

CENTERPOINT ENERGY INC
Form DEF 14A
March 13, 2015
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Exchange Act Rule 14a-12

CenterPoint Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

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3) Filing Party:

4) Date Filed:

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CenterPoint Energy, Inc.

Notice of Annual Meeting of Shareholders

to be held on April 23, 2015

and Proxy Statement

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Always There.®

[Welcome to the CenterPoint Energy](#)

[Annual Shareholder Meeting](#)

March 13, 2015

Dear Fellow Shareholders:

We are pleased to invite you to attend our annual shareholder meeting to be held on April 23, 2015, at 9:00 a.m. in our auditorium located at 1111 Louisiana Street in Houston, Texas.

As explained in the enclosed proxy statement, at this year's meeting you will be asked to vote (i) **for** the election of nine directors, (ii) **for** the ratification of the appointment of the independent auditors, (iii) **for** the approval, on an advisory basis, of CenterPoint Energy's executive compensation, (iv) **for** the reapproval of the material terms of the performance goals under our 2009 Long-term Incentive Plan, (v) **for** the reapproval of the material terms of the performance goals under our Short-term Incentive Plan, and (vi) **against** a shareholder proposal regarding the preparation of an annual report on lobbying, and to consider any other business that may properly come before the meeting.

Your vote is very important to us — participate in the future of CenterPoint Energy and exercise your shareholder right by voting your shares right away.

Only shareholders of record at the close of business on February 23, 2015, or their proxy holders, may vote at the meeting. Attendance at the meeting is limited to shareholders or their proxy holders and CenterPoint Energy guests. Only our shareholders or their valid proxy holders may address the meeting.

Please review the proxy card for the instructions on how you can vote your shares over the internet, by telephone or by mail. It is important that all CenterPoint Energy shareholders, regardless of the number of shares owned, participate in the affairs of the Company. At CenterPoint Energy's 2014 Annual Shareholder Meeting, approximately 86 percent of the Company's outstanding shares were represented in person or by proxy.

Thank you for your continued interest in CenterPoint Energy.

Sincerely,

Milton Carroll

Scott M. Prochazka

Executive Chairman of the Board

President and Chief Executive Officer

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CenterPoint Energy

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Always There.®

Notice of Annual Meeting of Shareholders

Dear Shareholders:

You are cordially invited to attend the 2015 annual meeting of shareholders of CenterPoint Energy, Inc. This is your notice for the meeting.

TIME AND DATE

9:00 a.m. Central Time on April 23, 2015

PLACE

The CenterPoint Energy auditorium at 1111 Louisiana, Houston, Texas

ITEMS OF BUSINESS

elect the nine nominees named in the Proxy Statement as directors to hold office until the 2016 annual meeting;
ratify the appointment of Deloitte & Touche LLP as our independent auditors for 2015;
conduct an advisory vote on executive compensation;
reapprove the material terms of the performance goals under our 2009 Long-term Incentive Plan to allow certain awards to continue to qualify as performance-based compensation deductible under Internal Revenue Code Section 162(m);
reapprove the material terms of the performance goals under our Short-term Incentive Plan to allow certain awards to continue to qualify as performance-based compensation deductible under Internal Revenue Code Section 162(m);
consider a shareholder proposal regarding preparation of an annual lobbying report, if properly presented at the meeting; and
conduct other business if properly raised.

RECORD DATE

Shareholders of record at the close of business on February 23, 2015 are entitled to vote.

PROXY VOTING

Each share entitles the holder to one vote. You may vote either by attending the meeting or by proxy. For specific voting information, please see [Frequently Asked Questions About Voting](#) beginning on page 1 of the Proxy Statement that follows. **Even if you plan to attend the meeting, please sign, date and return the enclosed proxy card or submit your proxy using the Internet or telephone procedures described on the proxy card.**

Sincerely,

Dana C. O'Brien

Senior Vice President, General Counsel and

Corporate Secretary

Dated and first mailed

to shareholders

on or about March 13, 2015

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholder Meeting to be Held April 23, 2015

The proxy statement and annual report to shareholders are available at:

<http://materials.proxyvote.com/15189T>

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2015 Proxy Statement

CENTERPOINT ENERGY, INC.

1111 Louisiana

Houston, Texas 77002

(713) 207-1111

For deliveries by U.S. Postal Service:

P.O. Box 4567

Houston, Texas 77210-4567

Proxy Statement

FREQUENTLY ASKED QUESTIONS ABOUT VOTING

On what am I voting?

Item Description	More Information	Board Recommendation	Broker non-votes	Abstentions	Votes required for approval
Item 1: Election of directors	Page 4	FOR each nominee	Do not count	Do not count	Shares voted for must exceed shares voted against
Item 2: Ratification of appointment of independent auditors	Page 62	FOR	Do not count	Do not count	Shares voted for must exceed shares

Item 3: Advisory vote on executive compensation	Page 63	FOR	Do not count	Do not count	voted against Shares voted for must exceed shares voted against
Item 4: Reapproval of material terms of performance goals under 2009 Long-term Incentive Plan	Page 65	FOR	Do not count	Do not count	Shares voted for must exceed shares voted against
Item 5: Reapproval of material terms of performance goals under Short-term Incentive Plan	Page 73	FOR	Do not count	Do not count	Shares voted for must exceed shares voted against
Item 6: Shareholder proposal regarding preparation of an annual report on lobbying Who may vote?	Page 76	AGAINST	Count as a vote against	Count as a vote against	Majority of shares entitled to vote

Shareholders recorded in our stock register at the close of business on February 23, 2015 may vote at the meeting. As of that date, there were 429,946,675 shares of our common stock outstanding.

How many votes do I have?

You have one vote for each share of our common stock you owned as of the record date for the meeting.

How do I vote?

Your vote is important. You may vote in person at the meeting or by proxy. We recommend you vote by proxy even if you plan to attend the meeting. You may always change your vote at the meeting if you are a holder of record or have a proxy from the record holder. Giving us your proxy means that you authorize us to vote your shares at the meeting in the manner you indicated on your proxy card. You may also provide your proxy using the Internet or telephone procedures described on the proxy card.

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2015 Proxy Statement

Frequently Asked Questions About Voting (continued)

You may vote for or against each director nominee and the proposals under Item 2 (ratification of appointment of independent auditors), Item 3 (advisory vote on executive compensation), Item 4 (reapproval of the material terms of performance goals under our Long-term Incentive Plan), Item 5 (reapproval of the material terms of performance goals under our Short-term Incentive Plan) and Item 6 (shareholder proposal regarding preparation of an annual report on lobbying), or you may abstain from voting on these items. If you give us your proxy but do not specify how to vote, we will vote your shares in accordance with the Board's recommendations.

What are the Board's recommendations?

