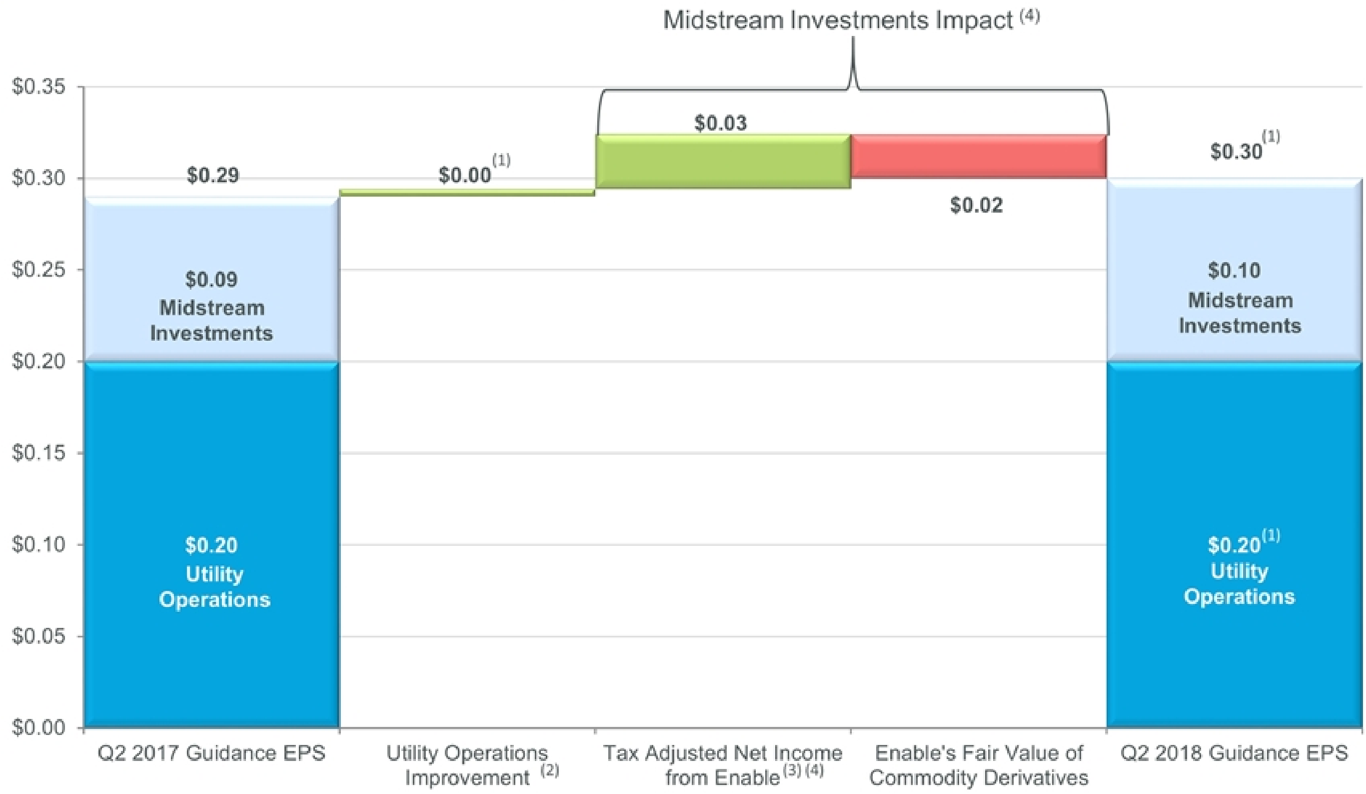
Natural Gas Distribution
Operating Income Drivers Q2 2017 v Q2 2018

(1) The retrospective adoption of ASU 2017-07 resulted in an increase to 2017 operating income of $5 million and a corresponding decrease to other income
(2) Includes rate increases, exclusive of the TCJA impact
(3) Includes the timing of a decoupling normalization accrual recorded in second quarter of 2017 resulting from warmer than normal weather during the 2016/2017 winter season
(4) Includes higher labor and benefits costs of $17 million resulting primarily from the recording of a regulatory asset (and a corresponding reduction in expense) to recover $16 million of prior postretirement expenses in future rates established in the Texas Gulf rate order in 2017; and higher O&M of $5 million primarily due to higher support services and bad debt expense of $11 million, partially offset by a timing-related adjustment associated with the Texas Gulf rate order of $6 million

Utility Operations Adjusted Diluted EPS Drivers Q2 2017 v Q2 2018 (Guidance Basis)(5)

