

NISOURCE INC.

FINANCE COMMITTEE CHARTER

Purpose

The Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NiSource Inc. (the “Company”) to assist the Board in overseeing the Company’s financial resources and strategies and its insurance programs. The Committee will also assist the Board in oversight of the issuance of equity and debt securities, and investments of the Company and its subsidiaries.

Committee Membership

The Committee shall consist of at least three directors, a majority of whom shall satisfy the definition of “independent” as defined under the listing standards of the New York Stock Exchange (the “NYSE”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Committee members will be appointed by the Board and may be removed by the Board 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 the 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 capital structure, equity and debt levels, dividend policy, and financial policies.
2. Review the Company's investment strategy, investments and the structure of said investments.
3. Review and evaluate the Company's financial, tax, third party credit and commodity risks, and the steps management has taken to monitor and control such risks.
4. Review annual financial plans and measures.
5. Review annual earnings guidance and capital budgets, and recommend approval to the Board.
6. Recommend for approval to the Board all dividend payments of the Company.
7. Review periodically the Company's hedging policies and results, including hedges with respect to transactions, investments and commodities; conduct or authorize studies, reviews and/or inquiries into any matters within the scope of the Committee's responsibilities.
8. Review, monitor and approve decisions made by the Company or any of its subsidiaries to enter into "swaps"¹ that are exempt from exchange-traded clearing requirements under the Commodities Exchange Act or associated rules or regulations.
9. Retain and approve the fees and other retention terms of finance, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.
10. Review and reassess the adequacy of the Charter annually and recommend any proposed changes to the Board for approval.
11. Review the Company's corporate insurance coverage.
12. Review annually the Committee's own performance.
13. Report Committee actions to the Board of Directors with such recommendations, as the Committee may deem appropriate.
14. Perform other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws

¹ The term "swap" means a "swap" as defined under Section 1a(47) of the Commodity Exchange Act and the rules and regulations of the Commodity Futures Trading Commission promulgated thereunder and from time to time in effect.

and such other requirements applicable to the Company, delegated to the Committee by the Board.

March 21, 2017