The Board's recommendations are set forth together with the description of each item in this proxy statement. In summary, the Board and, with respect to the ratification of the independent auditors, the Audit Committee, recommends a vote as follows:

FOR the election of the nine nominees named in this proxy statement as directors;

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent auditors for 2015;

FOR the approval, on an advisory basis, of the compensation paid to our named executive officers as disclosed in this proxy statement;

FOR the reapproval of the material terms of performance goals under our Long-term Incentive Plan;

FOR the reapproval of the material terms of performance goals under our Short-term Incentive Plan; and

AGAINST the shareholder proposal regarding preparation of an annual report on lobbying.

If any other matters properly come before the annual meeting, we will vote the shares in accordance with our best judgment and discretion.

What if I change my mind after I have voted?

You may revoke your proxy before it is voted by:

submitting a new proxy card with a later date;

voting in person at the meeting; or

giving written notice to Ms. Dana C. O'Brien, Corporate Secretary, at CenterPoint Energy's address shown above.
Will my shares be voted if I do not provide my proxy?

It depends on whether you hold your shares in your own name or in the name of a bank or brokerage firm. If you hold your shares directly in your own name, they will not be voted unless you provide a proxy or vote in person at the meeting.

Brokerage firms generally have the authority to vote their customers' unvoted shares on certain routine matters. If your shares are held in the name of a broker, bank or other nominee, such nominee can vote your shares for the ratification of Deloitte & Touche LLP as our independent auditors for 2015 if you do not timely provide your proxy because this matter is considered routine under the applicable rules. However, no other items are considered routine and may not be voted on by your nominee without your instruction.

For all items other than ratification of our independent auditors, brokers holding shares must vote according to specific instructions they receive from the beneficial owners of those shares because the New York Stock Exchange precludes brokers from exercising voting discretion on certain proposals without specific instructions from the beneficial owner as to how to vote. Brokers cannot vote on Item 1 (election of directors), Item 3 (advisory vote on executive compensation), Item 4 (reapproval of the material terms of performance goals under our Long-term Incentive Plan), Item 5 (reapproval of the material terms of performance goals under our Short-term Incentive Plan), or Item 6 (shareholder proposal regarding preparation of an annual report on lobbying) without instructions from the beneficial owners. If you do not instruct your broker how to vote with respect to Item 1, Item 3, Item 4, Item 5 or Item 6, your broker will not vote for you with respect to those items.

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Frequently Asked Questions About Voting (continued)

Do I need a ticket to attend the meeting?

To be admitted to the meeting, you must provide proof of ownership of our common stock and proof of identification. If you plan to attend the meeting and your shares are held by banks, brokers, stock plans or other holders of record (in street name), you will need to provide proof of ownership. Examples of proof of ownership include a recent brokerage statement or letter from your broker or bank. All shareholders will be required to present valid picture identification, such as a driver's license, before being admitted to the meeting.

What constitutes a quorum?

To carry on the business of the meeting, we must have a quorum. This means at least a majority of the shares of common stock outstanding as of the record date must be represented at the meeting, either by proxy or in person. Shares of common stock owned by CenterPoint Energy are not voted and do not count for this purpose.

Abstentions and proxies submitted by brokers that do not indicate a vote because they do not have discretionary authority and have not received instructions as to how to vote on a proposal (so-called broker non-votes) will be considered as present for quorum purposes.

What vote is required to approve each of the proposals?

Under our bylaws, directors are elected by a majority of the votes cast at the meeting. This means that the number of votes cast for a director must exceed the number of votes cast against that director. Abstentions and broker non-votes will not affect the outcome of the vote. For additional information on the election of directors, see Election of Directors (Item 1) Majority Voting in Director Elections.

Each of the ratification of the appointment of independent auditors (Item 2), approval of the resolution included in Item 3 (advisory vote on executive compensation), approval of the proposal included in Item 4 (reapproval of the material terms of performance goals under our Long-term Incentive Plan) and approval of the proposal included in Item 5 (reapproval of the material terms of performance goals under our Short-term Incentive Plan) requires the affirmative vote of a majority of the shares of common stock entitled to vote and voted for or against the item. Abstentions and broker non-votes will not affect the outcome of the vote on these items. The resolution included in Item 6 (shareholder proposal regarding preparation of an annual report on lobbying) requires the affirmative vote of a majority of the shares of common stock entitled to vote. Broker non-votes and abstentions will have the same effect as

a vote against this item.

Who conducts the proxy solicitation and how much will it cost?

CenterPoint Energy is requesting your proxy for the annual shareholder meeting and will pay all the costs of requesting shareholder proxies, including a fee of \$13,000 plus expenses to Morrow & Co., LLC, 470 West Ave., Stamford, CT 06902, who will help us solicit proxies. We can request proxies through the mail, in person, or by telephone, fax or Internet. We can use directors, officers and other employees of CenterPoint Energy to request proxies. Directors, officers and other employees will not receive additional compensation for these services. We will reimburse brokerage firms, nominees, fiduciaries, custodians, and other agents for their expenses in distributing proxy material to the beneficial owners of our common stock.

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2015 Proxy Statement

ITEM 1: ELECTION OF DIRECTORS

Nominees for Directors

Each of our directors will be elected at this year’s meeting to a one-year term expiring at the annual meeting in 2016.

If any nominee becomes unavailable for election, the Board of Directors can name a substitute nominee, and proxies will be voted for the substitute nominee pursuant to discretionary authority.

Unless otherwise indicated or the context otherwise requires, when we refer to periods prior to September 1, 2002, CenterPoint Energy should be understood to mean or include the public companies that were its predecessors.

Listed below are the biographies of each director nominee. The biographies include information regarding each individual’s service as a director of the Company, business experience, director positions at public companies held currently or at any time during the last five years, and the experiences, qualifications, attributes or skills that caused the Governance Committee and the Board to determine that the person should serve as a director for the Company.

The nine nominees for election in 2015 are listed below.

MILTON CARROLL

Milton Carroll, age 64, has been a director since 1992. He has served as Executive Chairman since June 2013 and as Chairman from September 2002 until May 2013. Mr. Carroll has served as a director of Halliburton Company since 2006, Western Gas Holdings, LLC, the general partner of Western Gas Partners, LP, since 2008, and LyondellBasell Industries N.V. since July 2010. He has served as a director of Healthcare Service Corporation since 1998 and as its chairman since 2002. He previously served as a director of LRE GP, LLC, general partner of LRR Energy, L.P., from November 2011 to January 2014.

Non-Independent Director

Nominee

Executive Chairman

Committees:

The Board determined that Mr. Carroll should be nominated for election as a director due to his extensive knowledge of the Company and its operations gained in over 20 years of service as a director of the Company, its predecessors and affiliates. The Board values Mr. Carroll’s knowledge of the oil and natural gas industries, board leadership skills and corporate governance expertise.

