
**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): November 8, 2018

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

1-31447
(Commission File Number)

74-0694415
(IRS Employer
Identification No.)

**1111 Louisiana
Houston, Texas**
(Address of principal executive offices)

77002
(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 November 8, 2018, CenterPoint Energy, Inc. (“CenterPoint Energy”) reported third quarter 2018 earnings. For additional information regarding CenterPoint Energy’s third 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 third quarter 2018 earnings on November 8, 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 third 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 November 8, 2018 regarding CenterPoint Energy, Inc.’s third quarter 2018 earnings
99.2	Supplemental Materials regarding CenterPoint Energy, Inc.’s third 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: November 8, 2018

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



For more information contact
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For Immediate Release

CenterPoint Energy reports third quarter 2018 earnings of \$0.35 per diluted share; \$0.39 earnings per diluted share on a guidance basis, excluding impacts associated with the pending merger with Vectren

Company anticipates achieving the high end of its \$1.50-\$1.60 2018 EPS guidance range, excluding impacts associated with the pending merger with Vectren

Houston—Nov. 8, 2018—CenterPoint Energy, Inc. (NYSE: CNP) today reported net income available to common shareholders of \$153 million, or \$0.35 per diluted share, for the third quarter of 2018, compared with \$169 million, or \$0.39 per diluted share for the third quarter of 2017. On a guidance basis, and excluding impacts associated with the pending merger with Vectren, third quarter 2018 earnings were \$0.39 per diluted share, consisting of \$0.25 from utility operations and \$0.14 from midstream investments. Third quarter 2017 earnings on a guidance basis were \$0.38 per diluted share, consisting of \$0.28 from utility operations and \$0.10 from midstream investments.

Operating income for the third quarter of 2018 was \$226 million, compared with \$297 million in the third quarter of 2017. For the third quarter of 2017 operating income was increased and other income decreased by \$18 million in accordance with the retrospective adoption earlier this year of the accounting standard for compensation-retirement benefits (ASU 2017-07). Equity income from midstream investments was \$81 million for the third quarter of 2018, compared with \$68 million for the third quarter of 2017.

“Our businesses performed well this quarter, in line with our expectations, and we remain on track to achieve the high end of our EPS guidance range,” said Scott M. Prochazka, president and chief executive officer of CenterPoint Energy. “In addition, the remaining approvals required for our pending merger with Vectren are on schedule, and we expect the transaction to be completed in the first quarter of 2019.”

Business Segments

Electric Transmission & Distribution

The electric transmission & distribution segment reported operating income of \$227 million for the third quarter of 2018, consisting of \$214 million from the regulated electric transmission & distribution utility operations (TDU) and \$13 million related to securitization bonds. Operating income for the third quarter of 2017 was \$254 million, consisting of \$236 million from the TDU and \$18 million related to securitization bonds.

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1

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

The retrospective adoption of ASU 2017-07 resulted in an increase to TDU operating income and a corresponding decrease to other income of \$7 million for the third quarter of 2017.

Natural Gas Distribution

The natural gas distribution segment reported operating income of \$3 million for the third quarter of 2018, compared with \$25 million for the third quarter of 2017. Operating income benefited from rate relief and weather and usage, driven by the timing of a decoupling mechanism in Minnesota. These increases were more than offset by higher operation and maintenance expenses, higher depreciation and amortization expense and lower revenues reflecting the lower federal income tax rate due to the TCJA.

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 third quarter of 2017.

Energy Services

The energy services segment reported an operating loss of \$9 million for the third quarter of 2018, which included a mark-to-market gain of \$1 million, compared with operating income of \$7 million for the third quarter of 2017, which included a mark-to-market gain of \$2 million. Excluding mark-to-market adjustments, the operating loss was \$10 million for the third quarter of 2018 compared with operating income of \$5 million for the third quarter of 2017. Operating income decreased due to lower margin, resulting from reduced opportunities to optimize natural gas supply costs and timing impacts related to natural gas storage activity, and higher operation and maintenance expense. Energy Services remain on track to achieve their core operating income target of \$70-\$80 million for 2018.

Midstream Investments

The midstream investments segment reported \$81 million of equity income for the third quarter of 2018, compared with \$68 million in the third quarter of 2017.

Other Operations

The other operations segment reported operating income of \$5 million for the third quarter of 2018, compared with operating income of \$11 million in the third quarter of 2017. This decrease is primarily due to costs related to the pending merger with Vectren.

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Earnings Outlook

CenterPoint Energy anticipates achieving the high end of the \$1.50-\$1.60 EPS guidance range for 2018, excluding impacts associated with the pending merger with Vectren. These impacts include integration planning and transaction-related fees and expenses. In addition, the company has issued \$5.2 billion of debt and equity securities to fund the pending merger with Vectren. Therefore, 2018 is expected to have higher net interest expense and a higher common stock share count, the effects of which are not included in the 2018 EPS guidance range set forth above. This guidance is inclusive of Enable's 2018 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. CenterPoint Energy's guidance does not currently reflect impacts associated with the pending merger with Vectren.

	Quarter Ended			
	September 30, 2018		September 30, 2017	
	Net Income (in millions)	Diluted EPS	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported	\$ 153	\$ 0.35	\$ 169	\$ 0.39
Midstream Investments	(60)	(0.14)	(42)	(0.10)
Utility Operations (1)	93	0.21	127	0.29
Timing effects impacting CES(2):				
Mark-to-market gains (net of taxes of \$0 and \$1)(3)	(1)	—	(1)	—
ZENS-related mark-to-market (gains) losses:				
Marketable securities (net of taxes of \$9 and \$13) (3)(4)	(34)	(0.08)	(24)	(0.06)
Indexed debt securities (net of taxes of \$10 and \$13) (3)	34	0.08	23	0.05
Utility operations earnings on an adjusted guidance basis	<u>\$ 92</u>	<u>\$ 0.21</u>	<u>\$ 125</u>	<u>\$ 0.28</u>
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:				
Utility Operations on a guidance basis	\$ 92	\$ 0.21	\$ 125	\$ 0.28
Midstream Investments	60	0.14	42	0.10
Consolidated on a guidance basis	<u>\$ 152</u>	<u>\$ 0.35</u>	<u>\$ 167</u>	<u>\$ 0.38</u>
Impacts associated with the Vectren merger (net of taxes of \$2) (3)	18	0.04	—	—
Utility Operations on a guidance basis, excluding impacts associated with the Vectren merger	\$ 110	\$ 0.25	\$ 125	\$ 0.28
Midstream Investments	60	0.14	42	0.10
Consolidated on a guidance basis, excluding impacts associated with the Vectren merger	<u>\$ 170</u>	<u>\$ 0.39</u>	<u>\$ 167</u>	<u>\$ 0.38</u>

(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.

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 September 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 Thursday, November 8, 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 and national markets and their effect on sales, prices and costs; (5) weather variations and other natural phenomena, including the impact of severe weather

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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 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 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 investments; (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 CenterPoint Energy 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; (32) 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, which may be contested by GenOn; (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, June 30, 2018 and September 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 CenterPoint Energy or Vectren may be unable to obtain regulatory approvals required for the proposed transactions, or that required 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, (2) 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, (3) the risk that a condition to the closing of the proposed transactions may not be satisfied, (4) the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the proposed transactions, (5) the receipt of an unsolicited offer from another party to acquire assets or capital stock of Vectren that could interfere with the proposed transactions, (6) the timing to consummate the proposed transactions, (7) the costs incurred to consummate the proposed transactions, (8) 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, (9) the risk that the companies may not realize fair values from properties that may be required to be sold in connection with the merger, (10) the credit ratings of the companies following the proposed transactions, (11) disruption from the proposed transactions making it more difficult to maintain relationships with customers, employees, regulators or suppliers, and (12) 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's guidance does not currently reflect impacts associated with the pending merger with Vectren. 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.

