

## **PPL Corporation**

### **GOVERNANCE, NOMINATING AND SUSTAINABILITY COMMITTEE CHARTER**

The purpose of the Governance, Nominating and Sustainability Committee (the "Committee") is: (i) to oversee corporate governance for PPL Corporation (the "Company"), including sustainability strategy and related initiatives; and (ii) to identify and recommend to the Board of Directors ("Board") qualified individuals to become board members, as well as composition of the Board's committees.

#### **Membership**

The Committee shall consist of at least three members, each of whom is determined by the Board to be "independent" as that term is used in the listing standards of the New York Stock Exchange ("NYSE") and such other rules or regulations that may be required from time to time. The Senior Vice President, General Counsel, Corporate Secretary and Chief Legal Officer of the Company shall be the Staff Liaison assigned to the Committee.

#### **Meetings**

The Committee customarily holds four regular meetings annually, normally in January, March, July and October. In addition, the Committee shall hold such other meetings at such times and places as it may deem appropriate or necessary.

#### **Principal Functions**

The principal functions of the Committee are:

##### **Corporate Governance**

1. To establish and administer programs for evaluating the performance of the Board and its committees, including the format of the annual assessments.
2. To recommend to the Board whether to accept or reject a tendered resignation of any incumbent director nominee who fails to receive the affirmative vote of a majority of votes cast at a meeting of shareowners in an uncontested election. The affected incumbent director shall be excluded from participating in the Committee's consideration and decision. The Committee will consider the director's resignation and will make a recommendation for consideration by the Board. The Committee may consider any factors it deems relevant in deciding whether to accept a director's resignation.
3. To determine the action, if any, to be taken when an incumbent director offers their resignation as a result of any change in their primary business position.

4. To review the Board retirement policies applicable to members.
5. To review and assess at least annually the adequacy of the corporate governance guidelines applicable to the Company and recommend any proposed changes to the Board for approval.
6. To review and make recommendations to the Board no less than annually regarding whether each non-management director, including any prospective director, is independent under the requirements of the New York Stock Exchange, the Securities and Exchange Commission ("SEC"), other applicable laws and regulations, and the Company's Independence Guidelines.
7. To conduct a reasonable prior review, and provide oversight, of all related-party transactions for potential conflicts of interest and to approve any such transaction only if the Committee determines it to be in, or not inconsistent with, the best interests of the Company and its shareowners, consistent with the Company's Related-Party Transaction Policy and the requirements of Section 314 of the NYSE Listed Company Manual. The Committee shall prohibit any such transaction it determines to be inconsistent with the interests of the Company and its shareowners. The term "related-party transaction" refers to transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act.
8. To make a recommendation to the Board of an independent director to serve as an independent Chair of the Board, or as the Lead Director whenever the Chair of the Board is also the chief executive officer or is a director who does not otherwise qualify as an "independent" director.
9. To annually review a succession plan for the Chair of the Board and the Lead Director, if any.
10. To annually recommend to the Board, in consultation with the Chair of the Board, the composition of each committee of the Board, including the designation of the Chair of each committee, taking into consideration the desires, experience and expertise of individual directors.
11. To oversee the Company's practices and positions to further its sustainability strategy and corporate governance, including specific environmental and corporate social responsibility initiatives.
12. To provide oversight of the Company's corporate political activity, with such oversight to include receiving reports at least annually as to political spending and related activities by the Company, if any.
13. To review and approve all new or continuing requests for indemnification by officers of the Company who are members of the Company's Corporate Leadership Council.

14. To report highlights of the Committee's activities to the Board of Directors on a regular basis and make recommendations to the Board and management, as needed.

### **Nominations**

15. To develop and review criteria for the qualifications of potential and incumbent members of the Board and methods of recommendation of candidates to the Board.
16. To recommend to the Board any changes of the size or composition of the Board.
17. To identify and evaluate candidates for consideration as members of the Board, including incumbent directors whose terms are expiring, and to make such recommendations as it deems appropriate for director nominees for the next annual meeting of shareowners and in the event a vacancy on the Board occurs or the number of directors is increased.

The Committee may, in its sole discretion, retain, obtain the advice of and terminate any search firm it deems appropriate to identify director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of any search firm retained by the Committee and shall have the sole authority to approve related fees and other retention terms of such advisers. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm retained by the Committee.

### **Review of Committee Function and Charter**

The Committee shall ensure that there is an annual performance evaluation of the Committee. Also, the Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any substantive changes to the Board.