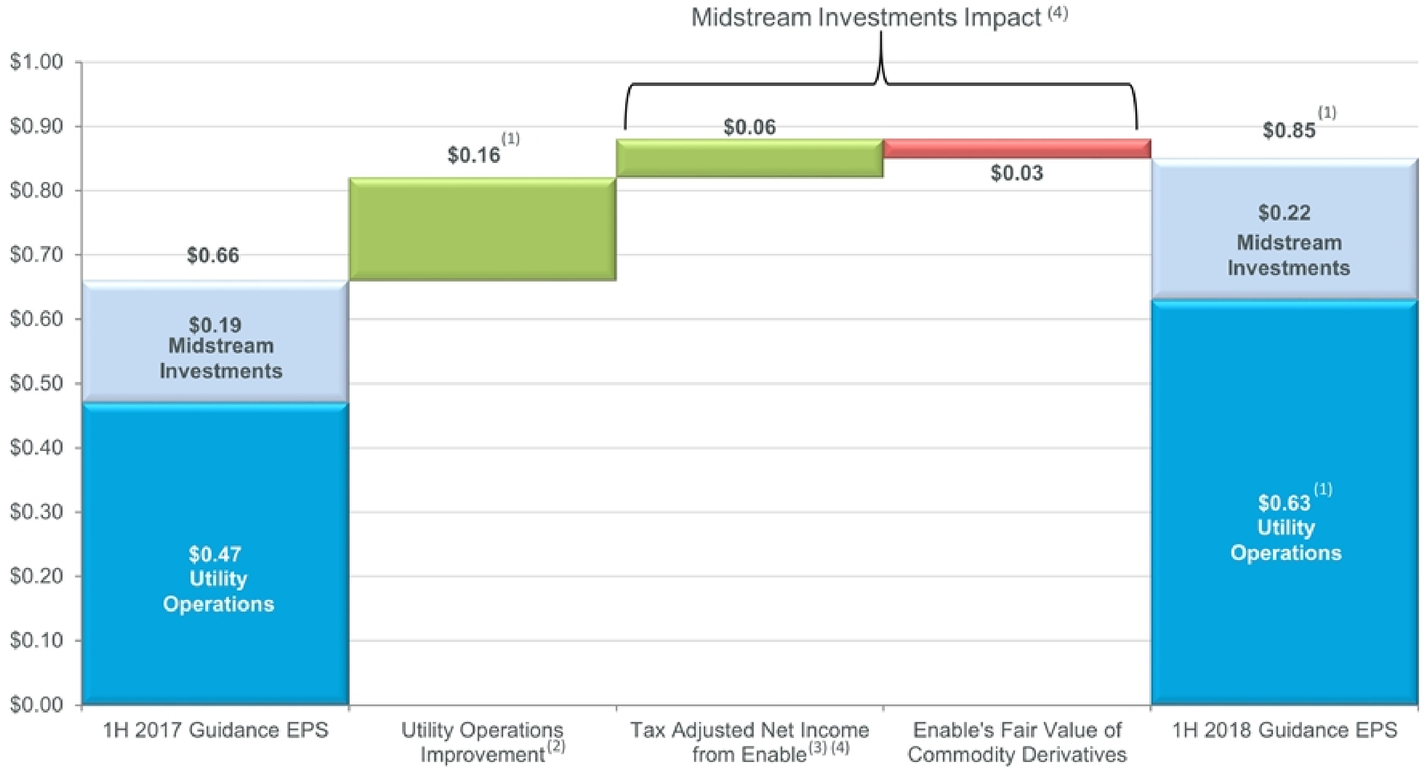
(1) Excludes equity return; please refer to slide 27 for core operating income reconciliation measures and to slide 3 for information on non-GAAP measures. Utilizes the 2017 tax rate (benefit of 2018 tax rate captured in Other)
(2) Excludes transition and system restoration bonds. Utilizes the 2017 tax rate (benefit of 2018 tax rate captured in Other)
(3) Higher equity return of $14 million, primarily related to the annual true-up of transition charges correcting for under-collections that occurred during the preceding 12 months. Utilizes the 2017 tax rate (benefit of 2018 tax rate captured in Other)
(4) Taxes, including the benefits of TCJA, TCJA revenue reductions, equity AFUDC, other income and Other Operations segment
(5) Excluding $34 million of pre-tax costs ($27 million of operating income and $7 million of interest) associated with the pending merger with Vectren; Utility Operations EPS includes all earnings except those related to Midstream Investments (Utility Operations EPS includes the Enable Series A Preferred Units)
Note: Refer to slide 28 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures

Consolidated Adjusted Diluted EPS Drivers Q2 2017 v Q2 2018 (Guidance Basis)[1]



(1) Excluding $34 million of pre-tax costs ($27 million of operating income and $7 million of interest) associated with the pending merger with Vectren; Utility Operations EPS includes all earnings except those related to Midstream Investments (Utility Operations EPS includes the Enable Series A Preferred Units)
(2) See previous slide
(3) Uses a limited partner interest (excluding Series A Preferred Units) ownership percentage of 54.1% for Q2 2017 and 54.0% for Q2 2018
(4) Midstream Investments components including the decreased tax rate associated with TCJA
Note: Refer to slide 28 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures