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

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2018	2017 (1)	2018	2017 (1)
Revenues:				
Utility revenues	\$1,299	\$1,233	\$4,534	\$4,001
Non-utility revenues	913	865	3,019	2,975
Total	<u>2,212</u>	<u>2,098</u>	<u>7,553</u>	<u>6,976</u>
Expenses:				
Utility natural gas	134	106	959	706
Non-utility natural gas	864	832	2,927	2,843
Operation and maintenance	567	501	1,714	1,562
Depreciation and amortization	326	269	982	749
Taxes other than income taxes	95	93	307	288
Total	<u>1,986</u>	<u>1,801</u>	<u>6,889</u>	<u>6,148</u>
Operating Income	<u>226</u>	<u>297</u>	<u>664</u>	<u>828</u>
Other Income (Expense):				
Gain on marketable securities	43	37	66	104
Loss on indexed debt securities	(44)	(36)	(316)	(59)
Interest and other finance charges	(90)	(80)	(259)	(235)
Interest on securitization bonds	(16)	(18)	(46)	(58)
Equity in earnings of unconsolidated affiliates	81	68	208	199
Other - net	9	(1)	16	(2)
Total	<u>(17)</u>	<u>(30)</u>	<u>(331)</u>	<u>(51)</u>
Income Before Income Taxes	209	267	333	777
Income Tax Expense	51	98	85	281
Net Income	<u>158</u>	<u>169</u>	<u>248</u>	<u>496</u>
Series A Preferred Dividend Requirement	5	—	5	—
Income Available to Common Shareholders	<u>\$ 153</u>	<u>\$ 169</u>	<u>\$ 243</u>	<u>\$ 496</u>

(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 September 30,		Nine Months Ended September 30,	
	2018	2017 (1)	2018	2017 (1)
Basic Earnings Per Common Share	\$ 0.35	\$ 0.39	\$ 0.56	\$ 1.15
Diluted Earnings Per Common Share	\$ 0.35	\$ 0.39	\$ 0.56	\$ 1.14
Dividends Declared per Common Share	\$ 0.2775	\$ 0.2675	\$ 0.5550	\$ 0.8025
Dividends Paid per Common Share	\$ 0.2775	\$ 0.2675	\$ 0.8325	\$ 0.8025
Weighted Average Common Shares Outstanding (000):				
- Basic	431,554	431,026	431,437	430,939
- Diluted	434,891	434,086	434,774	433,999
<u>Operating Income (Loss) by Segment (1)</u>				
Electric Transmission & Distribution:				
TDU	\$ 214	\$ 236	\$ 480	\$ 453
Bond Companies	13	18	43	58
Total Electric Transmission & Distribution	227	254	523	511
Natural Gas Distribution	3	25	166	235
Energy Services	(9)	7	(20)	58
Other Operations	5	11	(5)	24
Total	<u>\$ 226</u>	<u>\$ 297</u>	<u>\$ 664</u>	<u>\$ 828</u>

(1) Operating income for the three and nine months ended September 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 September 30,		% Diff Fav/(Unfav)	Nine Months Ended September 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues:						
TDU	\$ 735	\$ 729	1%	\$ 2,009	\$ 1,944	3%
Bond Companies	162	114	42%	493	290	70%
Total	<u>897</u>	<u>843</u>	6%	<u>2,502</u>	<u>2,234</u>	12%
Expenses:						
Operation and maintenance, excluding Bond Companies	367	337	(9%)	1,056	1,018	(4%)
Depreciation and amortization, excluding Bond Companies	95	97	2%	293	296	1%
Taxes other than income taxes	59	59	—	180	177	(2%)
Bond Companies	149	96	(55%)	450	232	(94%)
Total	<u>670</u>	<u>589</u>	(14%)	<u>1,979</u>	<u>1,723</u>	(15%)
Operating Income	<u>\$ 227</u>	<u>\$ 254</u>	(11%)	<u>\$ 523</u>	<u>\$ 511</u>	2%
Operating Income:						
TDU	\$ 214	\$ 236	(9%)	\$ 480	\$ 453	6%
Bond Companies	13	18	(28%)	43	58	(26%)
Total Segment Operating Income	<u>\$ 227</u>	<u>\$ 254</u>	(11%)	<u>\$ 523</u>	<u>\$ 511</u>	2%
Electric Transmission & Distribution Operating Data:						
Actual MWH Delivered						
Residential	10,554,656	10,419,309	1%	24,486,317	23,511,716	4%
Total	27,014,925	26,452,650	2%	70,346,601	67,956,180	4%
Weather (average for service area):						
Percentage of 10-year average:						
Cooling degree days	101%	101%	0%	104%	106%	(2%)
Heating degree days	0%	0%	0%	95%	42%	53%
Number of metered customers—end of period:						
Residential	2,188,211	2,156,624	1%	2,188,211	2,156,624	1%
Total	2,475,018	2,435,558	2%	2,475,018	2,435,558	2%
Natural Gas Distribution						
	Quarter Ended September 30,		% Diff Fav/(Unfav)	Nine Months Ended September 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
	Results of Operations:					
Revenues						
Natural gas	\$ 410	\$ 398	3%	\$ 2,058	\$ 1,791	15%
Gross Margin	<u>290</u>	<u>281</u>	3%	<u>1,086</u>	<u>1,049</u>	4%
Expenses:						
Operation and maintenance	183	157	(17%)	592	516	(15%)
Depreciation and amortization	73	66	(11%)	210	194	(8%)
Taxes other than income taxes	31	33	6%	118	104	(13%)
Total	<u>287</u>	<u>256</u>	(12%)	<u>920</u>	<u>814</u>	(13%)
Operating Income	<u>\$ 3</u>	<u>\$ 25</u>	(88%)	<u>\$ 166</u>	<u>\$ 235</u>	(29%)
Natural Gas Distribution Operating Data:						
Throughput data in BCF						
Residential	13	13	—	123	94	31%
Commercial and Industrial	53	50	6%	208	189	10%
Total Throughput	<u>66</u>	<u>63</u>	5%	<u>331</u>	<u>283</u>	17%
Weather (average for service area)						
Percentage of 10-year average:						
Heating degree days	119%	60%	59%	103%	73%	30%
Number of customers—end of period:						
Residential	3,205,916	3,179,284	1%	3,205,916	3,179,284	1%
Commercial and Industrial	255,244	253,041	1%	255,244	253,041	1%
Total	<u>3,461,160</u>	<u>3,432,325</u>	1%	<u>3,461,160</u>	<u>3,432,325</u>	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 September 30,		% Diff Fav/(Unfav)	Nine Months Ended September 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues	\$ 920	\$ 871	6%	\$ 3,065	\$ 2,998	2%
Natural gas	897	839	(7%)	2,998	2,865	(5%)
Gross Margin	23	32	(28%)	67	133	(50%)
Expenses:						
Operation and maintenance	28	22	(27%)	74	65	(14%)
Depreciation and amortization	4	3	(33%)	12	9	(33%)
Taxes other than income taxes	—	—	—	1	1	—
Total	32	25	(28%)	87	75	(16%)
Operating Income (Loss)	\$ (9)	\$ 7	(229%)	\$ (20)	\$ 58	(134%)
Timing impacts of mark-to-market gain (loss)	\$ 1	\$ 2	(50%)	\$ (71)	\$ 23	(409%)
Energy Services Operating Data:						
Throughput data in BCF	307	272	13%	993	864	15%
Number of customers—end of period	30,000	31,000	(3%)	30,000	31,000	(3%)

	Other Operations					
	Quarter Ended September 30,		% Diff Fav/(Unfav)	Nine Months Ended September 30,		% Diff Fav/(Unfav)
	2018	2017 (1)		2018	2017 (1)	
Results of Operations:						
Revenues	\$ 3	\$ 4	(25%)	\$ 11	\$ 11	—
Expenses	(2)	(7)	(71%)	16	(13)	(223%)
Operating Income (Loss)	\$ 5	\$ 11	(55%)	\$ (5)	\$ 24	(121%)