None

MICHAEL P. JOHNSON

Michael P. Johnson, age 67, has been a director since July 2008. Mr. Johnson has been the President and Chief Executive Officer of J&A Group, LLC, a management and business consulting company, since January 2009. He served from 2002 until his retirement in March 2008 as Senior Vice President and Chief Administrative Officer of The Williams Companies, Inc., a publicly held natural gas producer, processor and transporter. Prior to joining the Williams Companies, he served in various executive capacities with Amoco Corporation. He has served as a director of Buffalo Wild Wings, Inc. since 2006, and QuikTrip Corporation, a private company, since 2001 and previously served as a director of Patriot Coal Corporation from 2008 to December 2013. He also serves on the Oklahoma Advisory Board of Health Care Service Corporation and on the boards of several charitable organizations and foundations.

Independent Director Nominee

Committees:

Compensation (Chair),
Governance

The Board determined that Mr. Johnson should be nominated for election as a director due to his extensive management and leadership experience as a senior executive officer of major international companies. The Board values Mr. Johnson's knowledge of the oil and gas industry and expertise in corporate governance and human resources matters.

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2015 Proxy Statement

*Item 1: Election of Directors (continued)***JANIECE M. LONGORIA**

Janiece M. Longoria, age 62, has been a director since 2005. Ms. Longoria is a partner in the law firm of Ogden, Gibson, Broocks, Longoria & Hall, L.L.P. in Houston, Texas and has a concentration of experience in commercial and securities-related litigation and regulatory matters. She has served as commissioner of the Port of Houston Authority since 2002 and as its chairman since January 2013 and as a director of the Texas Medical Center from 2011 to present. She previously served as a director of Patriot Coal Corporation from January 2011 to December 2013 and as member of The University of Texas System Board of Regents and the University of Texas Investment Management Company from February 2008 to February 2011.

Independent Director Nominee**Committees:**

Audit, Governance

The Board determined that Ms. Longoria should be nominated for election as a director due to her extensive legal and regulatory expertise, her experience serving as chairman of the Port of Houston Authority Commission and her experience in oversight positions on boards of major governmental and civic organizations. The Board also values her service on boards of charitable organizations and extensive community involvement.

SCOTT J. McLEAN

Scott J. McLean, age 58, has been a director since December 2013. Mr. McLean is Chairman of Amegy Bank of Texas and President of Zions Bancorporation. Prior to joining Amegy in 2002, he was with JPMorgan Chase for 23 years, where he served in a number of roles, including president in Dallas, chairman in El Paso and president in Houston. He currently serves on the Southern Methodist University Board of Trustees and the boards of the United Way of Greater Houston and the Memorial Hermann Healthcare System.

Independent Director Nominee**Committees:**

The Board determined that Mr. McLean should be nominated for election as a director due to his extensive financial, banking and executive management experience. The Board also

benefits from his experience in leadership roles with numerous business, civic and charitable organizations.

Audit, Compensation

THEODORE F. POUND

Theodore F. Pound, age 60, is a first-time nominee to the CenterPoint Energy Board of Directors. If elected, Mr. Pound will commence his service on the Board following the Annual Meeting. Mr. Pound has served as Vice President, General Counsel and Corporate Secretary of Select Energy Services, LLC, a private company providing water solutions and well-site services to energy producers, since January 2013. He previously served as Vice President, General Counsel and Secretary of Allis-Chalmers Energy, Inc., a publicly-traded oilfield services company, from September 2004 to March 2011, when it was acquired by Seawall Limited. Mr. Pound has practiced law in Texas for over 30 years, primarily in the areas of mergers and acquisitions, corporate finance, securities, compliance and governance.

**Independent Director
Nominee**

Committees:

To be determined

The Board determined that Mr. Pound should be nominated for election as a director due to his extensive legal, compliance and corporate governance expertise and his over 30 years of experience in advising public and private companies.

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2015 Proxy Statement

*Item 1: Election of Directors (continued)***SCOTT M. PROCHAZKA**

Scott M. Prochazka, age 49, has served as a director and President and Chief Executive Officer of CenterPoint Energy since January 1, 2014. He served as Executive Vice President and Chief Operating Officer of the Company from August 1, 2012 to December 31, 2013. He previously served as Senior Vice President and Division President, Electric Operations of the Company from May 2011 through July 2012; as Division Senior Vice President, Electric Operations of the Company's wholly owned subsidiary, CenterPoint Energy Houston Electric, LLC, from February 2009 to May 2011; as Division Senior Vice President, Regional Operations of the Company's wholly owned subsidiary, CenterPoint Energy Resources Corp., from February 2008 to February 2009; and as Division Vice President, Customer Service Operations, from October 2006 to February 2008. He currently serves on the Boards of Directors of Enable GP, LLC, the general partner of Enable Midstream Partners, LP, Gridwise Alliance, Edison Electric Institute, American Gas Association, Greater Houston Partnership and Junior Achievement of South Texas.

Non-Independent Director Nominee*Chief Executive Officer***Committees:**

None

The Board determined that Mr. Prochazka should be nominated for election as a director due to his extensive knowledge of the industry and the Company, its operations and people, gained in his years of service with the Company in positions of increasing responsibility.

SUSAN O. RHENEY

Susan O. Rheney, age 55, has been a director since July 2008. Ms. Rheney is a private investor. She has served as a director of QEP Midstream Partners GP, LLC, the general partner of QEP Midstream Partners, LP, a publicly traded limited partnership, since June 2013. From 2002 until March 2010, she served as a director of Genesis Energy, Inc., the general partner of Genesis Energy, LP, a publicly traded limited partnership. From 2003 to 2005, she was a director of Cenveo, Inc. and served as chairman of the board from January to August 2005. She also served until 2001 as a principal with The Sterling Group, a private financial and investment organization.

Independent Director Nominee**Committees:**

The Board determined that Ms. Rheney should be nominated for election as a director due to her extensive financial management and accounting expertise and experience as a director of midstream oil and gas companies. The Board benefits from her experience implementing strategic and operational initiatives at a variety of firms.

Audit

PHILLIP R. SMITH

Phillip R. Smith, age 63, has been a director since March 2014. He is President and Chief Executive Officer of Torch Energy Advisors, Inc. Mr. Smith joined Torch as interim President and Chief Executive Officer in October 2012 and was named President and Chief Executive Officer effective January 2013. Prior to joining Torch, Mr. Smith was a partner with KPMG LLP from 2002 to September 2012. Mr. Smith also serves on the Board of Directors and as audit committee chair for Oilstone Energy Services, Inc., a position he has held since October 2014.

