

ENLINK MIDSTREAM MANAGER, LLC

AUDIT COMMITTEE CHARTER

Adopted March 7, 2014

The Board of Directors (the “Board”) of EnLink Midstream Manager, LLC (the “Company”), acting in its capacity as the managing member of EnLink Midstream, LLC (“EnLink Midstream”), has established the Audit Committee of the Board (the “Committee”) with the authority, responsibilities and specific duties as provided in this Charter adopted by the Board as of the date set forth above.

I. Composition of the Committee

The Committee shall be comprised of at least three independent directors as appointed by the Board in compliance with the Limited Liability Company Agreement of the Company, as amended from time to time. None of the members of the Committee shall be an officer or employee of the Company or its subsidiaries, nor have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Each member of the Committee shall otherwise satisfy the applicable membership, independence and experience requirements under the rules of the New York Stock Exchange (the “NYSE”), as such requirements are interpreted by the Board in its business judgment, and all applicable federal laws.

All members of the Committee should have a working familiarity with basic finance and accounting practices and shall be “financially literate” as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee shall be a financial expert as defined by the rules and regulations of the Securities and Exchange Commission (the “SEC”). A person who satisfies this definition will be presumed to have accounting or related financial management expertise. Members of the Committee may not simultaneously serve on the audit committees of more than two other public companies unless such service is approved by the Board upon its determination that such simultaneous service will not impair the ability of such member to effectively serve on the Committee.

Members of the Committee shall receive no compensation for service on the Committee other than payment for board or committee service (including committee chairmanship fees). Subject to the Company’s policies, members of the Committee will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.

II. Purposes of the Committee

The purpose of the Committee is to represent and provide assistance to the Board in fulfilling the Board’s legal, regulatory and fiduciary obligations with respect to the Board’s oversight of matters involving the accounting, auditing, financial reporting and internal control functions of the Company. The Committee is responsible for overseeing:

- A. the integrity of the financial statements, internal accounting, financial controls, disclosure controls and financial reporting processes of the Company;
- B. the Company's compliance with applicable legal and regulatory requirements;
- C. the independent auditors' qualifications and independence;
- D. the performance of the Company's internal audit function and the independent auditors; and
- E. EnLink Midstream's policies and practices with respect to enterprise risk management, including compliance with applicable regulations regarding entry into swaps.

The primary function of the Committee is to oversee the financial reporting and disclosure process, while relying on the management of the Company and EnLink Midstream's independent auditors to perform certain functions. Specifically, management is responsible for (i) the preparation, presentation and integrity of the financial statements of EnLink Midstream, (ii) maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations, and (iii) implementing and maintaining processes and procedures to identify and manage risk associated with EnLink Midstream's business. EnLink Midstream's independent auditors are responsible for planning and carrying out a proper audit of EnLink Midstream's annual financial statements, reviews of EnLink Midstream's quarterly financial statements prior to the filing of each of EnLink Midstream's quarterly reports on Form 10-Q ("Form 10-Q"), and other procedures.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from whom or which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (iii) representations made by management as to any information technology, internal audit and other non-audit services provided by the independent auditors to EnLink Midstream.

III. Meetings of the Committee

The Committee shall meet as often as it determines, but not less frequently than quarterly, to discuss with management the audited annual financial statements and unaudited quarterly financial statements. The chairman of the Committee shall be designated by the Board, or if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee members.

The Committee should meet separately, at least quarterly, with management, the independent auditors, the internal auditor (or other personnel responsible for the independent audit function), and as a committee. The Committee may request on an unrestricted basis any officer or employee of the Company or the Company's outside counsel or EnLink Midstream's independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can speak to and hear each other. The majority of the members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting, except with respect to meetings to discuss EnLink Midstream's annual audited financial statements and quarterly financial statements with management and the independent auditors.

