

Vectren Corporation
Board of Directors
Corporate Responsibility and Sustainability Committee Charter

Adopted As Of February 26, 2003

Further Amended and Restated as of

Further Amended and Restated as of February 1, 2015

I. Statement of Purpose

The Corporate Responsibility and Sustainability Committee (Committee) is a standing committee of the Board of Directors (Board). The purpose of the Committee is to discharge the duties of the Board relating to its policies, practices and procedures as a responsible corporate citizen, including the Company's use of appropriate business practices in compliance with specified laws and regulations, and the oversight of policies and strategies fostering sustainable growth to meet the evolving needs of customers and investors. In fulfilling its duties, the Committee shall engage in discussions with management regarding its practices and policies related to the business functions set forth in Section III of this Charter.

II. Organization

A. Charter. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. Members. The members of the Committee shall be appointed by the Board. Any member of the Board shall be eligible to serve on the Committee. The Committee shall be comprised of at least three members. Committee members may be removed by the Board. The Board shall also designate a Committee Chair.

C. Meetings. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

D. Executive Sessions. At the conclusion of each meeting, the Chair may conduct an executive session where non-management directors (i.e. directors who are not Company officers but who do not otherwise have to qualify as "independent" directors) meet without management participation.

E. Quorum; Action by Committee. A quorum at any Committee meeting shall be a majority of the Committee. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Agenda, Minutes and Reports. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with

materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. The Committee shall make regular reports to the Board.

G. Performance Evaluation. The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. Sustainability. The Committee shall oversee the Company's policies, practices and procedures relating to sustainability, including monitoring of current and emerging political and social action, and public policy and environmental issues that may affect the business operations, material financial performance or public image of the company. Such oversight shall also consider policies for sustainable growth strategies to create value consistent with long-term preservation and enhancement of the Company's financial, environmental and social capital.

B. Business Practices and Compliance. The Committee shall oversee the Company's policies and procedures relating to business practices and compliance with applicable laws and regulations, including utility operation compliance with regulations, unless specifically the province of another board committee pursuant to such committee's charter. Management remains responsible for identifying applicable laws and regulations and implementing controls and processes to assure compliance with those laws and regulations.

C. Public Communications. The Committee shall oversee the Company's policies, practices and procedures relating to public communications with key stakeholders, other than the financial community.

D. Community Relations. The Committee shall oversee the Company's policies, practices and procedures relating to community relations, including charitable contributions and community affairs.

E. Customer Relations. The Committee shall oversee the Company's policies, practices and procedures relating to customer relations, including customer satisfaction and quality of customer services.

F. Employment Practices. The Committee shall oversee the Company's policies, practices and procedures relating to employment practices and procedures, including employer of choice, workforce diversity and compliance with employment related laws.

G. Safety. The Committee shall oversee the Company's policies, practices and procedures related to employee and public safety, including the Company's efforts to maintain a corporate culture of safety.

H. Environmental Compliance. The Committee shall oversee the Company's policies, practices and procedures relating to environmental compliance, including adherence to environmental related laws and regulations. At each meeting of the Committee, a written or oral report shall be provided with respect to environmental compliance.

I. Access to Records, Consultants and Others. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants, at the Company's expense, to advise the Committee. The Committee shall have the ultimate authority and responsibility to hire or terminate any outside consultant engaged to assist the Committee in discharging its responsibilities and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside legal counsel or any other person meet with any members of, or consultants to, the Committee.

J Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

K. Other Duties. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.