**Independent Director
Nominee**

Committees:

The Board determined that Mr. Smith should be nominated for election as a director due to his 38 years of business experience, including a 25-year partner career with international accounting firms managing engagements of large and complex companies with extensive audit committee and board interaction.

Audit (Chair)

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2015 Proxy Statement

Item 1: Election of Directors (continued)

PETER S. WAREING

Peter S. Wareing, age 63, has been a director since 2005. Mr. Wareing is a co-founder and partner of the private equity firm Wareing, Athon & Company since 1988 and is involved in a variety of businesses. He is the Chairman of the Board of Gulf Coast Pre-Stress, Ltd. in Pass Christian, Mississippi and a director for Texas Concrete Company. He also currently serves as a trustee of Texas Children’s Hospital in Houston.

The Board determined that Mr. Wareing should be nominated for election as a director due to his extensive expertise in financial, business and corporate strategy development matters. The Board also values his civic leadership and involvement in the Houston business community.

Independent Director Nominee

Committees:

Compensation,
Governance (Chair)

The Board of Directors recommends a vote FOR the election of each of the nominees as directors.

Director Nomination Process

In assessing the qualifications of candidates for nomination as director in addition to qualifications set forth in our bylaws, the Governance Committee and the Board consider:

the nominee’s personal and professional integrity, experience, reputation and skills;

the nominee’s ability and willingness to devote the time and effort necessary to be an effective board member;

the nominee’s commitment to act in the best interests of CenterPoint Energy and its shareholders;

the requirements under the listing standards of the New York Stock Exchange for a majority of independent directors, as well as qualifications applicable to membership on Board committees under the listing standards and various regulations; and

the Board's desire that the directors possess a broad range of business experience, diversity, professional skills, geographic representation and other qualities it considers important in light of our business plan.

At least annually, the Governance Committee reviews the overall composition of the Board, the skills represented by incumbent directors and the need for new directors to replace retiring directors or to expand the Board. In seeking new director candidates, the Governance Committee and the Board consider the skills, expertise and qualities that will be required to effectively oversee management of the business and affairs of the Company. The Governance Committee and the Board also consider the diversity of the Board in terms of the geographic, gender, age, and ethnic makeup of its members. The Board evaluates the makeup of its membership in the context of the Board as a whole, with the objective of recommending a group that can effectively work together using its diversity of experience to see that the Company is well-managed, and represents the interests of the Company and its shareholders.

Suggestions for potential nominees for director can come to the Governance Committee from a number of sources, including incumbent directors, officers, executive search firms and others. Mr. Pound was recommended to the Board as a director candidate by our Executive Chairman. If an executive search firm is engaged for this purpose, the Governance Committee has sole authority with respect to the engagement. The Governance Committee will also consider director candidates recommended by shareholders. The extent to which the Governance Committee dedicates time and resources to the consideration and evaluation of any potential nominee brought to its attention depends on the information available to the Committee about the qualifications and suitability of the individual,

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2015 Proxy Statement

Item 1: Election of Directors (continued)

viewed in light of the needs of the Board, and is at the Committee's discretion. The Governance Committee and the Board evaluate the desirability for incumbent directors to continue on the Board following the expiration of their respective terms, taking into account their contributions as Board members and the benefit that results from increasing insight and experience developed over a period of time.

Shareholders may submit the names and other information regarding individuals they wish to be considered for nomination as directors by writing to the Corporate Secretary at the address indicated on the first page of this proxy statement. To be considered for nomination by the Board of Directors, submissions of potential nominees should be made no later than November 14 in the year prior to the meeting at which the election is to occur.

Annual Board Self-Assessment

The Board of Directors conducts a self-assessment of its performance and effectiveness as well as that of the three standing committees on an annual basis. The purpose of the self-assessment is to track progress from year to year and to identify ways to enhance the Board's and its committees' effectiveness. As part of the assessment, each Director completes a written questionnaire developed by the Governance Committee to provide feedback on the effectiveness of the Board and its Committees. The collective ratings and comments of the Directors are compiled and presented by Mr. Wareing, the chairman of the Governance Committee, to the Governance Committee and the full Board for discussion and action.

Director Independence

The Board of Directors determined that Messrs. Johnson, McLean, Pound, Smith, Walker and Wareing and Meses. Longoria and Rheney are independent within the meaning of the listing standards for general independence of the New York Stock Exchange.

Under the listing standards, a majority of our directors must be independent, and the Audit, Compensation and Governance Committees are each required to be composed solely of independent directors. The standards for audit committee and compensation committee membership include additional requirements under rules of the Securities and Exchange Commission. The Board has determined that all of the members of these three committees meet the applicable independence requirements. The listing standards relating to general independence require an affirmative determination by the Board that the director has no material relationship with the listed company and contain a listing of several specific relationships that preclude independence.

As contemplated by New York Stock Exchange Rules then in effect, the Board adopted categorical standards in 2004 to assist in making determinations of independence. Under the rules then in effect, relationships falling within the categorical standards were not required to be disclosed or separately discussed in the proxy statement in connection

with the Board's independence determinations.

The categorical standards cover two types of relationships. The first type involves relationships of the kind addressed in either:

the rules of the Securities and Exchange Commission requiring proxy statement disclosure of relationships and transactions; or

the New York Stock Exchange listing standards specifying relationships that preclude a determination of independence.

For those relationships, the categorical standards are met if the relationship neither requires disclosure nor precludes a determination of independence under either set of rules.

The second type of relationship is one involving charitable contributions by CenterPoint Energy to an organization in which a director is an executive officer. In that situation, the categorical standards are met if the contributions do not exceed the greater of \$1 million or 2% of the organization's gross revenue in any of the last three years.

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2015 Proxy Statement

Item 1: Election of Directors (continued)

In making its subjective determination regarding the independence of Messrs. Johnson, McLean, Pound, Smith, Walker and Wareing and Meses. Longoria and Rheney, the Board reviewed and discussed additional information provided by the directors and the Company with regard to each of the director's business and personal activities as they related to the Company and Company management. The Board considered the transactions in the context of the New York Stock Exchange's objective listing standards, the categorical standards noted above and the additional standards established for members of the audit, compensation and governance committees.

On March 5, 2015, Mr. Walker informed the Company that he would not be standing for re-election at the Annual Meeting. The decision is not as a result of any disagreement with the Company. Prior to his decision and in connection with its determination as to the independence of Mr. Walker, the Board considered ordinary course transactions between the Company and Anadarko Petroleum Corporation, for which Mr. Walker serves as Chairman, President and Chief Executive Officer. During 2014, subsidiaries of CenterPoint Energy purchased or sold natural gas in transactions with subsidiaries of Anadarko totaling approximately \$63 million. These payments represent less than one percent of the consolidated gross revenues for 2014 for both the Company and Anadarko. These transactions were on standard terms and conditions, and Mr. Walker did not have any involvement in negotiating the terms of the purchases nor interest in the transactions. Additionally, the Board considered that Company subsidiaries may purchase natural gas from and provide natural gas related transportation services to Anadarko in the future. The Board believes that these transactions and relationships do not adversely affect Mr. Walker's ability or willingness to act in the best interests of the Company and its shareholders or otherwise compromise his independence, nor are similar transactions in the future expected to adversely affect Mr. Walker's independence.