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

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	Capital Expenditures by Segment			
Electric Transmission & Distribution	\$ 252	\$ 192	\$ 669	\$ 616
Natural Gas Distribution	170	158	409	386
Energy Services	5	1	13	5
Other Operations	7	7	35	19
Total	\$ 434	\$ 358	\$ 1,126	\$ 1,026

Interest Expense Detail
(Millions of Dollars)
(Unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	Interest Expense Detail			
Amortization of Deferred Financing Cost	\$ 16	\$ 6	\$ 34	\$ 17
Capitalization of Interest Cost	(2)	(2)	(6)	(6)
Transition and System Restoration Bond Interest Expense	16	18	46	58
Other Interest Expense	76	76	231	224
Total Interest Expense	\$ 106	\$ 98	\$ 305	\$ 293

(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)

	September 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 293	\$ 260
Other current assets	2,433	3,135
Total current assets	2,726	3,395
Property, Plant and Equipment, net	13,653	13,057
Other Assets:		
Goodwill	867	867
Regulatory assets	1,934	2,347
Investment in unconsolidated affiliate	2,457	2,472
Preferred units – unconsolidated affiliate	363	363
Other non-current assets	228	235
Total other assets	5,849	6,284
Total Assets	\$ 22,228	\$ 22,736
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Short-term borrowings	\$ —	\$ 39
Current portion of securitization bonds long-term debt	456	434
Indexed debt	25	122
Current portion of other long-term debt	50	50
Other current liabilities	2,050	2,424
Total current liabilities	2,581	3,069
Other Liabilities:		
Accumulated deferred income taxes, net	3,220	3,174
Regulatory liabilities	2,506	2,464
Other non-current liabilities	1,161	1,146
Total other liabilities	6,887	6,784
Long-term Debt:		
Securitization bonds	1,045	1,434
Other	6,207	6,761
Total long-term debt	7,252	8,195
Shareholders' Equity	5,508	4,688
Total Liabilities and Shareholders' Equity	\$ 22,228	\$ 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)

	Nine Months Ended September 30,	
	2018	2017 (1)
Cash Flows from Operating Activities:		
Net income	\$ 248	\$ 496
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,016	767
Deferred income taxes	33	185
Write-down of natural gas inventory	2	—
Equity in earnings of unconsolidated affiliate, net of distributions	(15)	(199)
Changes in net regulatory assets	44	(135)
Changes in other assets and liabilities	341	(102)
Other, net	10	16
Net Cash Provided by Operating Activities	<u>1,679</u>	<u>1,028</u>
Net Cash Used in Investing Activities	(674)	(897)
Net Cash Used in Financing Activities	(970)	(279)
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash	35	(148)
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	296	381
Cash, Cash Equivalents and Restricted Cash at End of Period	<u>\$ 331</u>	<u>\$ 233</u>

(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.



3rd QUARTER 2018 INVESTOR CALL

NOVEMBER 8, 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 commercial opportunities and cost savings, the anticipated transaction timeline and the anticipated sources of funds for the remaining Merger consideration), Enable Midstream Partners, LP's ("Enable") anticipated achievement of its 2018 Net Income Attributable to Common Units guidance and its forecasted 2019 Net Income Attributable to Common Units guidance, our growth and guidance (including earnings, dividend and core operating income growth and expected momentum of commercial businesses), future financing plans (including no issuances of equity in 2019 or 2020 anticipated and potential bank refinancing related to CenterPoint Energy Midstream), capital resources and expenditures (including expected increases to rate base investment relative to the previous five-year plan, pipe replacement and customer growth), our anticipated regulatory filings and projections (including the Freeport Master Plan Project), Energy Services's guidance operating income target for 2018 and anticipated topics for the Q4 2018 earnings call, 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 CenterPoint Energy or Vectren may be unable to obtain regulatory approvals required for the proposed transactions, or that required 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, (2) 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, (3) the risk that a condition to the closing of the proposed transactions may not be satisfied, (4) the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the proposed transactions, (5) the receipt of an unsolicited offer from another party to acquire assets or capital stock of Vectren that could interfere with the proposed transactions, (6) the timing to consummate the proposed transactions, (7) the costs incurred to consummate the proposed transactions, (8) 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, (9) the risk that the companies may not realize fair values from properties that may be required to be sold in connection with the merger, (10) the credit ratings of the companies following the proposed transactions, (11) disruption from the proposed transactions making it more difficult to maintain relationships with customers, employees, regulators or suppliers and (12) 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 quarter 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 10 and portions of slides 11 and 21 are derived from Enable's investor presentation as presented during its Q3 2018 earnings call dated November 7, 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 guidance does not currently reflect impacts associated with the pending merger with Vectren. 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 29–31. 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 28–31. 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 2018 earnings per share guidance is inclusive of Enable's net income guidance of \$375–\$445 million as stated during Enable's Q3 2018 earnings call on November 7, 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. The Company's guidance does not currently reflect impacts associated with the pending merger with Vectren.

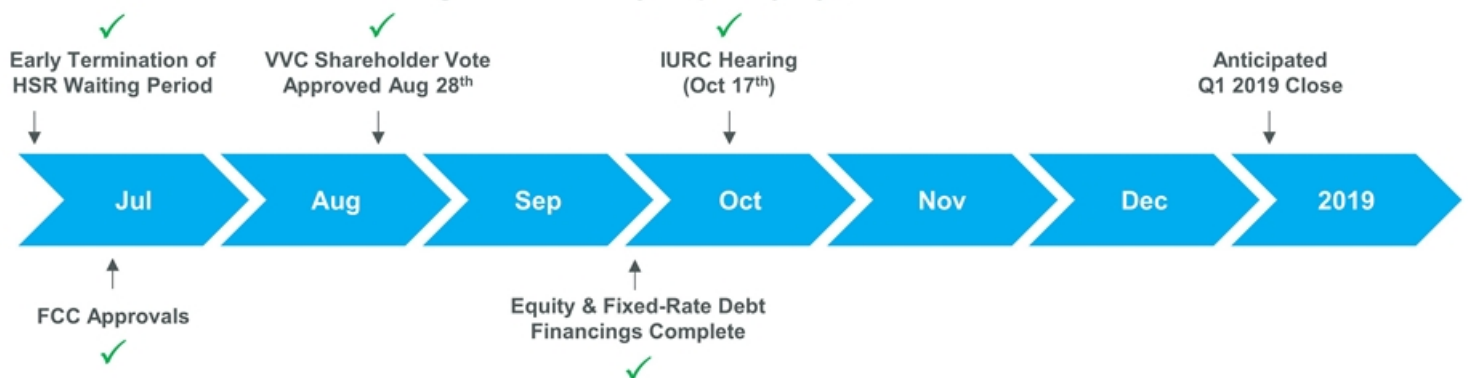
Agenda

Scott Prochazka President and CEO	<ul style="list-style-type: none">• Integration Planning and Capital Update• Third Quarter Results• Business Segment Highlights<ul style="list-style-type: none">- Houston Electric- Natural Gas Distribution- Energy Services- Midstream Investments• Full-Year Outlook	
Bill Rogers Chief Financial Officer	<ul style="list-style-type: none">• Business Segment Performance• Utility Operations EPS Drivers• Consolidated EPS Drivers• Financing Update• Midstream Internal Spin• 2020 Potential EPS• The Road Ahead	
Appendix	<ul style="list-style-type: none">• Regulatory Update• Core Operating Income Reconciliation• Net Income Reconciliation	

CenterPoint Energy – Integration Details and Timeline



- Anticipate Q1 2019 close, pending the closing of dockets at the IURC and OPUC
- We continue to anticipate \$50 to \$100 million in potential 2020 pre-tax earnings from commercial opportunities and cost savings⁽¹⁾
- Completed financings:⁽²⁾
 - \$800 million of Series A Preferred Stock (Perpetual Preferred)
 - \$1,897 million of Common Stock
 - \$978 million of Series B Preferred Stock (Mandatory Convertible)
 - \$1,500 million of Senior Notes
 - Increased revolving credit facility capacity by \$1.6 billion



