

ENLINK MIDSTREAM GP, LLC
CONFLICTS COMMITTEE CHARTER

Adopted March 7, 2014

The Conflicts Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of EnLink Midstream GP, LLC (the “Company”), the general partner of EnLink Midstream Partners, LP (the “Partnership”). Capitalized terms used but not defined herein shall have the meanings set forth in the Agreement of Limited Partnership of the Partnership, as amended from time to time (the “Partnership Agreement”).

This Charter is not intended to bind the Board in any particular circumstance or to affect the Board’s obligations or authority under the Partnership Agreement, the Limited Liability Company Agreement of the Company, as amended from time to time, the New York Stock Exchange rules or applicable laws and regulations.

Article I. Purpose

The purposes of the Committee are to fulfill the responsibilities set forth in the Partnership Agreement, as well as other duties delegated by the Board that relate to potential conflicts of interest between the Company or any of its Affiliates, on the one hand, and the Partnership, the Operating Partnership, any other Group Member, any Partner or any Assignee, on the other hand. The Committee shall also advise the Board on actions to be taken by the Company and the Partnership or matters related to the Company and the Partnership upon request of the Board.

Article II. Committee Membership

The Committee shall be composed entirely of two or more directors who are not (a) security holders, officers or employees of the Company or an Affiliate of the Company, (b) officers, directors or employees of any Affiliate of the Company or (c) holders of any ownership interest in the Partnership Group other than Common Units and who also meet the independence standards required of directors who serve on an audit committee of a board of directors established by the New York Stock Exchange (or, if the Common Units are not listed or admitted for trading on the New York Stock Exchange, the National Securities Exchange on which the Common Units are listed for trading).

The members of the Committee shall be appointed by the Board. The Board shall have the authority at any time to remove, with or without cause, one or more members of the Committee. If a chairman is not designated by the Board or present at a meeting, the Committee may designate a chairman by majority vote of the Committee members then in office.

Article III. Meetings

The Committee shall meet as circumstances dictate. A majority of Committee members then in office may act on behalf of the Committee. The Committee may meet in person, by telephone or

videoconference and may take action by unanimous written consent to the fullest extent permitted by law.

Article IV. Committee Responsibilities

In the Committee's determination of what is "fair and reasonable" to the Partnership and in connection with the Committee's resolution of any conflict of interest, the Committee is authorized to consider (A) the relative interests of any party to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interest; (B) any customary or accepted industry practices and any customary or historical dealings with a particular Person; (C) any applicable generally accepted accounting practices or principles; and (D) such additional factors as the Committee determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances. With respect to any contribution of assets by the Company and/or any of its Affiliates to the Partnership in exchange for Partnership Securities, the Committee, in determining whether the appropriate number of Partnership Securities are being issued, may take into account, among other things, the fair market value of the assets, the liquidated and contingent liabilities assumed, the tax basis in the assets, the extent to which tax-only allocations to the transferor will protect the existing partners of the Partnership against a low tax basis, and such other factors as the Committee deems relevant under the circumstances.

The Committee's specific responsibilities are as follows:

1. The Board may seek the Committee's approval of any agreement to be entered into pursuant to Section 7.6(c) of the Partnership Agreement; the terms of any such agreement are to be fair and reasonable to the Partnership.
2. The Board may seek the Committee's approval of any sale, transfer or conveyance of any property to, or the purchase of any property from, the Partnership, directly or indirectly, pursuant to Section 7.6(e) of the Partnership Agreement; the terms of any such sale, transfer, conveyance or purchase are to be fair and reasonable to the Partnership.
3. If the Company has been requested to register Partnership Securities pursuant to Section 7.12(a) of the Partnership Agreement, the Committee shall determine in its good faith judgment if it would be in the best interests of the Partnership and its Partners for such registration to be postponed for up to six months due to a pending transaction, investigation or other event.
4. The Board may seek approval, pursuant to Section 7.9 of the Partnership Agreement, of any resolution of a conflict of interest between the Company or any of its Affiliates, on the one hand, and the Partnership, the Operating Partnership, any other Group Member, any Partner or any Assignee, on the other hand.
5. The Committee may perform other responsibilities delegated to it by the Board.
6. The Committee may form and delegate authority to subcommittees when appropriate.

7. The Committee shall report to the Board its decisions and determinations.
8. The Committee shall review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.
9. The Committee shall review its own performance from time to time.

Article V. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage its own special legal counsel, accountants, appraisers, management consultants, investment bankers and other experts or consultants as it deems necessary or appropriate to assist in the full performance of its functions, and each member of the Committee shall be entitled to rely upon the advice or opinion of any such experts or consultants as to matters that such member reasonably believes to be within such Person's professional or expert competence. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of (i) compensation to advisers employed by the Committee and (ii) any ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties. The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.