Code of Ethics and Ethics and Compliance Code

We have a Code of Ethics for our Chief Executive Officer and Senior Financial Officers, which group consists of our Chief Financial Officer, Chief Accounting Officer, Treasurer and Assistant Controller. We will post information regarding any amendments to, or waivers of, the provisions of this code applicable to these officers at the website location referred to below under Website Availability of Documents.

We also have an Ethics and Compliance Code applicable to all directors, officers and employees. This code addresses, among other things, issues required to be addressed by a code of business conduct and ethics under New York Stock Exchange listing standards. Any waivers of this code for executive officers or directors may be made only by the Board of Directors or a committee of the Board and must be promptly disclosed to shareholders. In 2014, no waivers of our Code of Ethics or our Ethics and Compliance Code were granted.

Conflicts of Interest and Related-Party Transactions

The Governance Committee will address and resolve any issues with respect to related-party transactions and conflicts of interest involving our executive officers, directors or other related persons under the applicable disclosure rules of the Securities and Exchange Commission.

Our Ethics and Compliance Code provides that all directors, executive officers and other employees should avoid actual conflicts of interest as well as the appearance of a conflict of interest, and our Code of Ethics for our Chief Executive Officer and Senior Financial Officers similarly obligates the employees covered by that Code of Ethics (our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer and Assistant Controller) to handle actual or apparent conflicts of interest between personal and professional relationships in an ethical manner. Under our Ethics and Compliance Code, prior approval is required for any significant financial interest with suppliers, partners, subcontractors, or competitors. Any questionable situation is required to be disclosed to the Legal Department or an employee's direct manager.

Pursuant to our Corporate Governance Guidelines and the Governance Committee Charter, the Board has delegated to the Governance Committee the responsibility for reviewing and resolving any issues with respect to related-party

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2015 Proxy Statement

Item 1: Election of Directors (continued)

transactions and conflicts of interests involving executive officers or directors of the Company or other related persons under the applicable rules of the Securities and Exchange Commission. The Company's Corporate Governance Guidelines require that (i) each director shall promptly disclose to the Chairman any potential conflicts of interest he or she may have with respect to any matter involving the Company and, if appropriate, recuse himself or herself from any discussions or decisions on any of these matters, and (ii) the Chairman shall promptly advise the Governance Committee of any potential conflicts of interest he or she may have with respect to any matter involving the Company and, if appropriate, recuse himself or herself from any discussions or decisions on any of these matters.

The Office of the Corporate Secretary periodically gathers information from directors and executive officers regarding matters involving potential conflicts of interest or related-party transactions and provides that information to the Governance Committee for review. Directors and executive officers are also required to inform the Company immediately of any changes in the information provided concerning related-party transactions in which the director or executive officer or other related person was, or is proposed to be, a participant. In each case, the standard applied in approving the transaction is the best interests of the Company and its shareholders.

At our December 2014 Board meeting, our Board of Directors approved a new Related Party Transaction Approval Policy, which was effective on January 1, 2015. This policy was adopted to provide additional guidance with respect to the approval process for related-party transactions.

There were no related-party transactions in 2014 that were required to be reported pursuant to the applicable disclosure rules of the Securities and Exchange Commission.

Majority Voting in Director Elections

Our amended and restated bylaws include a majority voting standard in uncontested director elections. This standard applies to the election of directors at this meeting. To be elected, a nominee must receive more votes cast for that nominee's election than votes cast against that nominee's election. In contested elections, the voting standard will be a plurality of votes cast. Under our bylaws, contested elections occur where, as of a date that is 14 days in advance of the date we file our definitive proxy statement with the Securities and Exchange Commission (regardless of whether or not thereafter revised or supplemented), the number of nominees exceeds the number of directors to be elected.

Our Corporate Governance Guidelines include director resignation procedures. In brief, these procedures provide that:

incumbent director nominees must submit irrevocable resignations that become effective upon and only in the event that (1) the nominee fails to receive the required vote for election to the Board at the next meeting of shareholders at which such nominee faces re-election and (2) the Board accepts such resignation;

each director candidate who is not an incumbent director must agree to submit such an irrevocable resignation upon election or appointment as a director;

upon the failure of any nominee to receive the required vote, the Governance Committee makes a recommendation to the Board on whether to accept or reject the resignation;

the Board takes action with respect to the resignation and publicly discloses its decision and the reasons therefor within 90 days from the date of the certification of the election results; and

the resignation, if accepted, will be effective at the time specified by the Board when it determines to accept the resignation, which effective time may be deferred until a replacement director is identified and appointed to the Board.

Our amended and restated bylaws and our Corporate Governance Guidelines can be found on our website at <http://investors.centerpointenergy.com/governance.cfm>.

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2015 Proxy Statement

Item 1: Election of Directors (continued)

Board Leadership

The offices of Chairman of the Board and Chief Executive Officer are currently separate and have been separate since the formation of the Company as a new holding company in 2002. The Board believes that the separation of the two roles continues to provide, at present, the best balance of these important responsibilities with the Chairman directing board operations and leading oversight of the Chief Executive Officer and management, and the Chief Executive Officer focusing on developing and implementing the Company's board-approved strategic vision and managing its day-to-day business. The Board believes that separating the offices of Chairman of the Board and Chief Executive Officer, coupled with regular executive sessions with only independent directors present, helps strengthen the Board's independent oversight of management and provides an opportunity for the Board members to have more direct input to management in shaping the organization and strategy of the Company.

The Board's Role in Risk Oversight

The Board of Directors is actively involved in the oversight of risks that could impact CenterPoint Energy, and risk oversight is the responsibility of the full Board. In July 2014, our Corporate Governance Guidelines were amended to clarify that the Board has ultimate oversight responsibility for the Company's system of enterprise risk management.

Management is responsible for developing and implementing the Company's program of enterprise risk management. A risk oversight committee, which is composed of senior executives from across the Company, monitors and oversees compliance with the Company's risk control policy. The Company's Chief Risk Officer, who reports to the Chief Financial Officer, facilitates risk oversight committee meetings, and provides daily risk assessment and control oversight for commercial activities. Members of executive management also participate in ongoing risk assessments and risk mitigation planning.