Consolidated Adjusted Diluted EPS Drivers Six Months Ended June 30, 2017 vs June 30, 2018 (Guidance Basis)[1]



(1) Excluding $34 million of pre-tax costs ($27 million of operating income and $7 million of interest) associated with the pending merger with Vectren; Utility Operations EPS includes all earnings except those related to Midstream Investments (Utility Operations EPS includes the Enable Series A Preferred Units)

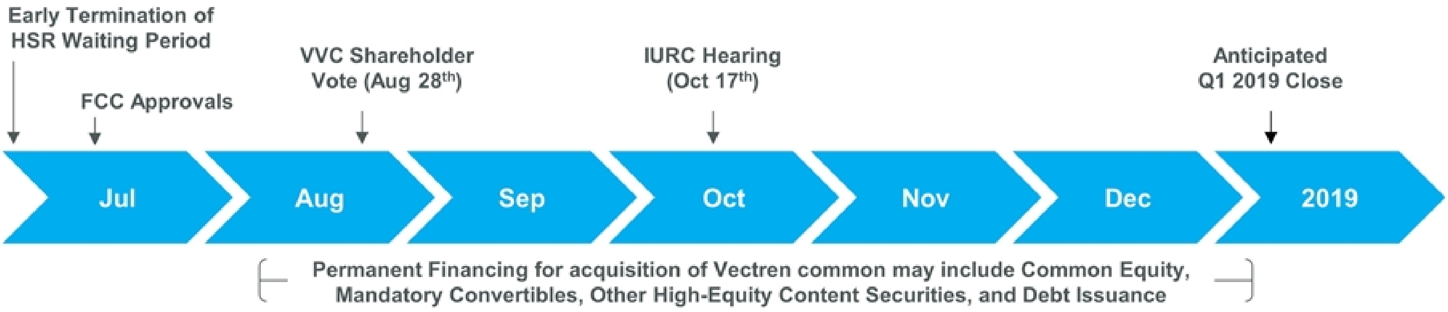
(2) Includes Utility Operations improvement of $0.16 in Q1 2018 vs Q1 2017 and $0.00 in Q2 2018 vs Q2 2017

(3) Uses a limited partner interest (excluding Series A Preferred Units) ownership percentage of 54.1% for Q2 2017 and 54.0% for Q2 2018

(4) Midstream Investments components including the decreased tax rate associated with TCJA

Note: Refer to slide 29 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures

Pending Merger Timeline and Financing



- Informational filings have been made in both Indiana and Ohio
- The FERC filing was submitted in June

Financing Detail

- Expected sources of approximately $6 billion purchase price
  - $2.5 billion of common equity and other high-equity content securities[1]
  - Incremental debt[2] at CNP, including senior notes and commercial paper
  - Cash on hand

IURC – Indiana Utility Regulatory Commission; FERC – Federal Energy Regulatory Commission; FCC – Federal Communication Commission; HSR – Hart Scott Rodino
Docket Numbers: Indiana - 45109, Ohio – 18-1027-GA-UNC, FERC EC18-104

(1) Any potential sales of Enable units will be used to support our utility capital needs in future years, not finance the merger

(2) Does not include assumption of Vectren debt, which is anticipated to be $2.5 billion at December 31, 2018

Credit Outlook

CenterPoint remains committed to solid investment grade credit quality, targeting BBB or better credit ratings for publicly rated debt securities at the close of the pending merger with Vectren

