

NISOURCE INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NiSource Inc. (the “Company”) to (1) identify individuals qualified to become board members, consistent with criteria approved by the Board, (2) recommend to the Board director nominees for the next annual meeting of stockholders, (3) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (4) evaluate stockholder proposals, and (5) oversee the annual performance evaluation of the Board and its committees.

Committee Membership

The Committee will consist of at least three directors, all of whom satisfy the definition of “independent” 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 will 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 a 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 have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee.

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, evaluate and make recommendations to the Board regarding changes to the size and composition of the Board.
2. Review, evaluate and recommend to the Board the structure and membership of committees of the Board that will assist the Board in carrying out its responsibilities and duties.
3. Identify individuals qualified to become members of the Board, consistent with criteria approved by the Board.
4. Recommend to the Board director nominees to be presented for stockholder approval at the annual meeting.
5. If the Chairman of the Board is not an independent director, recommend to the Board a director who would serve as Lead Director.
6. Evaluate and recommend to the Board appropriate compensation of the Company's non-employee directors.
7. Develop and recommend to the Board for approval a set of corporate governance guidelines applicable to the Company and review such guidelines at least annually and recommend changes as necessary.
8. Oversee the process for evaluation of the Board and its committees.
9. Monitor the Company's relationships with regulatory and governmental authorities.
10. Review and evaluate risks to the Corporation's reputation and the steps management has taken to monitor and control such risks.
11. In consultation with management, determine the appropriate response to proposals submitted by stockholders (pursuant to rules of the Securities and Exchange

Commission) for inclusion in the Company's proxy statements and consideration at its stockholder meetings.

12. Review annually the Chief Executive Officer (the "CEO") succession plan and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to the CEO.
13. Review and evaluate any resignation tendered by a director as necessary, and make a recommendation to the Board as to whether such resignation should be accepted or rejected.
14. Oversee and, at least annually, review corporate and business unit political spending.
15. Review reports and disclosures of insider and related person transactions.
16. 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 and such other requirements applicable to the Company, delegated to the Committee by the Board.

March 19, 2019