Throughout the year, the Board participates in reviews with management on CenterPoint's risk management process, the major risks facing the Company and steps taken to mitigate those risks. Board reviews include litigation and other legal matters, regulatory developments, budget and policy, and industry and economic developments. The Board also approves overall corporate risk limits. In addition, existing committees help the Board carry out its responsibility for risk oversight by focusing on specific key areas of risk:

the Audit Committee oversees risks associated with financial and accounting matters, including compliance with legal and regulatory requirements, and the Company's financial reporting and internal controls systems;

the Governance Committee oversees risks associated with corporate governance, including board structure; and

the Compensation Committee helps ensure that the Company's compensation policies and practices encourage long-term focus and support the retention and development of executive talent.

The Board believes that the administration of its risk oversight function has not affected its leadership structure. In reviewing the Company's compensation program, the Compensation Committee has made an assessment of whether compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company and has concluded that they do not create such risks as presently constituted.

Director Attendance

Last year, the Board met seven times, and the standing committees met a total of 14 times. Each director attended more than 75% of the meetings of the Board of Directors and each of the committees on which he or she served.

Directors are expected to attend annual meetings of shareholders. All directors attended the 2014 annual meeting.

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2015 Proxy Statement

Item 1: Election of Directors (continued)

Board Organization and Committees

The Board oversees the management of the Company's business and affairs. The Board appoints committees to help carry out its duties. Messrs. Carroll and Prochazka do not serve on any standing committees. The following table sets forth the standing committees of the Board and their members as of the date of this proxy statement, as well as the number of meetings each committee held during 2014:

Director	Audit Committee	Compensation Committee	Governance Committee
Michael P. Johnson		+	
Janiece M. Longoria			
Scott J. McLean			
Susan O. Rheney			
Phillip R. Smith	+		
R. A. Walker ⁽¹⁾			
Peter S. Wareing			+
Number of Meetings Held in 2014⁽²⁾	5	4	4

(+) Denotes Chair. Ms. Longoria, Ms. Rheney and Mr. Johnson served as chairs for the Compensation Committee, Audit Committee and Governance Committee, respectively, until April 24, 2014.

(1) On March 5, 2015, Mr. Walker informed the Company that he would not be standing for re-election at the Annual Meeting. The decision is not as a result of any disagreement with the Company.

(2) The Finance Committee, which was dissolved by the Board in April 2014, held one meeting in 2014.

Audit Committee

The primary responsibilities of the Audit Committee are to assist the Board in fulfilling its oversight responsibility for:

the integrity of our financial statements;

the qualifications, independence and performance of our independent auditors;

the performance of our internal audit function; and

compliance with legal and regulatory requirements and our systems of disclosure controls and internal controls. The Audit Committee has sole responsibility to appoint and, where appropriate, replace our independent auditors and to approve all audit engagement fees and terms. The Audit Committee's report is on page 60.

The Board of Directors has determined that Mr. Smith, the Chairman of our Audit Committee, is an audit committee financial expert within the meaning of the regulations of the Securities and Exchange Commission.

Compensation Committee

The primary responsibilities of the Compensation Committee are to:

oversee compensation for our senior executive officers, including salary and short-term and long-term incentive awards;

administer incentive compensation plans;

evaluate Chief Executive Officer performance;

review management succession planning and development; and

select, retain and oversee the Company's compensation consultant.

For information concerning policies and procedures relating to the consideration and determination of executive compensation, including the role of the Compensation Committee, see Compensation Discussion and Analysis beginning on page 19 and for the report of the Compensation Committee concerning the Compensation Discussion and Analysis, see Report of the Compensation Committee on page 59.

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2015 Proxy Statement

Item 1: Election of Directors (continued)

Governance Committee

The primary responsibilities of the Governance Committee are to:

identify, evaluate and recommend, for the approval of the entire Board of Directors, potential nominees for election to the Board;

recommend membership on standing committees of the Board;

address and resolve any issues with respect to related-party transactions and conflicts of interest involving our executive officers, directors or other related persons ;

review the independence of each Board member and make recommendations to the Board regarding director independence;

oversee annual evaluations of the Board and management;

review any shareholder proposals submitted for inclusion in our proxy statement and make recommendations to the Board regarding the Company's response;

review and recommend fee levels and other elements of compensation for non-employee directors;

evaluate whether to accept a conditional resignation of an incumbent director who does not receive a majority vote in favor of election in an uncontested election; and

establish, periodically review and recommend to the Board any changes to our Corporate Governance Guidelines. For information concerning policies and procedures relating to the consideration and determination of compensation of our directors, including the role of the Governance Committee, see Compensation of Directors beginning on page 14.

Finance Committee

In April 2014, our Board dissolved the Finance Committee. Until the dissolution of the Finance Committee, its primary responsibilities were to assist the Board in fulfilling its oversight responsibility with respect to the financial affairs of CenterPoint Energy and its subsidiaries. The Finance Committee reviewed our financial objectives and policies, financing strategy and requirements, capital structure, and liquidity and related financial risk. The Finance Committee also reviewed and made recommendations to the Board regarding our dividend policy, approved specific debt and equity offerings and other capital transactions within limits set by the Board, and reviewed the capital structure, financing plans and credit exposures of our major subsidiaries. The functions of the Finance Committee have been assumed by the full Board.

Executive Sessions of the Board

Our Corporate Governance Guidelines provide that the members of the Board of Directors who are not officers of CenterPoint Energy will hold regular executive sessions without management participation. If at any time the non-management directors include one or more directors who do not meet the listing standards of the New York Stock Exchange for general independence, the Board must hold an executive session at least once each year including only the non-management directors who are also independent. An executive session of independent directors is currently scheduled in conjunction with each regular meeting of the Board of Directors. Currently, the Governance Committee Chairman (Mr. Wareing) presides at these sessions.

Shareholder Communications with Directors

Interested parties who wish to make concerns known to the non-management directors may communicate directly with the non-management directors by making a submission in writing to Board of Directors (independent

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2015 Proxy Statement

Item 1: Election of Directors (continued)

members) in care of our Corporate Secretary at the address indicated on the first page of this proxy statement. Aside from this procedure for communications with the non-management directors, the entire Board of Directors will receive communications in writing from shareholders. Any such communications should be addressed to the Board of Directors in care of the Corporate Secretary at the same address.

Website Availability of Documents

CenterPoint Energy's Annual Report on Form 10-K, Corporate Governance Guidelines, the charters of the Audit Committee, Compensation Committee and Governance Committee, the Code of Ethics, and the Ethics and Compliance Code can be found on our website at <http://investors.centerpointenergy.com/governance.cfm>. Unless specifically stated herein, documents and information on our website are not incorporated by reference in this proxy statement.