FCC – Federal Communications Commission; HSR – Hart Scott Rodino; IURC – Indiana Utility Regulatory Commission; OPUC – Ohio Public Utilities Commission; VVC – Vectren Corporation (NYSE: VVC)

⁽¹⁾ Cost savings include both regulated and unregulated cost savings. In years beyond 2020, we anticipate additional commercial opportunities

⁽²⁾ All dollar amounts are calculated before deducting underwriting discounts and other offering fees or expenses

Capital Update

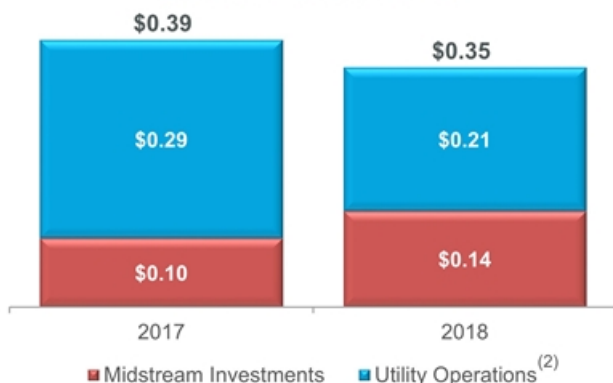
Capital Investment Expected to Increase

- CenterPoint is currently developing the 2019 – 2023 capital plan; anticipate capital expenditures will increase 5 – 10% versus the 2018 – 2022 plan⁽¹⁾
 - Freeport Master Plan project costs of \$250 million in the 2018 – 2022 plan; updated cost estimates range from \$482 - \$695 million
 - Natural Gas Distribution is on track to replace all cast iron pipe in our systems in 2018; will continue to focus on bare steel and vintage plastic
 - We continue to invest significant capital so that our system has sufficient capacity and is safe, resilient and reliable
 - Houston continues to experience residential, commercial and industrial growth, requiring increased capital investment

⁽¹⁾ We will not be reviewing or updating the Vectren capital expenditure plan until after we are one company

Third Quarter 2018 Performance

Q3 GAAP Diluted EPS



Q3 2018 vs. Q3 2017 Drivers⁽³⁾

- ↑ Rate Relief
- ↑ Income Tax Rate (TCJA)
- ↑ Midstream Investments
- ↑ Customer Growth
- ↑ Equity Return⁽⁴⁾
- ↓ O&M
- ↓ Depreciation and Amortization
- ↓ Internal Midstream Spin Tax Impact

↑ Favorable Variance ↓ Unfavorable Variance

Q3 Guidance Basis (Non-GAAP) Diluted EPS⁽¹⁾ Excluding impacts associated with the pending merger with Vectren



⁽¹⁾ Refer to slide 29 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 impacts 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

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 \$214 million in Q3 2018 compared with \$236 million in Q3 2017, in line with our expectations
- More than 39,000 electric customers added year-over-year
- TCOS annual increase of \$41 million effective as of July 2018
- DCRF unanimous settlement includes annual increase of \$31 million effective as of September 2018
- Freeport Master Plan Project CCN application filed with the PUCT in September 2018 seeking approval at a current estimated cost range of \$482 - \$695 million⁽²⁾



Note: Please see slide 24 for full detail on regulatory filings

PUCT – Texas Public Utility Commission; DCRF – Distribution Cost Recovery Factor; TCOS – Transmission Cost of Service; CCN – Certificate of Convenience and Necessity

⁽¹⁾ Refer to slide 28 for core operating income reconciliation measures and to slide 3 for information on non-GAAP measures

⁽²⁾ For more information on the Freeport project, please visit: <https://www.centerpointenergy.com/en-us/corporate/about-us/bailey-jones-creek>

Natural Gas Distribution and Energy Services Highlights

Natural Gas Distribution

- Operating income was \$3 million in Q3 2018 compared with \$25 million in Q3 2017, in line with our expectations
- Almost 29,000 natural gas distribution customers added year-over-year

Energy Services⁽¹⁾

- Core operating loss of \$10 million in Q3 2018 compared to income of \$5 million in Q3 2017
- Core operating income was \$51 million in the first nine months of 2018 compared to \$35 million in the same period last year
- Reiterate 2018 core operating income target of \$70 - \$80 million



Note: Please see slides 25-27 for full detail on regulatory filings

⁽¹⁾ Refer to slide 28 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

- Enable achieved record quarterly natural gas gathered, natural gas processed, natural gas liquids produced and crude oil gathered volumes⁽¹⁾
- Enable anticipates performance at the upper end of the 2018 Net Income Attributable to Common Units range of \$375 - \$445 million
- Gulf Run Pipeline: designed to move up to 2.75 Bcf/d⁽²⁾ of abundant U.S. natural gas supplies from two liquid hubs to growing liquefied natural gas (LNG) export markets on the Gulf Coast
 - Received significant interest from prospective shippers during an open season that closed Oct. 26 and are currently in negotiations for binding commitments
- Closed acquisition of Velocity Holdings, LLC, an integrated crude oil and condensate gathering and transportation company in the SCOOP and Merge plays
- Forecasted 2019 Net Income Attributable to Common Units of \$435 - \$505 million
- Entered into new contractual commitments with ExxonMobil subsidiary XTO Energy Inc. for a substantial expansion of Enable's Williston Basin crude and water gathering systems

Source: All information is per Enable's 3rd quarter 2018 earnings presentation dated November 7, 2018

⁽¹⁾ Since Enable's formation in May 2013

⁽²⁾ Billion cubic feet per day

2018 Full-Year Outlook

Reiterate 2018 Guidance EPS at the high end of \$1.50 - \$1.60⁽¹⁾

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



Anticipated 2018 EPS growth drivers include:

- 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 31 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures

⁽²⁾ Excluding tax reform benefit

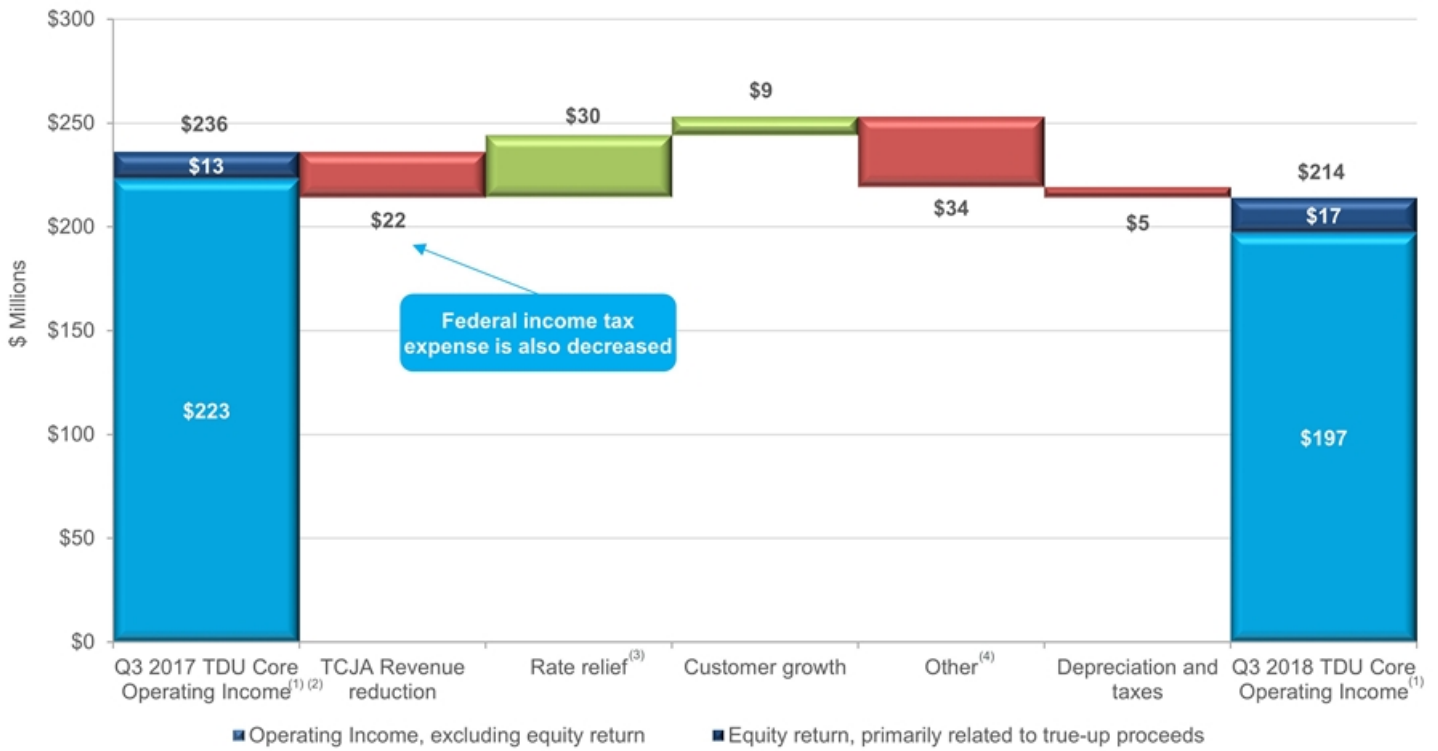
⁽³⁾ Primarily due to the annual true-up of transition charges correcting for under-collections that occurred during the preceding 12 months

