

ENLINK MIDSTREAM MANAGER, LLC
GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

Adopted March 7, 2014

Article I. Purpose and Duties

The Governance and Compensation Committee (the “Committee”) has been established by the Board of Directors (the “Board”) of EnLink Midstream Manager, LLC (the “Company”), in its capacity as the manager of EnLink Midstream, LLC (“EnLink Midstream”), to (i) assist the Board in the oversight of EnLink Midstream’s compensation programs and to discharge the Board’s duties relating to compensation of the Company’s executive officers and (ii) review, monitor and make recommendations regarding certain governance policies of the Company and its affiliates, including EnLink Midstream GP, LLC (the “EnLink Midstream GP”), a wholly-owned subsidiary of EnLink Midstream and the general partner of EnLink Midstream Partners, LP.

With respect to compensation matters, the duties of the Committee are as follows:

1. The Committee has general oversight responsibility for EnLink Midstream’s compensation plans, policies and programs. This general oversight responsibility includes reviewing and approving compensation policies and practices for all employees, overall payroll, bonus plans, overall bonus payouts, setting bonus targets, and other general compensation matters.
2. By separate delegation, the Committee is authorized to make awards under EnLink Midstream’s long-term incentive plans. The Committee will review and approve the total number of awards to be made from time to time. The allocation of those awards to employees that are not “Executive Officers” (as defined below) will be made by the Chief Executive Officer.
3. Not less than annually, the Committee will review EnLink Midstream’s executive compensation plans and policies. The Committee will review the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, any officer designated as a “Section 16 Officer” and each other officer that the Committee or the Board may designate (collectively referred to as the “Executive Officers”). The Committee will evaluate the performance of the Chief Executive Officer, and together with the Chief Executive Officer, the performance of each other Executive Officer. The Committee will at least annually review each Executive Officer’s base compensation, bonus, awards under EnLink Midstream’s long-term incentive plans, and any other compensation, and make recommendations to the Board regarding each Executive Officer’s compensation. No Executive Officer may be present during any voting or deliberations by the Committee regarding his or her compensation.
4. The Committee will review the policies of the Company and EnLink Midstream GP regarding the compensation of directors serving on the Board and the Board of Directors of EnLink Midstream GP (the “EnLink Midstream GP Board”) and make recommendations to the Board regarding such compensation, including meeting fees, committee fees and equity-based compensation.

5. The Committee will review and oversee the Company's succession plans and leadership development programs for the Chief Executive Officer and the other Executive Officers, including reviewing from time to time reports and presentations regarding human resources, executive development, staffing, training, performance management, career development and other related matters as necessary.
6. The Committee will review and approve the terms of any employment contracts, severance agreements, or other contracts with any Executive Officer, provided that the Board reserves to itself the approval of the compensation of the Executive Officers as provided in paragraph 3 above.
7. The Committee will prepare an annual report regarding executive compensation for EnLink Midstream's annual report on Form 10-K or, if applicable, its proxy statement or other public documents, if the report is required (including any disclosure required by Item 407(e)(5) of Regulation S-K under the Securities and Exchange Act of 1934, as amended (the "Exchange Act")).
8. Not less than annually, the Committee will review and assess the effectiveness of the Committee's own performance.

With respect to governance matters, the duties of the Committee are as follows:

1. The Committee shall develop and recommend, for the consideration of the Board, the necessary qualifications with respect to service as a non-management director on the EnLink Midstream GP Board. In addition, the Committee shall recommend nominees to serve as non-management directors on the EnLink Midstream GP Board.
2. The Committee shall develop and recommend, for the consideration of the Board, the committee structure and responsibilities with respect to the committees of the Board and the EnLink Midstream GP Board. In addition, the Committee shall identify and recommend, for the consideration of the Board, committee members and chairpersons to serve on the committees of the Board and the EnLink Midstream GP Board.
3. The Committee shall perform other activities or duties delegated or assigned to the Committee by the Board from time to time.