Compensation of Directors

The Governance Committee of the Board oversees fee levels and other elements of compensation for CenterPoint Energy's non-employee directors.

Directors receive a cash retainer and are eligible to receive annual grants of our common stock under our Stock Plan for Outside Directors. Until April 2014, directors also received meeting fees, as described below. Participation in a plan providing split-dollar life insurance coverage has been discontinued for directors commencing service after 2000.

Stock ownership guidelines for non-employee directors were adopted in February 2011. Under these guidelines, each non-employee director is required to own shares of CenterPoint Energy common stock with a value equal to at least three times the director's regular annual cash retainer. New directors are required to attain the specified level of ownership within four years of joining the Board.

Retainer and Meeting Fees

Retainers are paid to our non-employee directors on a quarterly basis in arrears. From April 1, 2013 until March 31, 2014, our non-employee directors received an annual retainer of \$50,000. Effective April 1, 2014, the annual retainer was increased to \$90,000. Also effective April 1, 2014, the \$2,000 per meeting fee for attending meetings of the Board and each of its standing committees was eliminated. These changes were made to better align with competitive market data reviewed by our Governance Committee. The Chairmen of the Audit and Compensation Committees each receive a supplemental annual retainer of \$20,000 for service as committee chairmen. The Chairman of the Governance Committee receives a supplemental annual retainer of \$15,000 for service as committee chairman. The Chairman of the Finance Committee, which was dissolved by the Board in April 2014, received a supplemental

retainer of \$10,000 for service as committee chairman.

Until April 2014, Ms. Longoria and Messrs. Carroll and Wareing were members of a special CEO Succession Planning Committee. Ms. Longoria, Mr. Wareing, and, until his appointment as Executive Chairman as discussed below, Mr. Carroll, received an annual retainer of \$20,000 for service on that committee. Mr. Carroll served as chairman of the special committee and received no additional compensation for serving as the committee's chairman.

Following his appointment as Executive Chairman, Mr. Carroll no longer received an annual retainer for service on that committee. In 2014, Ms. Longoria and Mr. Wareing received \$5,000 for their service on the committee. Fees earned or paid in 2014 are set forth in the Fees Earned or Paid in Cash column of the Director Compensation Table on page 16. Mr. Carroll's compensation is discussed under Compensation Discussion and Analysis Executive Chairman Compensation Arrangements beginning on page 35.

Stock Plan for Outside Directors

Under the Stock Plan for Outside Directors, each non-employee director was granted an annual stock award of up to 5,000 shares of CenterPoint Energy common stock in 2014. The number of shares of common stock granted to non-

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2015 Proxy Statement

Item 1: Election of Directors (continued)

employee directors was set by the Board annually. Each non-employee director serving as of May 1, 2014 received an award of 5,000 shares of common stock. Effective January 1, 2015, the plan was amended to change the award from a flat share award to a value-based award. In 2015, the Board will declare a cash value amount applicable to the annual awards and the number of shares awarded will be determined by dividing the total value of the annual award by the fair market value of the common stock on the grant date. This change was made to be consistent with market practice.

Grants made under this plan on or after April 22, 2010 vest on the first anniversary of the grant date. Grants fully vest in the event of the director's death or upon a change in control (defined in substantially the same manner as in the change in control agreements for certain officers described in *Potential Payments upon Change in Control or Termination* beginning on page 52). Upon vesting of the shares, each director receives, in addition to the shares, a cash payment equal to the amount of dividend equivalents earned since the date of grant.

If a director's service on the Board is terminated for any reason other than death or a change in control, the director forfeits all rights to the unvested portion of the outstanding grants as of the termination date. If the director is 70 years of age or older when he or she ceases to serve on the Board of Directors, the director's termination date is deemed to be December 31st of the year in which he or she leaves the Board.

In addition to the annual grant, our Stock Plan for Outside Directors provided that a non-employee director may receive a one-time grant of up to 5,000 shares of common stock upon commencing service as a director, subject to the same vesting schedule described above. Effective January 1, 2015, the plan was further amended to change the one-time, initial grant from a flat share award to a value-based award. No awards have been made under the provision allowing one-time initial grants. The aggregate number of outstanding unvested stock awards is set forth in footnote (2) to the Director Compensation Table.

Deferred Compensation Plan

We maintain a deferred compensation plan that permits directors to elect each year to defer all or part of their annual retainer, supplemental annual retainer for committee chairmanship and any meeting fees. The supplemental monthly retainer for service as non-executive Chairman of the Board was not eligible for deferral under this plan. Interest accrues on deferrals at a rate adjusted annually equal to the average yield during the year of the Moody's Long-Term Corporate Bond Index plus two percent. Directors participating in this plan may elect at the time of deferral to receive distributions of their deferred compensation and interest in three ways:

an early distribution of either 50% or 100% of their account balance in any year that is at least four years from the year of deferral or, if earlier, the year in which they attain age 70;

a lump sum distribution payable in the year after they reach age 70 or upon leaving the Board of Directors, whichever is later; or

in 15 annual installments beginning on the first of the month coincident with or next following age 70 or upon leaving the Board of Directors, whichever is later.

The deferred compensation plan is a nonqualified, unfunded plan, and the directors are general, unsecured creditors of CenterPoint Energy. No fund or other assets of CenterPoint Energy have been set aside or segregated to pay benefits under the plan. Refer to Rabbi Trust under Executive Compensation Tables Potential Payments upon Change in Control or Termination on page 57 for funding of the deferred compensation plan upon a change in control.

The amounts deferred by directors in 2014 are described in footnote (1) to the Director Compensation Table. The above market earnings are reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column of the Director Compensation Table.

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2015 Proxy Statement

Item 1: Election of Directors (continued)

Director Compensation Table

The table below and the narrative in the footnotes provide compensation amounts for our non-employee directors for 2014 as well as additional material information in connection with such amounts. For summary information on the provision of the plans and programs, refer to the Compensation of Directors discussion immediately preceding this table.

Name	Fees Earned or Paid in Cash ⁽¹⁾ (\$)	Stock Awards ⁽²⁾ (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ⁽³⁾ (\$)	Total (\$)
Michael P. Johnson	111,083	125,300		236,383
Janiece M. Longoria	102,417	125,300	6,639	234,356
Scott J. McLean	88,000	125,300		213,300
Susan O. Rheney	97,417	125,300		222,717
Phillip R. Smith	87,000	125,300		212,300
R. A. Walker	92,000	125,300		217,300
Peter S. Wareing	108,333	125,300	23,426	257,059

(1) Includes annual retainer, chairmen retainers, CEO succession planning special committee retainer, Board meeting fees until April 1, 2014 and Committee meeting fees for each director as more fully explained under Compensation of Directors Retainer and Meeting Fees.