⁽⁴⁾ As provided on Enable Midstream Partners' third quarter 2018 earnings call on November 7, 2018

Agenda

<p>Scott Prochazka President and CEO</p>	<ul style="list-style-type: none"> • Integration Planning and Capital Update • Third Quarter Results • Business Segment Highlights <ul style="list-style-type: none"> - Houston Electric - Natural Gas Distribution - Energy Services - Midstream Investments • Full-Year Outlook
<p>Bill Rogers Chief Financial Officer</p>	<ul style="list-style-type: none"> • Business Segment Performance • Utility Operations EPS Drivers • Consolidated EPS Drivers • Financing Update • Midstream Internal Spin • 2020 Potential EPS • The Road Ahead 
<p>Appendix</p>	<ul style="list-style-type: none"> • Regulatory Update • Core Operating Income Reconciliation • Net Income Reconciliation

Electric Transmission and Distribution Operating Income Drivers Q3 2017 v Q3 2018



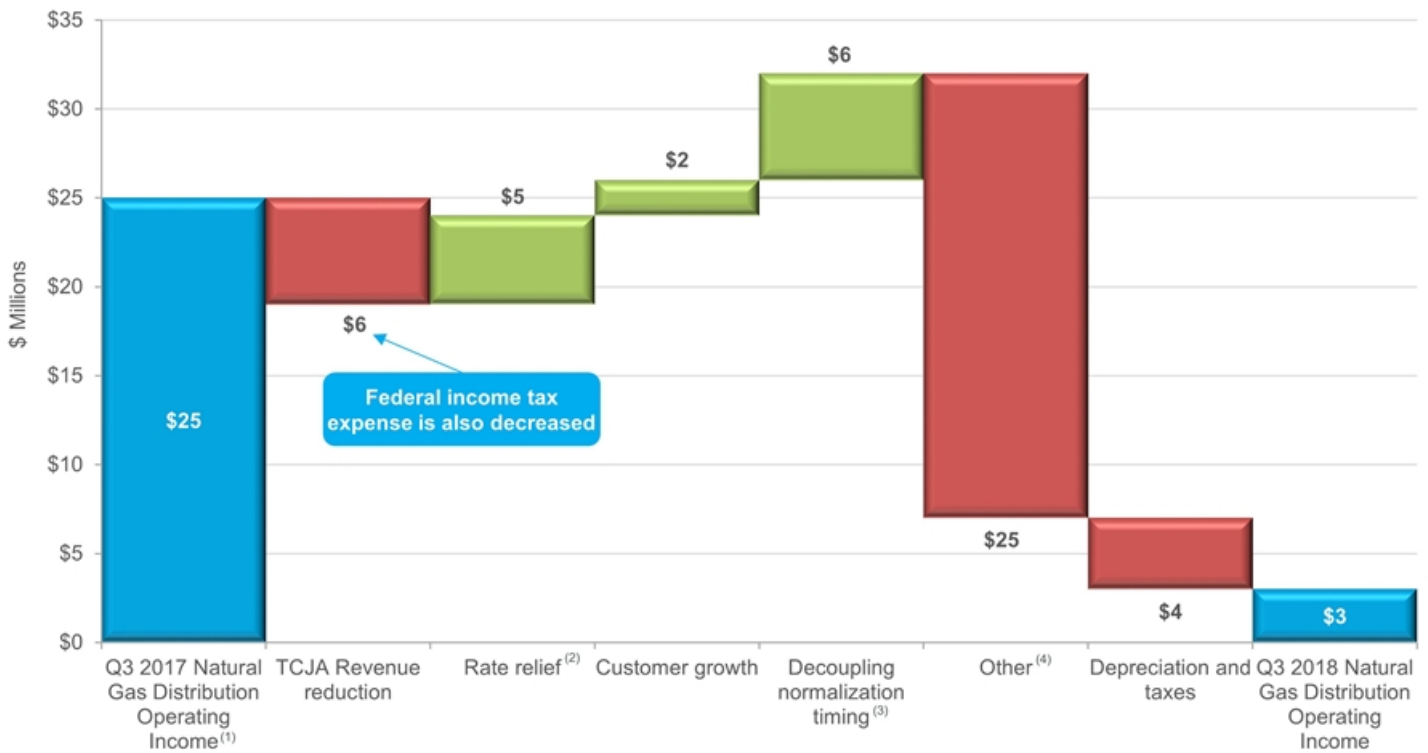
⁽¹⁾ Excludes transition and system restoration bonds; please refer to slide 28 for core operating income reconciliation measures and to slide 3 for information on non-GAAP measures

⁽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 operation and maintenance expenses of \$38 million primarily due to the following: contract services of \$10 million, largely due to increased vegetation management and preventative maintenance resiliency spend; support services of \$9 million, primarily related to technology projects; other miscellaneous operation and maintenance expenses of \$9 million, labor and benefits costs of \$6 million and damage claims from third parties of \$4 million, partially offset by higher equity return of \$4 million, primarily related to the annual true-up of transition charges correcting for under collection that occurred during the preceding 12 months