The chairman may represent the Committee in preliminary reviews of any Form 10-Q and other matters, including the approvals required between Committee meeting dates, as agreed by the Committee. Any action taken by the chairman pursuant to the preceding sentence shall be ratified by the full Committee at the next Committee meeting. The Committee shall report its actions and any recommendations to the Board after each meeting of the Committee, directly or through the chairman.

IV. Selection of Independent Auditors

The Committee has the sole authority in the selection, retention and, when appropriate, replacement of the independent auditors of the EnLink Midstream and in the determination and pre-approval of audit engagement fees and non-audit engagements and fees. The independent auditors for EnLink Midstream are ultimately accountable to the Committee.

V. Duties and Powers of the Committee

To carry out its purposes, and without limiting the generality of the preceding provisions, the Committee shall have the following duties and powers to the extent it deems necessary or appropriate:

- A. with respect to the independent auditors,
 - 1. to appoint, determine compensation for, and oversee the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for EnLink Midstream;
 - 2. to require that the independent auditors prepare and deliver annually a formal written statement delineating all relationships between the independent auditors and EnLink Midstream ("Statement as to Independence"), consistent with Independence Standards Board, No. 1 (it

being understood that the independent auditors are responsible for the accuracy and completeness of the Statement as to Independence);

3. to pre-approve the independent auditors' provision of (a) all audit, review and attest engagements required under the securities laws and (b) all permitted non-audit services to EnLink Midstream, and to consider the effect on the independence of the independent auditors of any such services (it being understood that the Committee will rely on the accuracy of the information provided by the independent auditors as to the services provided and the fees paid and will rely on the representations of management in connection with such consideration);
4. to review a formal written statement, received from the independent auditors annually, of the fees billed for each of the following categories of services rendered by the independent auditors:
 - a. the audit of EnLink Midstream's annual financial statements for the most recent fiscal year and the reviews of the financial statements included in each Form 10-Q for that fiscal year;
 - b. tax services for the most recent fiscal year, in the aggregate and by each service; and
 - c. all other services rendered by the independent auditors for the most recent fiscal year, in the aggregate and by each service;
5. to instruct the independent auditors that the independent auditors are ultimately responsible to, and shall report directly to, the Committee;
6. to assess the independent auditors' qualifications, performance and independence, including the opinion of management and the internal auditors. Audit firm rotation (including discussion of the qualifications of other major accounting firms) and lead partner rotation should also be discussed periodically. The results of the process set forth in the two preceding sentences should be reported to the entire Board;
7. to receive in its private meetings the opinion of the independent auditors on their evaluation of the quality of accounting principles used and the reasonableness of significant judgments made by management as it falls within the scope of their duties, discuss any problems or difficulties that were encountered during the audit (and management's response thereto) and any significant disagreements with management, including any waived audit adjustments, and discuss the responsibilities, budget and staffing of the Company's internal audit function;
8. at least annually, receive a report from EnLink Midstream's firm of independent auditors describing:

- a. the firm’s internal quality-control procedures;
 - b. any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried on by the firm, and any steps taken to deal with any such issues; and
 - c. all relationships between the independent auditors and EnLink Midstream in order to assess the independent auditors’ independence;
- 9. to set policies for the Company’s hiring of employees or former employees of the independent auditors who were engaged on the EnLink Midstream’s account; and
 - 10. obtain notification of any matter referred to the national office of the independent auditors and receive a quarterly report on matters discussed by the independent auditors with its national office during the quarter regarding EnLink Midstream;
- B. with respect to financial reporting processes, principles and policies and internal controls and procedures,
- 1. to advise management and the independent auditors that they are expected to provide to the Committee a timely analysis of significant financial reporting issues and practices;
 - 2. to discuss all related party transactions or categories of similar related party transactions, in each case, that are required to be disclosed under SEC rules or are otherwise material or of the nature the Committee believes are appropriate to review;
 - 3. to discuss any reports or communications (and management’s responses thereto) submitted to the Committee by the independent auditors required by or referred to in Auditing Standard No. 16, as may be modified or supplemented. In addition, discuss the management letter provided by the independent auditors and EnLink Midstream’s response to that letter;
 - 4. to inquire about significant risks of the EnLink Midstream (including financial, operational, legal, regulatory, strategic, credit, liquidity, reputation, natural disaster and health and safety risks) and review and evaluate the EnLink Midstream’s enterprise risk management, including its policies and procedures relating to risk assessment, management and reporting;