Any determination made by the Board with respect to the EnLink Midstream GP Board or its committees will be communicated to, and implemented by, the EnLink Midstream GP Board and its sole member, as applicable, in accordance with the Limited Liability Company Agreement of EnLink Midstream GP. For purposes of paragraphs 1 and 2 above, a "non-management director" shall be any director who is not an officer of the Company or any affiliate of the Company.

Article II. Committee Membership

The Board will appoint the members of the Committee. The Committee may consist of two or more members of the Board, each of whom shall meet all applicable legal requirements under the Exchange Act, any applicable rule or regulation adopted in connection therewith, the applicable rules of the New York Stock Exchange, as amended from time to time, and the applicable rules and regulations of the Securities and Exchange Commission. For so long as EnLink Midstream is a “controlled company” as defined under the rules of the New York Stock Exchange, the rules of the New York Stock Exchange requiring independence of the members of the Committee will not apply to the Committee.

Each Committee member will serve until removed or replaced by the Board or until the Committee member ceases to be a Board member, if earlier.

The Board will designate a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. If the Chairperson is absent from a particular meeting (or not designated by the Board), a majority of the members present will designate an acting chairperson for purposes of that meeting.

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

If, at any time, (i) the Company proposes to grant any awards under the Company’s long-term incentive plans that are intended to qualify as “qualified performance based compensation” (“Performance Awards”) under Section 162(m) of the Internal Revenue Code, and (ii) the Board determines that the Committee at such time does not meet the applicable requirements under Section 162(m), then the Board will designate a separate committee of the Board consisting of two or more directors that satisfy the requirements of an “outside director” for purposes of Section 162(m). Such committee will administer the Company’s long-term incentive plans with respect to such Performance Awards, with all other administration of the long-term incentive plans to be handled by the Committee.

Article III. Meetings

The Committee must meet at least once a year at the call of the Chairperson. Additional meetings may occur as the Committee or its Chairperson deems advisable.

A majority of Committee members will constitute a quorum. A majority of the members present at any meeting at which a quorum is present 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.

The Committee will keep minutes of all its proceedings and will report its actions to the Board directly or through its Chairperson. The Secretary or Assistant Secretary of the Company will take the minutes of each meeting of the Committee that he or she attends. If the Secretary or Assistant Secretary is not present, the Committee will designate a person that is present to serve as secretary of the meeting to take minutes. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Article IV. Authority; Outside Advisers

The Committee has the resources and authority necessary to fulfill the purposes of the Committee and discharge its duties and responsibilities. In particular, the Committee may retain outside counsel or other experts or consultants as it deems appropriate in its sole discretion without consulting with or obtaining the approval of any officer of the Company in advance. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to compensation consultants, outside legal counsel or any other advisers retained by the Committee. The Committee shall appoint, set the compensation, and oversee the work of compensation consultants, outside legal counsel and other advisers retained by the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications.

In retaining or seeking advice from compensation consultants, outside legal counsel and other advisers, the Committee shall evaluate whether any conflict of interest exists and, in particular, shall consider the following factors:

1. the provision of other services to the Company or EnLink Midstream by the person that employs the compensation consultant, outside legal counsel or other adviser;
2. the amount of fees received from the Company or EnLink Midstream by the person that employs the compensation consultant, outside legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, outside legal counsel or other adviser;
3. the policies and procedures of the person that employs the compensation consultant, outside legal counsel or other adviser that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, outside legal counsel or other adviser with a member of the Committee;
5. any units of EnLink Midstream, LLC owned by the compensation consultant, outside legal counsel or other adviser; and
6. any business or personal relationship of the compensation consultant, outside legal counsel, other adviser or the person employing the foregoing with an Executive Officer of the Company.

The Committee may retain, or receive advice from, any compensation consultant, outside legal counsel or other adviser it prefers, including one that is not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other adviser that (i) acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of officers or directors of the Company and that is generally available to all salaried employees or (ii) provides information that is not customized for a particular company (or that is customized based on parameters that are not developed by the consultant or adviser) and about which the consultant or adviser does not provide advice.