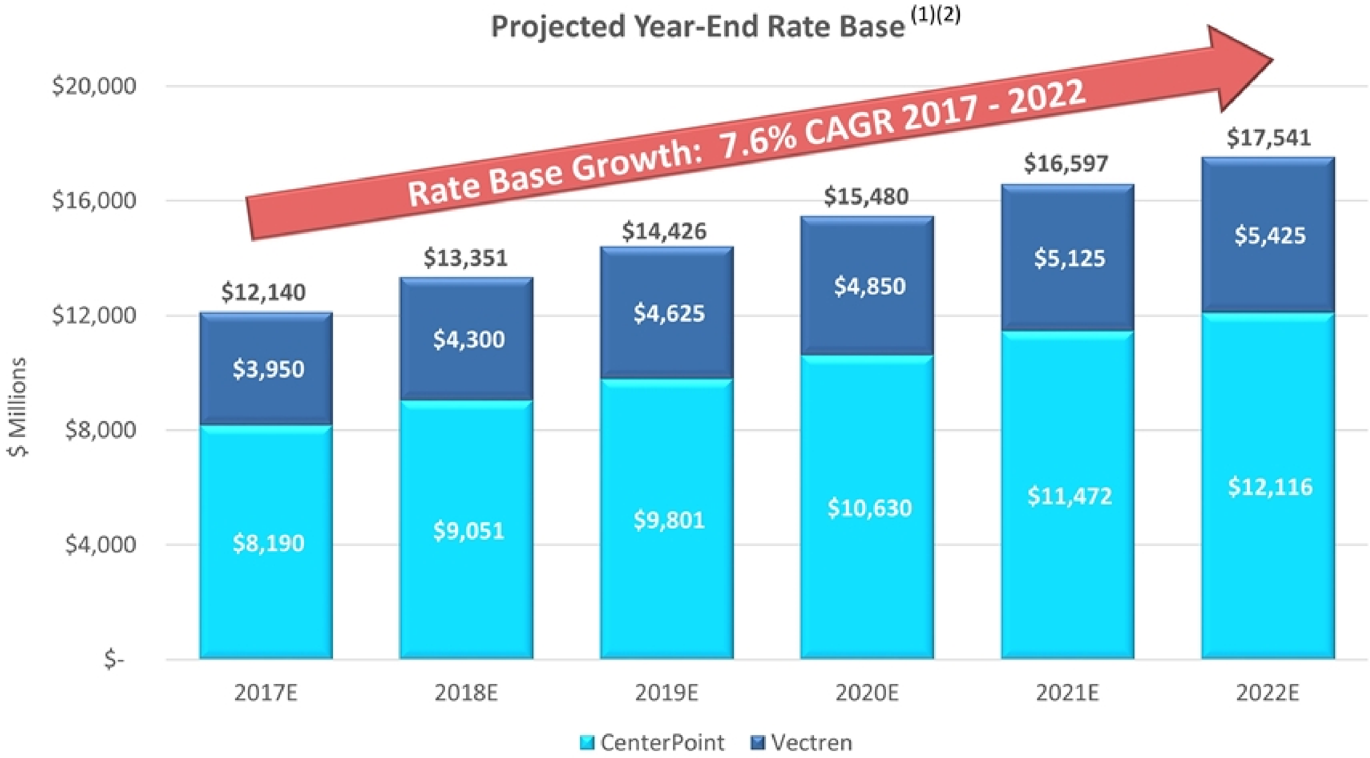
- Financing plan sized to achieve anticipated consolidated adjusted FFO/total debt of 15% or better by 2020 as determined by the rating agencies' methodology
- Enhanced business risk profile as determined by the rating agencies

Current Ratings and Outlook

	Moody's		S&P		Fitch	
Company/Instrument	Rating	Outlook [1]	Rating	CreditWatch [2]	Rating	Outlook [3]
CenterPoint Energy Senior Unsecured Debt	Baa1	Negative	BBB+	Negative	BBB	Stable
Houston Electric Senior Secured Debt	A1	Stable	A	Negative	A+	Stable
CERC Corp. Senior Unsecured Debt	Baa2	Stable	A-	Negative	BBB	Positive

[1] A Moody's rating outlook is an opinion regarding the likely direction of an issuer's rating over the medium term
[2] An S&P credit watch assesses the potential direction of a short-term or long-term credit rating
[3] A Fitch rating outlook indicates the direction a rating is likely to move over a one- to two-year period

Combined Company Rate Base Growth



Note: CenterPoint rate base numbers are based upon the capital plan included in the 2017 Form 10-K; Vectren rate base numbers as provided on slide 15 of Vectren's Q2 2018 Financial Review published on August 2, 2018

(1) The year-end annual rate base is subject to change due to actual capital investment and deferred taxes, the time frame over which excess deferred taxes are returned to customers, and the actual rate base authorized

(2) Projected year-end rate base is the total rate base for the year and not just the amount that has been reflected in rates

Agenda

Scott Prochazka
President and CEO
	• CenterPoint Vision and Strategy
	• Second Quarter Results
	• Business Segment Highlights
	  - Houston Electric
	  - Natural Gas Distribution
	  - Energy Services
	  - Midstream Investments
	• Full-Year Outlook

Bill Rogers **Chief Financial Officer**	• Financials Overview • Business Segment Performance • Utility Operations EPS Drivers • Consolidated EPS Drivers • Pending Merger Timeline and Financing • Credit Outlook • Rate Base Growth
Appendix	• ZENS • 2020 Potential EPS • Regulatory Update • Core Operating Income Reconciliation • Net Income Reconciliation • Equity Amortization Schedule

ZENS

- The AT&T Inc. (T) acquisition of Time Warner Inc. (TWX) closed June 14, 2018
- Upon closing of the acquisition, CenterPoint received $53.75 and 1.437 shares of AT&T Inc. for each share of Time Warner Inc.; cash proceeds of $382 million
- In accordance with the terms of the ZENS, CenterPoint remitted $382 million to ZENS note holders as additional interest in July 2018
- As of June 30, 2018, we recorded the following year-to-date items:

