

## **PPL Corporation**

### **FINANCE COMMITTEE CHARTER**

The Finance Committee shall consist of at least three members, all of whom shall be outside directors. The Executive Vice President and Chief Financial Officer of PPL Corporation (the "Company") shall be the Staff Liaison assigned to the Finance Committee.

#### **Meetings**

The Finance Committee shall hold at least three meetings annually, at such times and places as it may deem necessary or appropriate.

#### **Principal Functions**

The principal functions of the Finance Committee are:

1. To annually review and recommend to the Board of Directors (i) the business plan, which includes the annual financing plan, and (ii) the capital expenditure plan, each of which is for the Company and entities that are consolidated with the Company for financial reporting purposes ("Subsidiaries").
2. To the extent not contemplated by the annual financing plan approved by the Board of Directors:
  - a. To authorize third-party financing transactions with a value in excess of \$100 million and less than or equal to \$500 million by the Company or any of its Subsidiaries, including the issuance, sale or exchange of any debt or equity securities of the Company or any of its Subsidiaries (together with any actions necessary for such issuance, sale or exchange).
  - b. To authorize guarantees or other credit or liquidity support with a value in excess of \$100 million and less than or equal to \$500 million by the Company or any of its Subsidiaries for the obligations of Subsidiaries or entities that are not Subsidiaries of the Company.
  - c. To approve redemptions, repurchases, retirements, defeasances and other methods of reducing the outstanding securities of the Company and its Subsidiaries with a value in excess of \$100 million and less than or equal to \$500 million.

3. To authorize capital expenditures by the Company or any of its Subsidiaries in excess of \$100 million and less than or equal to \$500 million for projects that are not reflected in the Company's capital expenditure plan; provided, however, that no Committee or Board of Directors approval shall be required for emergency expenditures or those expenditures required to meet "obligations to serve" of any utility Subsidiaries of the Company.
4. To review and make recommendations to the Board of Directors regarding the financial implications and financing of corporate transactions of the Company or its Subsidiaries with a transaction value in excess of \$100 million (including the liabilities assumed), including mergers, acquisitions, joint ventures, strategic investments (including equity investments), share exchanges, divisions, reorganizations, and divestitures.
5. To review, approve and monitor the policies and practices to be followed by the Company and its Subsidiaries in managing financial risk, including the use of derivatives and other hedging techniques.
6. To take such other action as may be necessary or appropriate to meet the financing needs of the Company and its Subsidiaries.

### **Board of Directors Approvals**

For the purpose of clarity, the Board of Directors shall approve, whether through approval of the business plan and the capital expenditure plan or separately, or shall delegate authority to a committee to approve, the following:

- a. any Company or Subsidiary financing; guarantee or credit support; or redemption or other transaction to reduce outstanding securities, in each case with a value in excess of \$500 million; and
- b. any Company or Subsidiary capital expenditure with a value in excess of \$500 million.

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

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