5. at least annually, to review and approve EnLink Midstream's decisions to enter into swaps under the "end-user exceptions" to the mandatory execution and clearing requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations;
6. approve the financial statements for inclusion in the filing of the EnLink Midstream's annual report on Form 10-K ("Form 10-K") or any Form 10-Q and related earnings releases after meeting with management and the independent auditors in order to:
 - a. discuss the results of the annual audit and timely reviews of the unaudited quarterly financial statements by the independent auditors, including EnLink Midstream's specific disclosures under "Management's Discussion of Analysis of Financial Condition and Results of Operations," and review the form of opinion the independent auditors propose to render to the Board and the unitholders of EnLink Midstream;
 - b. discuss the development, selection and disclosure of critical accounting estimates and critical accounting policies, and any significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the independent auditors or management;
 - c. discuss alternative accounting treatments that were discussed with management (including their ramifications and the independent auditors' preferred treatment), and analyses of the effect of alternate assumptions, estimates or GAAP methods on EnLink Midstream's financial statements;
 - d. discuss the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on EnLink Midstream's financial statements;
 - e. discuss other written communications between the independent auditors and management;
 - f. discuss significant financial reporting issues and judgments made in connection with the preparation of EnLink Midstream's financial statements;
 - g. discuss any issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - h. discuss the scope of and plan for the annual audit;

- i. discuss any other significant matters arising from any audit, report or communication, whether by management or the independent auditors, relating to EnLink Midstream's financial statements, accounting, internal controls or audit matters;
 - j. review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer, during their certification process for Form 10-K and Form 10-Q, regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls, and discuss with the Chief Executive Officer and/or Chief Financial Officer the results of the Company's disclosure process;
 - k. obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934;
 - l. discuss with the Company's legal counsel, including outside counsel as appropriate, any significant legal matters that may have a material effect on the financial statements, the Company's compliance policies, including material notices to or inquiries received from governmental agencies; and
 - m. meet separately with the internal auditor to review function, budget, staffing, responsibility, qualifications, internal audit plan, SOX 404 management and cooperation of management with internal audit function, and to review the Company's Internal Audit Charter.
- C. with respect to any concerns submitted by employees or others pursuant to the Company's Code of Business Conduct and Ethics or otherwise regarding accounting, internal accounting controls or auditing matters,
- 1. to establish procedures for the receipt, retention, investigation and treatment of complaints received by the Company; and to have full and independent access to such; and
 - 2. to ensure the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- D. with respect to reporting and recommendations,
- 1. to review this Charter and the Committee's own performance at least annually and recommend any changes to the full Board for approval;

2. to discuss the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics;
 3. to prepare any report or other disclosures, including any recommendation of the Committee, required by Item 407(d)(3)(i) of Regulation S-K or any other rule of the SEC;
 4. to report its activities to the full board of directors on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary and appropriate, including recommending to the board of directors whether the audited financial statements should be included in the Form 10-K; and
 5. to discuss with management the general types of information to be disclosed, and the general types of presentations to be made, in EnLink Midstream's earnings press releases, including the use of "non-GAAP financial measures," as well as supplemental financial information and earnings guidance provided to analysts and rating agencies; and
- E. with respect to the foregoing, to perform any other activities consistent with this Charter, the Company's governing documents, NYSE rules and governing law as the Committee or the Board deems necessary or appropriate.

VI. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage independent auditors for special audits, reviews, investigations and other procedures and to retain its own special legal counsel and other experts or consultants as it deems necessary or appropriate to assist in the full performance of its functions. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation of the independent auditors, (ii) compensation to advisers employed by the Committee and (iii) any ordinary administrative expenses of the Committee that are necessary or 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.
