

## **PPL Corporation**

### **PEOPLE AND COMPENSATION COMMITTEE CHARTER**

The purpose of the People and Compensation Committee (the "Committee") is to carry out the Board of Directors' ("Board") responsibility relating to compensation of executive officers and independent directors of PPL Corporation (the "Company").

#### **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. Additionally, no director may serve unless he or she is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Executive Vice President and Chief Human Resources Officer of PPL Services Corporation shall be the Staff Liaison assigned to the Committee.

#### **Meetings**

The Committee customarily holds six regular meetings annually, normally in January, February, March, July, October and December. 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:

1. Recommend to the Board the election of executive officers of the Company when positions become vacant, and to review the process within the Company to identify potential senior managers of the Company and its subsidiaries.
2. Annually review and assess with the Board the Company's strategy for succession planning and the plan of succession for the chief executive officer and other executive officers.
3. Review and assess the Company's human capital management strategy and practices, with a recommendation to the Board as appropriate.
4. Periodically review the Company's executive compensation philosophy, policies and programs and how the pay policies and programs align with that philosophy and Company's overall business strategy. The Committee shall determine whether any change is needed or desired. The Committee will modify the Company's compensation philosophy or compensation policies, programs and plans accordingly.

5. Review and approve annually the compensation structure, including goals and objectives, of the chief executive officer. The Committee shall evaluate at least annually the performance and leadership of the chief executive officer in light of these established goals and objectives, and the Chair shall solicit input from all other directors in the evaluation of the performance and leadership of the chief executive officer. Based on these evaluations, the Committee shall determine the chief executive officer's annual compensation, including salary, incentive compensation and other remuneration. The results of the chief executive officer's evaluation and compensation shall be communicated by the Chair of the Committee first to the Board for its review, and then to the chief executive officer.
6. Review and approve annually the compensation structure, including goals and objectives, for the Company's executive officers who are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended. The Committee shall oversee the evaluation of the Company's executive officers. The Committee shall review with the chief executive officer his or her evaluation of the performance and leadership of such executive officers and shall approve the annual compensation, including salary, incentive compensation and other remuneration of such executive officers.
7. Review at least annually the goal achievements of each individual executive officer eligible to receive awards under the Company's annual cash incentive compensation program and stock incentive program and to make appropriate incentive compensation awards pursuant to such programs.
8. Review and approve the creation or revision of any compensation-related clawback policy, and administrative oversight of any such clawback policy.
9. Review and approve the Company's incentive compensation plans and programs, including all equity-based plans, recognizing that the Committee retains the discretion to recommend changes to the Board as appropriate.
10. Review and approve employment agreements, as well as severance or change-in-control arrangements, and any special or supplemental retirement or other benefits and perquisites for executive officers of the Company that are not also offered to other PPL employees.
11. Discuss the results of the shareowner advisory vote of "say-on-pay," with regard to the named executive officers appearing in the Company's proxy statement, and periodically recommend the frequency of the say-on-pay vote to be included in the Company's proxy statement.
12. Review and discuss the annual Compensation Discussion and Analysis and recommend whether it should be included in the Company's annual report on Form 10-K or proxy statement, as well as review and approve a Compensation Committee Report to be included in the Company's annual report on Form 10-K or proxy statement.

13. Review and discuss with management, on at least an annual basis, management's assessment of whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
14. Review and approve stock ownership requirements for the directors, the Company's executive officers and any other officers selected by the Committee.
15. Review annually the amount and the basis of fees and other compensation paid to outside directors and recommend any proposed changes to the Board for approval.
16. Monitor and make changes to director compensation plans, including stock plans, whenever advisable.
17. Undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other adviser that will provide advice to the Committee (other than in-house legal counsel) taking into account such factors as may be required by the NYSE from time to time.
18. Evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest.
19. 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.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other adviser, including any search firm it deems appropriate to identify director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, independent legal counsel or other adviser 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 compensation consultant, independent legal counsel or other adviser 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 changes to the Board.