

NISOURCE INC.

ENVIRONMENTAL, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

Purpose

The Environmental, Safety and Sustainability Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NiSource Inc. (the “Company”) to assist the Board in overseeing the programs, performance and risks relative to environmental, safety and sustainability matters.

Committee Membership

The Committee will consist of at least three directors, who will be appointed by the Board and may be removed in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities, but in no event less than four times per year. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication by means of which all persons participating in the meeting can hear each other.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book.

Committee Authority and Responsibilities

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate the Committee’s own performance.

The Committee, to the extent it deems necessary or appropriate and in furtherance of its purpose, shall:

1. Review and evaluate the Company's programs, policies, practices and performance with respect to the environment.
2. Review and evaluate the Company's programs, policies, practices and performance with respect to employee, contractor and public safety.
3. Review and evaluate the Company's programs, policies, practices and performance with respect to sustainability.
4. Review stockholder proposals related to the environment, safety and sustainability, and assess the impact on the Company.
5. Review major legislation, regulation and other external influences pertaining to responsibilities of the Committee, and assess the impact on the Company.
6. Review and evaluate the Company's programs, policies, practices and performance with respect to environmental, health and safety compliance auditing.
7. Perform other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the New York Stock Exchange, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

August 4, 2015