Meredith / Time (Q1 2018) *(in millions)*	
Cash payment to ZENS note holders	$16
Indexed debt – reduction	(4)
Indexed debt securities derivative – reduction	(1)
Loss on indexed debt securities	$11

AT&T / Time Warner Inc. (Q2 2018) *(in millions)*	
Due to ZENS note holders [(1)]	$382
Indexed debt – reduction	(95)
Indexed debt securities derivative – reduction	(45)
Loss on indexed debt securities	$242

- As of June 30, 2018, the reference shares for each ZENS note consisted of 0.7185 of AT&T Inc. stock and 0.061382 of Charter Communications Inc. stock, and the aggregate contingent principal amount of the ZENS was $484 million

[(1)] Cash was paid to ZENS note holders in July 2018. Since the Q2 2018 close occurred after the cash was received from AT&T and before the cash was paid by CenterPoint to ZENS note holders, CenterPoint's cash position was improved by $382 million at close. The contingent principal amount of the ZENS was reduced in July when the $382 million was distributed to ZENS note holders as additional interest

Combined 2020 EPS Potential

(in millions, except per share amounts)	2020
CenterPoint Net Income Forecast (High-end of $1.50 - $1.60 2018 guidance basis EPS range with 5 - 7% growth in 2019 and 2020)[(1)]	**$764 - $794**
Vectren Net Income Forecast (Midpoint of $2.80 - $2.90 2018 guidance basis EPS range with 6 - 8% growth in 2019 and 2020)[(2)]	**$266 - $276**
Combined Net Income Forecast	**$1,030 - $1,070**
Potential Commercial Opportunities + Cost Savings, After-tax ($50 - $100 million, pre-tax)[(3)]	**$39 - $78**
Expected Additional Interest Expense, After-tax ($3.5 billion at 4%)	**($109)**
Potential Net Income Total	**$960 - $1,039**
Potential Share Count* (434 million plus 90 - 110 million new common and if converted shares)	**524 - 544**
Potential Combined Earnings Per Share	**$1.76 - $1.98**

***Potential share count**

- Includes the entirety of the anticipated equity financing for the acquisition of Vectren stock from the issuance of additional CenterPoint common stock. The equity financing may include mandatory convertible or other high-equity content securities in addition to common shares. CenterPoint does not intend to sell Enable common units as a source of financing for the Vectren acquisition
- Also includes modest equity requirements post merger for rate base investment. As stated in prior calls, sales of Enable common units could be a source of funds for these equity requirements

(1) On a guidance basis and excluding certain one-time costs associated with the Vectren merger in 2018 and 2019
(2) As provided in Vectren's first quarter 2018 earnings materials on May 2, 2018
(3) Cost savings include both regulated and unregulated cost savings. In years beyond 2020, we anticipate additional commercial opportunities

Electric Transmission and Distribution Q2 2018 Regulatory Update

CenterPoint Energy

Mechanism Docket #	Annual Increase (Decrease) (1) ($ in millions)	Filing Date	Effective Date	Approval Date	Additional Information
DCRF 48226	30.9	April 2018	September 2018	TBD	Unanimous settlement agreement results in incremental annual revenue of $30.9 million. The agreement filed with the PUCT in June 2018 recommends a $120.6 million annual revenue requirement effective September 1, 2018. The settlement agreement also reflects an approximately $39 million decrease in the federal income tax rate, a $20 million decrease to return to customers the reserve recorded recognizing this decrease in the federal income tax rate from January 25, 2018 through August 31, 2018 and a $19.2 million decrease related to the unprotected EDIT. Effective September 1, 2019, the reserve amount returned to customers ends.
TCOS 48065	N/A	February 2018	April 2018	April 2018	Revised TCOS annual revenue application approved in November 2017 by a reduction of $41.6 million to recognize decrease in the federal income tax rate, amortize certain EDIT balances and adjust rate base by EDIT attributable to new plant since the last rate case, all of which are related to the TCJA.
TCOS 48389	40.8	May 2018	July 2018	July 2018	Requested an increase of $285 million to rate base and reflects a $40.8 million annual increase in current revenues. This filing also reflects a one-time refund of $6.6 million in excess federal income tax collected from January to April 2018.
EECRF 48420	8.4	June 2018	TBD	TBD	Revised application requests recovery of 2019 EECRF of $41.7 million, including a $8.4 million performance bonus.

