

ENLINK MIDSTREAM MANAGER, LLC

CONFLICTS COMMITTEE CHARTER

Adopted March 7, 2014

The Conflicts Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of EnLink Midstream Manager, LLC (the “Company”), the managing member of EnLink Midstream, LLC (“EnLink Midstream”). Capitalized terms used but not defined herein shall have the meanings set forth in the Operating Agreement of EnLink Midstream, as amended from time to time (the “EnLink Midstream LLC Agreement”).

This charter is not intended to bind the Board in any particular circumstance or to affect the Board’s obligations or authority under the EnLink Midstream LLC Agreement, the Limited Liability Company Agreement of the Company, as amended from time to time (the “Company LLC Agreement”), the New York Stock Exchange rules or applicable laws and regulations.

Article I. Purpose

The purposes of the Committee are to fulfill the responsibilities set forth in the EnLink Midstream LLC Agreement, as well as other duties delegated by the Board that relate to potential conflicts of interest between the Company or any of its Affiliates, on the one hand, and EnLink Midstream, any Group Member, any Member, any other person who acquires an interest in a Membership Interest or any other Person who is bound by the EnLink Midstream LLC Agreement, on the other hand. The Committee shall also advise the Board on actions to be taken by the Company and EnLink Midstream or matters related to the Company and EnLink Midstream upon request of the Board.

Article II. Committee Membership

The Committee shall be composed entirely of two or more directors, each of whom (a) is not an officer or employee of the Company, (b) is not an officer or employee of any Affiliate of the Company or a director of any Affiliate of the Company (other than any Group Member), (c) is not a holder of any ownership interest in the Company or any of its Affiliates, including any Group Member, other than Common Units and awards that are granted to such director under the LTIP and (d) is determined by the Board to be independent under the independence standards for directors who serve on an audit committee of a board of directors established by the Securities Exchange Act and the rules and regulations of the Commission thereunder and by the National Securities Exchange on which any class of Membership Interests is listed or admitted to trading (or, if the Membership Interests are not listed or admitted on any National Securities Exchange, the New York Stock Exchange).

The Continuing Independents (as defined in the Company LLC Agreement) shall be members of the Committee unless any such director declines appointment thereto or does not meet the standards required to be a member thereof. Subject to the foregoing, (i) the members of the Committee shall be appointed by the Board and (ii) the Board shall have the authority at any time to remove, with or without cause, one or more members of the Committee. If a chairman is

not designated by the Board or present at a meeting, the Committee may designate a chairman by majority vote of the Committee members then in office.

Article III. Meetings

The Committee shall meet as circumstances dictate. A majority of Committee members then in office may act on behalf of the Committee. The Committee may meet in person, by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by law.

Article IV. Committee Responsibilities

The Committee's responsibilities are as follows:

1. The Board may seek the Committee's approval, pursuant to Section 7.9 of the EnLink Midstream LLC Agreement, of any resolution, course of action or transaction with respect to any potential conflict of interest between the Company or any of its Affiliates, on the one hand, and EnLink Midstream, any Group Member, any Member, any other Person who acquires an interest in a Membership Interest or any other Person who is bound by the EnLink Midstream LLC Agreement, on the other hand.
2. The Committee may perform other responsibilities delegated to it by the Board.
3. The Committee may form and delegate authority to subcommittees when appropriate.
4. The Committee shall report to the Board its decisions and determinations.
5. The Committee shall review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.
6. The Committee shall review its own performance from time to time.

Article V. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage its own special legal counsel, accountants, appraisers, management consultants, investment bankers and other experts or consultants as it deems necessary or appropriate to assist in the full performance of its functions, and each member of the Committee shall be entitled to rely upon the advice or opinion of any such experts or consultants as to matters that such member reasonably believes to be within such Person's professional or expert competence. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of (i) compensation to advisers employed by the Committee and (ii) any ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties. The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.