Mr. Wareing elected to defer his meeting fees, annual retainer and committee chairman fee during 2014.

(2) Reported amounts in the table represent the aggregate grant date fair value of awards computed in accordance with FASB ASC Topic 718. For purposes of the table above, the effects of estimated forfeitures are excluded.

Upon the recommendation of the Governance Committee, the Board granted 5,000 shares of common stock to each non-employee director then in office as of May 1, 2014 under our Stock Plan for Outside Directors. The grant date fair value of the awards, based on the average of the high and low market price of our common stock on the New York Stock Exchange Composite Tape on that date, was \$25.06 per share. At December 31, 2014, each of our current non-employee directors had 5,000 unvested stock awards.

(3) In 2014, Ms. Longoria and Mr. Wareing accrued above-market earnings on their deferred compensation account balances of \$6,639 and \$23,426, respectively.

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STOCK OWNERSHIP

The following table shows stock ownership of known beneficial owners of more than 5% of CenterPoint Energy's common stock, each director or nominee for director, the Chief Executive Officer, the Chief Financial Officer, the other executive officers for whom we are providing detailed compensation information under Executive Compensation Tables and our executive officers and directors as a group. Information for the executive officers and directors is given as of March 1, 2015 except as otherwise indicated. The directors and officers, individually and as a group, beneficially own less than 1% of CenterPoint Energy's outstanding common stock. Beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (Exchange Act) and, except as otherwise indicated, the respective holders have sole voting and investment powers over such shares.

Name	Number of Shares of CenterPoint Energy Common Stock
BlackRock, Inc. 40 East 52 nd Street New York, New York 10022	41,957,174 ⁽¹⁾
Barrow, Hanley, Mewhinney & Strauss, LLC 2200 Ross Avenue, 31st Floor Dallas, Texas 75201	34,998,060 ⁽²⁾
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	33,735,704 ⁽³⁾
Vanguard Windsor Funds Vanguard Windsor II Fund 100 Vanguard Blvd. Malvern, Pennsylvania 19355	25,726,413 ⁽⁴⁾
JPMorgan Chase & Co. 270 Park Ave. New York, New York 10017	24,567,961 ⁽⁵⁾
Northern Trust Corporation 50 South LaSalle Street Chicago, Illinois 60603	23,316,865 ⁽⁶⁾
State Street Corporation One Lincoln Street Boston, Massachusetts 02111	22,539,413 ⁽⁷⁾
Tracy B. Bridge	32,277 ⁽⁸⁾
Milton Carroll	63,568 ⁽⁹⁾
Michael P. Johnson	30,200 ⁽¹⁰⁾

Janiece M. Longoria	48,077 ⁽¹⁰⁾
Joseph B. McGoldrick	78,099 ⁽⁸⁾
Scott J. McLean	5,000 ⁽¹⁰⁾
Theodore F. Pound	500
Scott M. Prochazka	40,060
Susan O. Rheney	29,000 ⁽¹⁰⁾
Phillip R. Smith	7,500 ⁽¹⁰⁾
Thomas R. Standish	298,356 ⁽¹¹⁾
R. A. Walker	23,000 ⁽¹⁰⁾
Peter S. Wareing	121,000 ⁽¹⁰⁾⁽¹²⁾
Gary L. Whitlock	437,427 ⁽⁸⁾
All executive officers and directors as a group (15 persons)	915,208

(1) This information is as of December 31, 2014 and is based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 15, 2015 by BlackRock, Inc. This represents 9.8% of the outstanding common stock of CenterPoint Energy. The Schedule 13G/A reports sole voting power for 34,516,161 shares of common stock, no shared voting power for shares of common stock and sole dispositive power for 41,957,174 shares of common stock.

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Stock Ownership (continued)

- (2) This information is as of December 31, 2014 and is based on a Schedule 13G filed with the Securities and Exchange Commission on February 9, 2015 by Barrow, Hanley, Mewhinney & Strauss, LLC. This represents 8.14% of the outstanding common stock of CenterPoint Energy. The Schedule 13G reports sole voting power for 4,983,072 shares of common stock, shared voting power for 30,014,988 shares of common stock and sole dispositive power for 34,998,060 shares of common stock.
- (3) This information is as of December 31, 2014 and is based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 10, 2015 by The Vanguard Group, Inc. This represents 7.84% of the outstanding common stock of CenterPoint Energy. The Schedule 13G/A reports sole voting power of 767,753 shares of common stock, sole dispositive power for 33,036,982 shares of common stock and shared dispositive power of 698,722 shares of common stock.
- (4) This information is as of December 31, 2014 and is based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 6, 2015 by Vanguard Windsor Funds Vanguard Windsor II Fund. This represents 5.98% of the outstanding common stock of CenterPoint Energy. The Schedule 13G/A reports sole voting power for 25,726,413 shares of common stock.
- (5) This information is as of December 31, 2014 and is based on a Schedule 13G filed with the Securities and Exchange Commission on January 23, 2015 by JPMorgan Chase & Co. This represents 5.7% of the outstanding common stock of CenterPoint Energy. The Schedule 13G reports sole voting power for 19,470,562 shares of common stock, shared voting power for 757,305 shares of common stock, sole dispositive power for 23,681,728 shares of common stock and shared dispositive power for 886,233 shares of common stock.
- (6) This information is as of December 31, 2014 and is based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 12, 2015 by Northern Trust Corporation and certain of its subsidiaries. This represents 5.43% of the outstanding common stock of CenterPoint Energy. The Schedule 13G/A reports sole voting power for 605,091 shares of common stock, shared voting power for 22,671,231 shares of common stock, sole dispositive power for 2,934,696 shares of common stock and shared dispositive power for 2,235,200 shares of common stock. CenterPoint Energy understands that the shares reported include 17,822,532 shares of common stock held as trustee of CenterPoint Energy's savings plan which provides for pass-through voting by plan participants.
- (7) This information is as of December 31, 2014 and is based on a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2015 by State Street Corporation. This represents 5.2% of the outstanding

common stock of CenterPoint Energy. The Schedule 13G reports sole voting power for 0 shares of common stock, shared voting power for 22,539,413 shares of common stock and sole dispositive power for 0 shares of common stock.

- (8) Includes shares of CenterPoint Energy common stock held under CenterPoint Energy's savings plan, for which the participant has sole voting power (subject to such power being exercised by the plan's trustee in the same proportion as directed shares in the savings plan are voted in the event the participant does not exercise voting power).
- (9) Includes 31,568 shares pledged to secure loans.
- (10) Includes shares scheduled to vest under the Stock Plan for Outside Directors as follows: 5,000 shares on May 1, 2015 for each of Messrs. Johnson, McLean, Smith, Walker and Wareing and Mses. Longoria and Rheney.