Natural Gas Distribution Operating Income Drivers Q3 2017 v Q3 2018



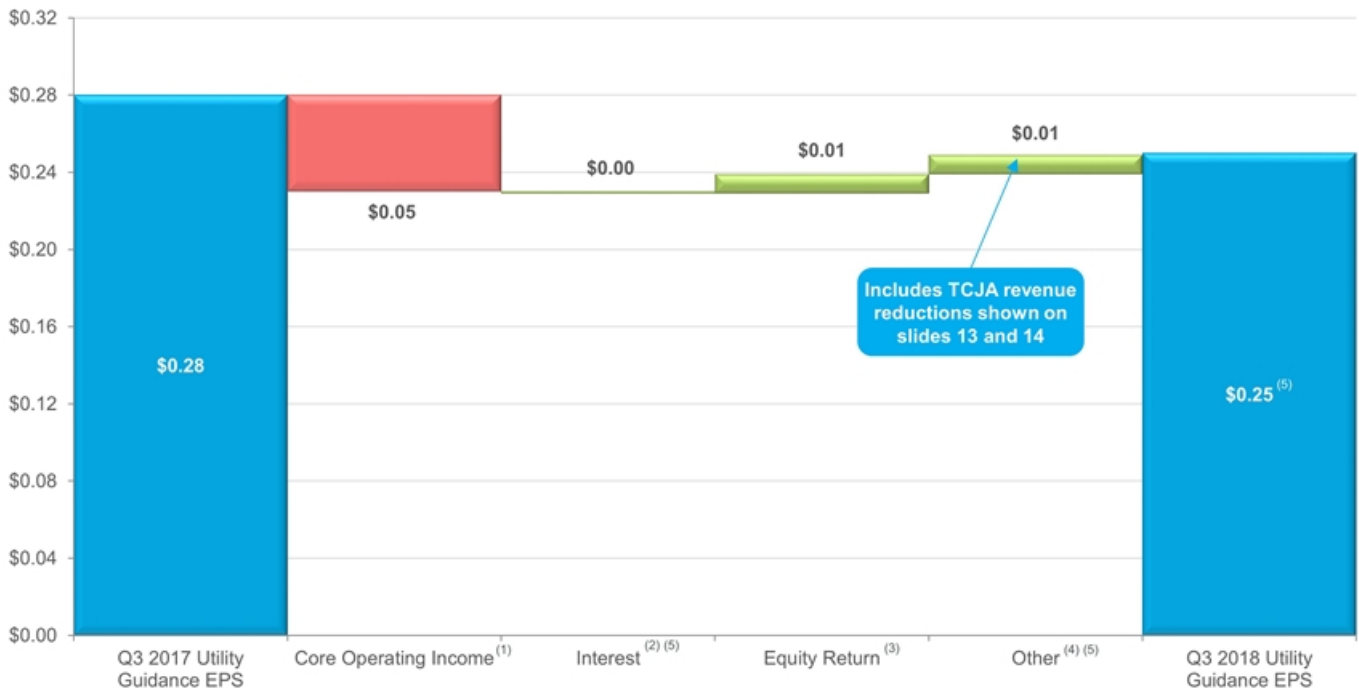
⁽¹⁾ The retrospective adoption of ASU 2017-07 resulted in an increase to 2017 operating income of \$5 million and a corresponding decrease to other income

⁽²⁾ Includes rate increases, exclusive of the TCJA impact

⁽³⁾ Includes the timing of a decoupling normalization accrual recorded in third quarter of 2018

⁽⁴⁾ Includes higher operation and maintenance expenses of \$25 million, primarily consisting of: support services expense of \$7 million, primarily related to technology projects; contracts and services, materials and supplies and damage claims from third parties of \$6 million; labor and benefits costs of \$6 million and other miscellaneous operation and maintenance expense of \$6 million

Utility Operations Adjusted Diluted EPS Drivers Q3 2017 v Q3 2018 (Guidance Basis)⁽⁵⁾



⁽¹⁾ Excludes equity return; please refer to slide 28 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)

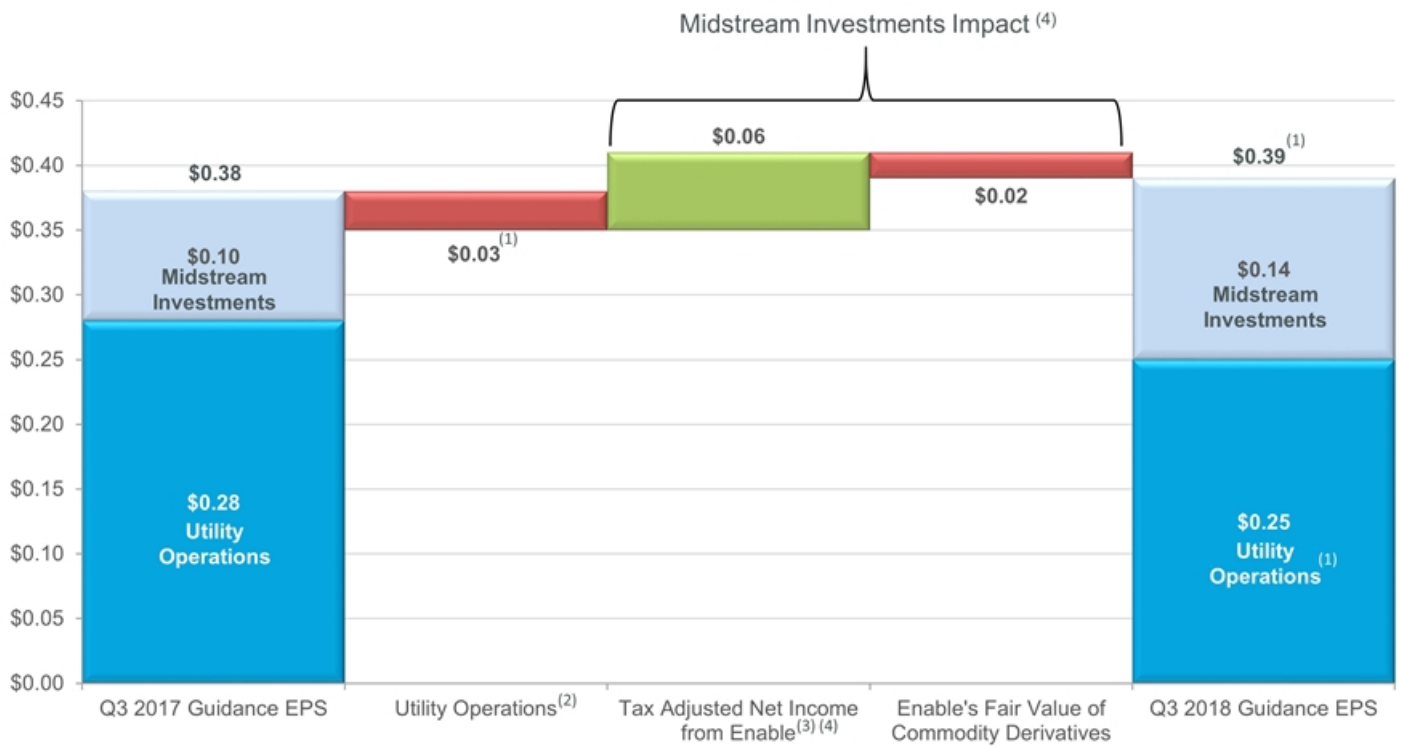
⁽²⁾ Excludes transition and system restoration bonds. Utilizes the 2017 tax rate (benefit of 2018 tax rate captured in Other)

⁽³⁾ Higher equity return of \$4 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 and the tax charge from the internal Midstream spin, TCJA revenue reductions, equity AFUDC, other income and Other Operations segment

⁽⁵⁾ Excluding \$15 million of pre-tax costs (\$5 million of operating income, \$10 million of net interest) plus \$5 million of Series A Preferred Stock dividend requirements 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 29 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures

Consolidated Adjusted Diluted EPS Drivers Q3 2017 v Q3 2018 (Guidance Basis)⁽¹⁾



⁽¹⁾ Excluding \$15 million of pre-tax costs (\$5 million of operating income, \$10 million of net interest) plus \$5 million of Series A Preferred Stock dividend requirements 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)