DCRF – Distribution Cost Recovery Factor; TCOS – Transmission Cost of Service; TBD – To Be Determined; EDIT – Excess Deferred Income Taxes; EECRF – Energy Efficiency Cost Recovery Factor

(1) Represents proposed increases when effective date and/or approval date is not yet available. Approved rates could differ materially

Natural Gas Distribution Q2 2018 Regulatory Update

Jurisdiction	Mechanism Docket #	Annual Increase (Decrease) [1] ($ in millions)	Filing Date	Effective Date	Approval Date	Additional Information
South Texas (RRC)	Rate Case 10669	(1.0)	November 2017	May 2018	May 2018	Unanimous settlement agreement approved by the Railroad Commission in May 2018 that provides for a $1 million annual decrease in current revenues. The settlement agreement also reflects an approximately $2 million decrease in the federal income tax rate and amortization of certain EDIT balances and establishing a 9.8% ROE for future GRIP filings for the South Texas jurisdiction.
Beaumont/East Texas and Texas Gulf (RRC)	GRIP 10716 10717	14.7	March 2018	July 2018	June 2018	Based on net change in invested capital of $70.0 million and reflects a $14.7 million annual increase in current revenues. Also reflects an approximately $1.0 million decrease in the federal income tax rate.
Administrative 104.111	10748 10749 10750	N/A	July 2018	TBD	TBD	Beaumont/East Texas, Houston and Texas Coast propose to decrease base rates by $12.9 million to reflect the change in the federal income tax rate. In addition, Beaumont/East Texas proposed to decrease the GRIP charge to reflect the change in the federal income tax rate. The impact of deferred taxes is expected to be reflected in the next rate case.
Arkansas (APSC)	FRP 17-010-FR	13.2	August 2018	October 2018	TBD	Based on ROE of 9.5% as approved in the last rate case and reflects a $13.2 million annual increase in current revenues, excluding the effects of the recently enacted TCJA. With TCJA impacts considered, the annual increase is reduced by approximately $8.1 million, which include the effects of a lower federal income tax rate and amortization of EDIT balances.

GRIP – Gas Reliability Infrastructure Program; FRP – Formula Rate Plan; EDIT – Excess Deferred Income Taxes; TBD – To Be Determined

[1] Represents proposed increases when effective date and/or approval date is not yet available. Approved rates could differ materially

Natural Gas Distribution
Q2 2018 Regulatory Update

Jurisdiction	Mechanism Docket #	Annual Increase (Decrease) [1] ($ in millions)	Filing Date	Effective Date	Approval Date	Additional Information
Minnesota (MPUC)	Rate Case G008/GR-17-285	56.5	August 2017	TBD	TBD	Reflects a proposed 10.0% ROE on a 52.18% equity ratio. Includes a proposal to extend decoupling beyond current expiration date of June 2018. Interim rates reflecting an annual increase of $47.8 million were effective October 1, 2017. A unanimous settlement agreement was filed in March 2018, which is subject to MPUC approval. The settlement agreement increases base rates by $3.9 million, makes decoupling a permanent part of the tariff, incorporates the impact of the decrease in the federal income tax rate and amortization of EDIT balances (approximately $20 million) and establishes or continues tracker recovery mechanisms that account for approximately $13.3 million in the initial filing. The MPUC voted to approve the settlement and a formal order was issued on July 20, 2018. Final rates (and the refund of interim rates that exceed final rates) are expected to be implemented later this year after required compliance filings are approved.
Mississippi (MPSC)	RRA 12-UN-139	5.7	May 2018	TBD	TBD	Based on authorized ROE of 9.144% and a capital structure of 50% debt and 50% equity and reflects a $5.7 million annual increase in revenues, excluding the effects of the recently enacted TCJA. With the impact of the lower federal income tax rate considered, the annual increase is reduced by approximately $1.7 million.
Oklahoma (OCC)	PBRC PUD201800029	6.7	March 2018	TBD	TBD	Based on ROE of 10% and reflects a $6.7 million annual increase in revenues, excluding the effects of the recently enacted TCJA. With TCJA impacts considered, the annual increase is reduced by approximately $1.2 million, which includes the effects of a lower federal income tax rate and amortization of certain EDIT balances.

PBRC – Performance Based Rate Change; EDIT – Excess Deferred Income Taxes; RRA – Rate Rider Adjustment; TBD – To Be Determined

[1] Represents proposed increases when effective date and/or approval date is not yet available. Approved rates could differ materially

Reconciliation: Operating Income to Core Operating Income

Operating Income ($ in millions)	Quarter Ended June 30, 2018	Quarter Ended June 30, 2017	Difference Fav/(Unfav)
Electric Transmission and Distribution	$ 181	$ 171	$ 10
Transition and System Restoration Bond Companies	(14)	(20)	6
TDU Core Operating Income	167	151	16
Energy Services	15	16	(1)
Mark-to-Market (gain) loss	(8)	(6)	(2)
Energy Services Operating Income, excluding mark-to-market	7	10	(3)
Natural Gas Distribution Operating Income	7	42	(35)
Core Operating Income	$ 181	$ 203	$ (22)
Less Q2 Equity Return	(24)	(10)	$ (14)
Add Back Utility TCJA Revenue Reduction	24	0	$ 24
Core Operating Income without Equity Return and TCJA Revenue Reductions	$ 181	$ 193	$ (12)

Reconciliation: Net Income and Diluted EPS to Adjusted Net Income and Adjusted Diluted EPS Used in Providing Annual Earnings Guidance

CenterPoint Energy

	Quarter Ended			
	June 30, 2018		June 30, 2017	
	Net Income (in millions)	Diluted EPS	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported	$ (75)	$ (0.17)	$ 135	$ 0.31
Midstream Investments	(44)	(0.10)	(37)	(0.09)
Utility Operations [1]	(119)	(0.27)	98	0.22
Timing effects impacting CES[2]:				
Mark-to-market (gains) losses (net of taxes of $2 and $3)[3]	(6)	(0.01)	(3)	(0.01)
ZENS-related mark-to-market (gains) losses:				
Marketable securities (net of taxes of $4 and $7) [3][4]	(18)	(0.04)	(16)	(0.04)
Indexed debt securities (net of taxes of $54 and $4) [3][5]	200	0.46	9	0.03
Utility operations earnings on an adjusted guidance basis	$ 57	$ 0.14	$ 88	$ 0.20
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:				
Utility Operations on a guidance basis	$ 57	$ 0.14	$ 88	$ 0.20
Midstream Investments	44	0.10	37	0.09
Consolidated on a guidance basis	$ 101	$ 0.24	$ 125	$ 0.29
Costs associated with the Vectren merger (net of taxes of $8) [3]	26	0.06	-	-
Utility Operations on a guidance basis, excluding costs associated with the Vectren merger	$ 83	$ 0.20	$ 88	$ 0.20
Midstream Investments	44	0.10	37	0.09
Consolidated on a guidance basis, excluding costs associated with the Vectren merger	$ 127	$ 0.30	$ 125	$ 0.29

(1) CenterPoint earnings excluding Midstream Investments

(2) Energy Services segment

(3) Taxes are computed based on the impact removing such item would have on tax expense

(4) As of June 14, 2018, comprised of AT&T Inc. and Charter Communications, Inc. Prior to June 14, 2018, comprised of Time Warner Inc. and Charter Communications, Inc. Results prior to January 31, 2018 also included Time Inc.

(5) 2018 includes amount associated with the acquisition of Time Warner Inc. by AT&T Inc.

Reconciliation: Net Income and Diluted EPS to Adjusted Net Income and Adjusted Diluted EPS Used in Providing Annual Earnings Guidance

CenterPoint Energy

	Six Months Ended			
	June 30, 2018		June 30, 2017	
	Net Income (in millions)	Diluted EPS	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported	$ 90	$ 0.21	$ 327	$ 0.75
Midstream Investments	(96)	(0.22)	(82)	(0.19)
Utility Operations [1]	(6)	(0.01)	245	0.56
Timing effects impacting CES[2]:				
Mark-to-market (gains) losses (net of taxes of $17 and $8)[3]	55	0.13	(13)	(0.03)
ZENS-related mark-to-market (gains) losses:				
Marketable securities (net of taxes of $5 and $23) [3][4]	(18)	(0.04)	(44)	(0.10)
Indexed debt securities (net of taxes of $57 and $8) [3][5]	215	0.49	15	0.04
Utility operations earnings on an adjusted guidance basis	$ 246	$ 0.57	$ 203	$ 0.47
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:				
Utility Operations on a guidance basis	$ 246	$ 0.57	$ 203	$ 0.47
Midstream Investments	96	0.22	82	0.19
Consolidated on a guidance basis	$ 342	$ 0.79	$ 285	$ 0.66
Costs associated with the Vectren merger (net of taxes of $8) [3]	26	0.06	-	-
Utility Operations on a guidance basis, excluding costs associated with the Vectren merger	$ 272	$ 0.63	$ 203	$ 0.47
Midstream Investments	96	0.22	82	0.19
Consolidated on a guidance basis, excluding costs associated with the Vectren merger	$ 368	$ 0.85	$ 285	$ 0.66

[1] CenterPoint earnings excluding Midstream Investments

[2] Energy Services segment

[3] Taxes are computed based on the impact removing such item would have on tax expense

[4] As of June 14, 2018, comprised of AT&T Inc. and Charter Communications, Inc. Prior to June 14, 2018, comprised of Time Warner Inc. and Charter Communications, Inc. Results prior to January 31, 2018 also included Time Inc.