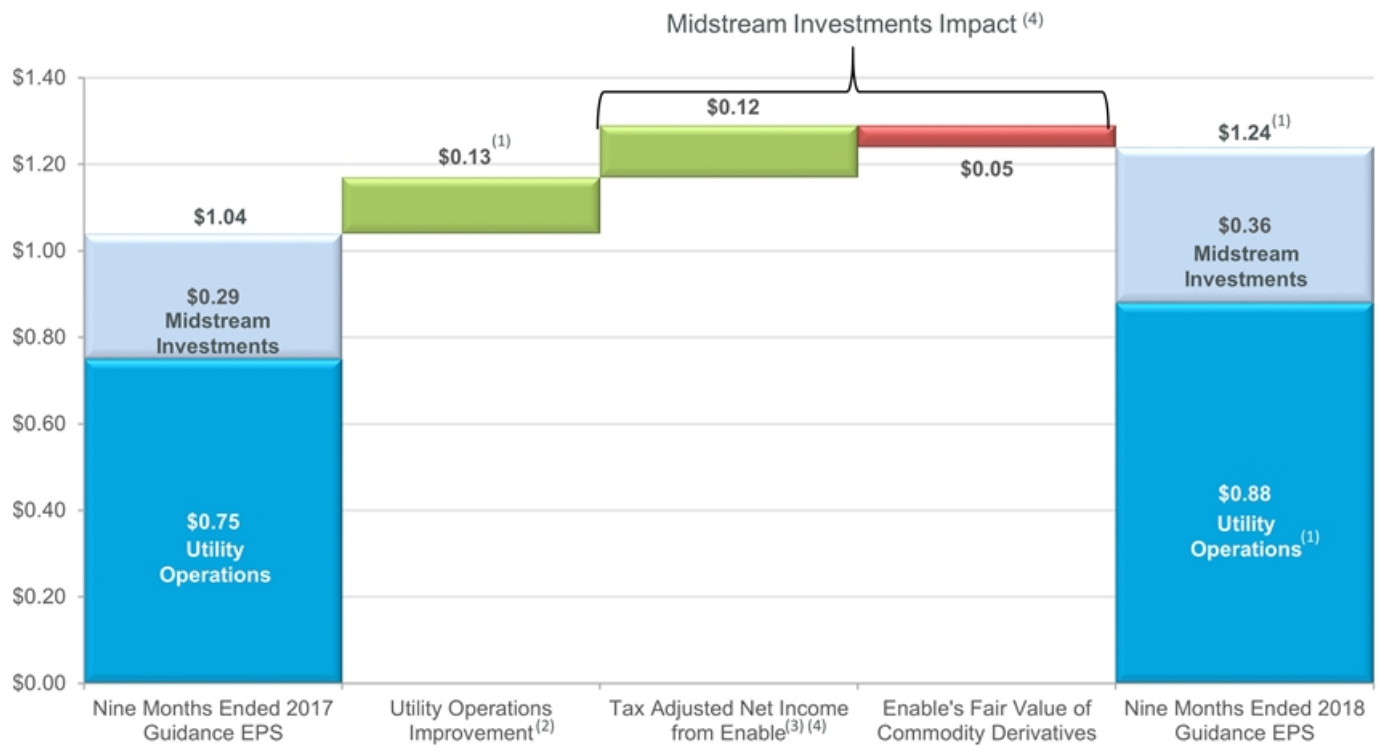
⁽²⁾ See previous slide

⁽³⁾ Uses a limited partner interest (excluding Enable Series A Preferred Units) ownership percentage of 54.1% for Q3 2017 and 54.0% for Q3 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

Consolidated Adjusted Diluted EPS Drivers Nine Months Ended September 30, 2017 vs September 30, 2018 (Guidance Basis)⁽¹⁾



⁽¹⁾ Excluding \$49 million of pre-tax costs (\$32 million of operating income, \$17 million of net interest) plus \$5 million of Series A Preferred Stock dividend requirements 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, \$0.00 in Q2 2018 vs Q2 2017 and decline of \$0.03 in Q3 2018 vs Q3 2017

⁽³⁾ Uses a limited partner interest (excluding Enable Series A Preferred Units) ownership percentage of 54.1% for Q3 2017 and 54.0% for Q3 2018

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

Note: Refer to slide 30 for reconciliation to GAAP measures and slide 3 for information on non-GAAP measures



**Recent Financings
and The Road Ahead**

Recent Financing Summary

Equity Financing ⁽¹⁾	(\$ in millions)
Common Stock (New CenterPoint Shares: 69.6 Million Shares)	\$1,897
Series A Preferred Stock (6.125% Dividend)	800
Series B Mandatory Convertible Preferred Stock (7.0% Dividend)	978
Total	3,675

Debt Financing ⁽¹⁾	(\$ in millions)
3.60% Unsecured Senior Notes Due 2021	\$500
3.85% Unsecured Senior Notes Due 2024	500
4.25% Unsecured Senior Notes Due 2028	500
Total	1,500

- Upon closing, CNP to pay approximately \$6 billion for outstanding VVC shares
 - Remaining amount of merger consideration expected to be funded with issuances of commercial paper and cash on hand

⁽¹⁾ Excludes fees and expenses, including underwriting discounts, commitment fees, legal, accounting and other fees and expenses associated with the completion of the Vectren Merger and the financing transactions

CenterPoint Energy Midstream (CNP Midstream)



- CenterPoint completed the internal spin in September
- Moody's and Fitch upgraded CERC's credit rating as a result of the spin to Baa1 and BBB+, respectively
- CenterPoint exploring bank refinancing of current \$900 million internal loan from the holding company to CNP Midstream
- Recognized non-cash tax impact, reducing EPS by \$0.02



Drivers of Potential 2020 Guidance EPS

We continue to anticipate \$1.76 - \$1.98 in potential 2020 guidance EPS⁽¹⁾

- No anticipated issuance of equity in 2019 or 2020
- Expect increasing CenterPoint capital investment versus the 2018 – 2022 plan
- Cost savings and commercial opportunities related to the merger
- Forecast good momentum in CenterPoint and Vectren commercial businesses
- Enable forecasted:⁽²⁾
 - Performance at the upper end of the 2018 Net Income Attributable to Common Units range of \$375 - \$445 million
 - 2019 Net Income Available to Common Units in the range of \$435 to \$505 million

⁽¹⁾ Potential 2020 guidance EPS estimate is based on a number of assumptions including (1) a CenterPoint net income forecast that is on a guidance basis and excluding certain one-time costs associated with the Vectren merger in 2018 and 2019, (2) a Vectren net income forecast as provided in Vectren's first quarter 2018 earnings materials on May 2, 2018, (3) potential commercial opportunities and cost savings that include both regulated and unregulated cost savings, and (4) other assumptions including with respect to additional after tax interest expense and potential share count

⁽²⁾ Per Enable's 3rd quarter 2018 earnings presentation dated November 7, 2018

- Provided that the pending merger with Vectren has closed, on the 4th quarter 2018 earnings call, we anticipate including the following:
 - Capital expenditure and rate base growth projections
 - Additional detail on cost savings
 - Competitive businesses overview
 - Midstream sector update, as applicable
 - Anticipated effective tax rate
 - EPS expectations

Agenda

Scott Prochazka President and CEO	<ul style="list-style-type: none"> • Integration Planning and Capital Update • Third Quarter Results • Business Segment Highlights <ul style="list-style-type: none"> - Houston Electric - Natural Gas Distribution - Energy Services - Midstream Investments • Full-Year Outlook
Bill Rogers Chief Financial Officer	<ul style="list-style-type: none"> • Business Segment Performance • Utility Operations EPS Drivers • Consolidated EPS Drivers • Financing Update • Midstream Internal Spin • 2020 Potential EPS • The Road Ahead
Appendix	<ul style="list-style-type: none"> • Regulatory Update • Core Operating Income Reconciliation • Net Income Reconciliation

Electric Transmission and Distribution

Q3 2018 Regulatory Update



Mechanism Docket #	Annual Increase (Decrease) ⁽¹⁾ (\$ in millions)	Filing Date	Effective Date	Approval Date	Additional Information
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. Also reflects a one-time refund of \$6.6 million in excess federal income tax collected from January to April 2018.
TCOS 48708	2.4	September 2018	TBD	TBD	Requested an increase of \$15.4 million to rate base and reflects a \$2.4 million annual increase in current revenues.
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 48226	30.9	April 2018	September 2018	August 2018	Unanimous settlement agreement approved by the PUCT in August 2018 results in incremental annual revenue of \$30.9 million. It results in 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. In December 2018, Houston Electric will file an updated DCRF tariff to adjust the interim DCRF rates to reflect any difference between the \$20 million estimated tax-expense regulatory liability and the actual tax-expense regulatory liability recorded by Houston Electric.

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

Note: In September 2018, Houston Electric filed a certificate of convenience and necessity application with the PUCT that included capital cost estimates for the Freeport Master Plan Project

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

Natural Gas Distribution Q3 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 establishes 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	September 2018	August 2018	Beaumont/East Texas, Houston and Texas Coast proposed 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	September 2018	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.
Louisiana (LPSC)	RSP	6.6	September 2018	December 2018	TBD	Based on ROE of 9.95% and the 21% federal income tax rate and reflects a \$6.6 million annual increase in current revenues. Other impacts of the TCJA, which were calculated outside the band, reduce the annual increase by approximately \$4.3 million.