[5] 2018 includes amounts associated with the acquisition of Time Warner Inc. by AT&T Inc. as well as the Meredith tender offer for Time Inc. common stock

Reconciliation: Net Income and Diluted EPS to Adjusted Net Income and Adjusted Diluted EPS Used in Providing Annual Earnings Guidance

CenterPoint Energy

	Twelve Months Ended December 31, 2017	
	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported	$ 1,792	$ 4.13
Midstream Investments	(675)	(1.56)
Utility Operations [1]	1,117	2.57
Timing effects impacting CES[2]:		
Mark-to-market (gains) losses (net of taxes of $29 and $8)[3]	(50)	(0.12)
ZENS-related mark-to-market (gains) losses:		
Marketable securities (net of taxes of $3 and $114) [3][4]	(4)	(0.01)
Indexed debt securities (net of taxes of $17 and $145) [3]	(32)	(0.07)
Utility operations earnings on an adjusted guidance basis	$ 1,031	$ 2.37
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:		
Utility Operations on a guidance basis	$ 1,031	$ 2.37
Midstream Investments	675	1.56
Consolidated on a guidance basis	$ 1,706	$ 3.93
Gain from tax reform[5]		
Utility	(599)	(1.38)
Midstream	(514)	(1.18)
Total gain from tax reform	(1,113)	(2.56)
Utility Operations on a guidance basis, excluding gain from tax reform	$ 432	$ 0.99
Midstream Investments excluding gain from tax reform	161	0.38
Consolidated on a guidance basis, excluding gain from tax reform	$ 593	$ 1.37

[1] CenterPoint earnings excluding Midstream Investments
[2] Energy Services segment
[3] Taxes are computed based on the impact removing such item would have on tax expense
[4] Time Warner Inc., Charter Communications, Inc. and Time Inc.
[5] Tax reform legislation informally called the Tax Cuts and Jobs Act of 2017

Estimated Amortization for Pre-Tax Equity Earnings

Associated with the Recovery of Certain Qualified Cost and Storm Restoration Costs

CenterPoint Energy

As of June 30, 2018

		TBC II	TBC III	TBC IV	SRBC	Total
Actual	2005	$ 213,804	$ -	$ -	$ -	**$ 213,804**
	2006	6,644,004	-	-	-	**6,644,004**
	2007	7,140,194	-	-	-	**7,140,194**
	2008	6,673,765	4,743,048	-		**11,416,813**
	2009	7,279,677	6,074,697	-	95,841	**13,450,215**
	2010	9,071,326	5,745,580	-	2,657,384	**17,474,291**
	2011	9,902,590	6,994,650	-	2,840,737	**19,737,978**
	2012	9,717,059	6,837,290	27,873,514	2,473,992	**46,901,855**
	2013	10,383,183	7,251,470	24,082,419	2,235,567	**43,952,640**
	2014	11,442,612	8,699,455	42,944,063	3,680,587	**66,766,717**
	2015	13,547,311	12,683,240	18,689,309	2,358,968	**47,278,828**
	2016	12,508,807	5,121,694	42,041,721	4,901,568	**64,573,791**
	2017	14,637,270	11,467,234	14,687,161	779,120	**41,570,784**
**	2018	13,334,484	10,216,703	42,612,571	4,559,362	**70,723,120**
Estimated	2019	5,153,962	7,826,957	28,478,493	2,788,238	**44,247,650**
	2020	-	673,947	31,625,372	2,983,521	**35,282,840**
	2021	-	-	32,874,239	3,182,052	**36,056,291**
	2022	-	-	34,240,437	1,917,615	**36,158,052**
	2023	-	-	35,666,030	-	**35,666,030**
	2024	-	-	28,969,782	-	**28,969,782**
		137,650,048	94,335,964	404,785,110	37,454,553	**674,225,675**

** The table provides

1) the pre-tax equity return recognized by CenterPoint Energy, Inc. (CenterPoint Energy) during each of the years 2005 through June 30, 2018 related to CenterPoint Energy Houston Electric, LLC's (CEHE) recovery of certain qualified costs or storm restoration costs, as applicable, pursuant to the past issuance of transition bonds by CenterPoint Energy Transition Bond Company II, LLC (Transition BondCo II) and CenterPoint Energy Transition Bond Company III, LLC (Transition BondCo III) or CenterPoint Energy Transition Bond Company IV, LLC (Transition BondCo IV) or system restoration bonds by CenterPoint Energy Restoration Bond Company, LLC (System Restoration BondCo), as applicable and
2) the estimated pre-tax equity return currently expected to be recognized in each of the years July 1, 2018, through 2024 related to CEHE's recovery of certain qualified costs or storm restoration costs, as applicable, pursuant to the past issuance of transition bonds by Transition BondCo II, Transition BondCo III or Transition BondCo IV or system restoration bonds by System Restoration BondCo, as applicable.

The amounts reflected for July 1, 2018, through 2024 are based on CenterPoint Energy's estimates as of June 30, 2018. However, the equity returns to be recognized in future periods with respect to each series of transition or system restoration bonds, as applicable, will be periodically subject to adjustment based on tariff adjustments for any overcollections or undercollections of transition charges or system restoration charges, as applicable. The equity return amounts reflected in the table are reported in the financial statements of CenterPoint Energy and CenterPoint Energy Houston Electric as revenues from electric transmission and distribution utility.