GRIP – Gas Reliability Infrastructure Program; FRP – Formula Rate Plan; EDIT – Excess Deferred Income Taxes; RSP – Rate Stabilization Plan; TBD – To Be Determined
⁽¹⁾ Represents proposed increases (decreases) when effective date and/or approval date is not yet available. Approved rates could differ materially

Natural Gas Distribution Q3 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	3.9	August 2017	November 2018	July 2018	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, 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) will be implemented beginning November 1, 2018.
Minnesota (MPUC)	Decoupling	(13.8)	September 2018	September 2018	TBD	Represents revenue over-recovery of \$21.9 million recorded for and during the period July 1, 2017 through June 30, 2018 offset by the rate and prior period adjustments totaling \$8.1 million recorded in third quarter 2018.
Minnesota (MPUC)	CIP	12.5	May 2018	September 2018	September 2018	Annual reconciliation filing for program year 2017 and includes performance bonus of \$12.5 million which was recorded in September 2018.

CIP – Conservation Improvement Plan; EDIT – Excess Deferred Income Taxes; TBD – To Be Determined

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

Natural Gas Distribution Q3 2018 Regulatory Update



Jurisdiction	Mechanism Docket #	Annual Increase (Decrease) ⁽¹⁾ (\$ in millions)	Filing Date	Effective Date	Approval Date	Additional Information
Mississippi (MPSC)	RRA 12-UN-139	3.2	May 2018	November 2018	November 2018	Based on authorized ROE of 9.144% and a capital structure of 50% debt and 50% equity and reflects a \$3.2 million annual increase in revenues.
Oklahoma (OCC)	PBRC PUD201800029	5.4	March 2018	October 2018	October 2018	Based on ROE of 10% and reflects a \$5.4 million annual increase in revenues. As a result of the final order, all EDIT was removed from the PBRC calculation. Protected EDIT amortization will begin to be refunded in April 2019 via one-time annual bill credits. Unprotected EDIT will be refunded over a five-year period via annual bill credits beginning in October 2018.

PBRC – Performance Based Rate Change; EDIT – Excess Deferred Income Taxes; RRA – Rate Rider Adjustment; TBD – To Be Determined
⁽¹⁾ Represents proposed increases (decreases) 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 Sept 30, 2018	Quarter Ended Sept 30, 2017	Difference Fav/(Unfav)
Electric Transmission and Distribution	\$ 227	\$ 254	\$ (27)
Transition and System Restoration Bond Companies	(13)	(18)	5
TDU Core Operating Income	214	236	(22)
Energy Services	(9)	7	(16)
Mark-to-Market (gain) loss	(1)	(2)	1
Energy Services Operating Income, excluding mark-to-market	(10)	5	(15)
Natural Gas Distribution Operating Income	3	25	(22)
Core Operating Income	\$ 207	\$ 266	\$ (59)
Less Q3 Equity Return	(17)	(13)	\$ (4)
Add Back Utility TCJA Revenue Reduction	28	0	\$ 28
Core Operating Income without Equity Return and TCJA Revenue Reductions	\$ 218	\$ 253	\$ (35)

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



	Quarter Ended			
	September 30, 2018		September 30, 2017	
	Net Income (in millions)	Diluted EPS	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported				
Midstream Investments	\$ 153	\$ 0.35	\$ 169	\$ 0.39
Utility Operations ⁽¹⁾	(60)	(0.14)	(42)	(0.10)
	<u>93</u>	<u>0.21</u>	<u>127</u>	<u>0.29</u>
Timing effects impacting CES ⁽²⁾:				
Mark-to-market gains (net of taxes of \$0 and \$1) ⁽³⁾	(1)	-	(1)	-
ZENS-related mark-to-market (gains) losses:				
Marketable securities (net of taxes of \$9 and \$13) ⁽³⁾⁽⁴⁾	(34)	(0.08)	(24)	(0.06)
Indexed debt securities (net of taxes of \$10 and \$13) ⁽³⁾	34	0.08	23	0.05
Utility operations earnings on an adjusted guidance basis	<u>\$ 92</u>	<u>\$ 0.21</u>	<u>\$ 125</u>	<u>\$ 0.28</u>
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:				
Utility Operations on a guidance basis	\$ 92	\$ 0.21	\$ 125	\$ 0.28
Midstream Investments	60	0.14	42	0.10
Consolidated on a guidance basis	<u>\$ 152</u>	<u>\$ 0.35</u>	<u>\$ 167</u>	<u>\$ 0.38</u>
Impacts associated with the Vectren merger (net of taxes of \$2) ⁽³⁾	<u>18</u>	<u>0.04</u>	<u>-</u>	<u>-</u>
Utility Operations on a guidance basis, excluding impacts associated with the Vectren merger	\$ 110	\$ 0.25	\$ 125	\$ 0.28
Midstream Investments	60	0.14	42	0.10
Consolidated on a guidance basis, excluding impacts associated with the Vectren merger	<u>\$ 170</u>	<u>\$ 0.39</u>	<u>\$ 167</u>	<u>\$ 0.38</u>

⁽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.

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



	Nine Months Ended			
	September 30, 2018		September 30, 2017	
	Net Income (in millions)	Diluted EPS	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported				
Midstream Investments	\$ 243	\$ 0.56	\$ 496	\$ 1.14
Utility Operations ⁽¹⁾	(156)	(0.36)	(124)	(0.29)
	<u>87</u>	<u>0.20</u>	<u>372</u>	<u>0.85</u>
Timing effects impacting CES ⁽²⁾:				
Mark-to-market (gains) losses (net of taxes of \$17 and \$9) ⁽³⁾	54	0.13	(14)	(0.03)
ZENS-related mark-to-market (gains) losses:				
Marketable securities (net of taxes of \$14 and \$36) ⁽³⁾⁽⁴⁾	(52)	(0.12)	(68)	(0.16)
Indexed debt securities (net of taxes of \$67 and \$21) ⁽³⁾⁽⁵⁾	249	0.57	38	0.09
Utility operations earnings on an adjusted guidance basis	<u>\$ 338</u>	<u>\$ 0.78</u>	<u>\$ 328</u>	<u>\$ 0.75</u>
Adjusted net income and adjusted diluted EPS used in providing earnings guidance:				
Utility Operations on a guidance basis	\$ 338	\$ 0.78	\$ 328	\$ 0.75
Midstream Investments	156	0.36	124	0.29
Consolidated on a guidance basis	<u>\$ 494</u>	<u>\$ 1.14</u>	<u>\$ 452</u>	<u>\$ 1.04</u>
Impacts associated with the Vectren merger (net of taxes of \$10) ⁽³⁾	44	0.10	-	-
Utility Operations on a guidance basis, excluding impacts associated with the Vectren merger	\$ 382	\$ 0.88	\$ 328	\$ 0.75
Midstream Investments	156	0.36	124	0.29
Consolidated on a guidance basis, excluding impacts associated with the Vectren merger	<u>\$ 538</u>	<u>\$ 1.24</u>	<u>\$ 452</u>	<u>\$ 1.04</u>

⁽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



	Twelve Months Ended December 31, 2017	
	Net Income (in millions)	Diluted EPS
Consolidated net income and diluted EPS as reported		
Midstream Investments	\$ 1,792	\$ 4.13
Utility Operations ⁽¹⁾	(675)	(1.56)
	<u>1,117</u>	<u>2.57</u>
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	<u>\$ 1,031</u>	<u>\$ 2.37</u>
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	<u>\$ 1,706</u>	<u>\$ 3.93</u>
Gain from tax reform ⁽⁵⁾		
Utility	(599)	(1.38)
Midstream	(514)	(1.18)
Total gain from tax reform	<u>(1,113)</u>	<u>(2.56)</u>
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	<u>\$ 593</u>	<u>\$ 1.37</u>

⁽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