PPL Corp
Form PRE 14A
March 19, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement
¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
¨ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

PPL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

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PPL CORPORATION

Two North Ninth Street

Allentown, Pennsylvania 18101

Notice of Annual Meeting of Shareowners

Time and Date	9:00 a.m., Eastern Time, on Wednesday, May 20, 2015.
Place	PPL Center 701 Hamilton Street Allentown, Pennsylvania 18101
Items of Business	To elect 13 directors, as listed in this Proxy Statement, for a term of one year. To amend the company s articles of incorporation to permit shareowners to call special meetings. To conduct an advisory vote to approve named executive officer compensation. To ratify the appointment of Ernst & Young LLP as the company s independent registered public accounting firm for the year ending December 31, 2015. To consider four shareowner proposals, if properly presented. To consider such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.
Record Date	You can vote if you were a shareowner of record on February 27, 2015.

Proxy Voting

It is important that your shares be represented and voted at the Annual Meeting. You can vote your shares by completing and returning your proxy card or by voting on the Internet or by telephone. See details under the headings General Information If I am a shareowner of record, how do I vote? and If I am a beneficial owner of shares held in street name, how do I vote?

By Order of the Board of Directors,

Robert J. Grey

Executive Vice President,

General Counsel and Secretary

April __, 2015

Important Notice Regarding the Availability of Proxy

Materials for the Shareowner Meeting to Be Held on May 20, 2015:

This Proxy Statement and the Annual Report to Shareowners are available at

http://www.pplweb.com/PPLCorpProxy

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PPL CORPORATION

Two North Ninth Street

Allentown, Pennsylvania 18101

Proxy Statement

Annual Meeting of Shareowners

May 20, 2015

9:00 a.m. (Eastern Time)

We are providing these proxy materials in connection with the solicitation by the Board of Directors of PPL Corporation of proxies to be voted at the company s Annual Meeting of Shareowners to be held on May 20, 2015, and at any adjournment or postponement of the Annual Meeting. Directors, officers and other company employees may also solicit proxies by telephone or otherwise. Brokers, banks and other holders of record will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses. We first released this proxy statement and the accompanying proxy materials to shareowners on or about April , 2015.

GENERAL INFORMATION

On what matters am I voting?

There are eight proposals scheduled to be voted on at the meeting:

- the election of 13 directors, as listed in this proxy statement, for a term of one year;
- an amendment of the company s articles of incorporation to permit shareowners to call special meetings;
- an advisory vote to approve named executive officer compensation;
- the ratification of the appointment of Ernst & Young LLP as the company s independent registered public accounting firm for the year ending December 31, 2015; and

- the consideration of four shareowner proposals, if properly presented at the meeting.

Why am I receiving these proxy materials?

Our Board of Directors has made these materials available to you on the Internet or has delivered printed versions of these materials to you by mail in connection with the Board of Directors solicitation of proxies for use at our Annual Meeting of Shareowners. As a shareowner, you are invited to attend the Annual Meeting and are requested to vote on the items of business described in this Proxy Statement.

What is included in these materials?

These proxy materials include:

- this Proxy Statement for the Annual Meeting; and
- our Annual Report for the fiscal year ended December 31, 2014.

If you received printed versions of these materials by mail, these materials also include the proxy card or voting instruction form for the Annual Meeting.

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Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of printed proxy materials?

In accordance with Securities and Exchange Commission, or SEC, rules, instead of mailing a printed copy of our proxy materials to all of our shareowners, we have elected to furnish such materials to selected shareowners by providing access to these documents over the Internet. Accordingly, on April , 2015, we sent a Notice of Internet Availability of Proxy Materials (the Notice) to most of our shareowners. These shareowners have the ability to access the proxy materials on a website referred to in the Notice and to download printable versions of the proxy materials or to request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy of the materials from us may be found in the Notice. We encourage you to take advantage of the availability of the proxy materials on the Internet in order to help reduce the environmental impact and cost of the Annual Meeting.

How can I get electronic access to the proxy materials?

The Notice provides you with instructions regarding how to:

- view our proxy materials for the Annual Meeting on the Internet;
- vote your shares after you have viewed our proxy materials; and
- request a printed copy of the proxy materials.

Copies of the proxy materials are available for viewing at www.pplweb.com/PPLCorpProxy.

If you received printed versions of these materials by mail, these materials also include the proxy card or voting instruction form for the Annual Meeting.

Who can vote?

Holders of PPL Corporation common stock as of the close of business on the record date, February 27, 2015, may vote at the Annual Meeting, either in person or by proxy. Each share of PPL Corporation common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

What is the difference between holding shares as a shareowner of record and as a beneficial owner?

If your shares are registered directly in your name with PPL Corporation s transfer agent, Wells Fargo Bank, N.A., you are considered, with respect to those shares, the shareowner of record. The Notice or printed copies of the proxy materials have been sent directly to you by PPL Corporation.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name, and the shareholder of record of your shares is your broker, bank or other holder of record. The Notice or printed copies of the proxy materials have been forwarded to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record to vote your shares. The company urges you to instruct your broker, bank or other holder of record on how to vote your shares. Please understand that, if you are a beneficial owner, the company does not know that you are a shareowner or how many shares you own.

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If I am a shareowner of record, how do I vote?

If you are a **shareowner of record**, you can vote via the Internet, by telephone, by mail or in person at the Annual Meeting.

Via the Internet
If you received a Notice, you may vote by proxy at www.proxypush.com/ppl by following the instructions found in the Notice. If you received or requested printed copies of the proxy materials by mail, you may vote via the Internet by following the instructions on your proxy card.

By telephone
If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free telephone number found on your proxy card. Please have your proxy card and the last four digits of your Social Security Number or Tax Identification Number available when you call.

The telephone and Internet voting facilities for shareowners of record will be available 24 hours a day and will close at 11:59 p.m., Central Time, on May 19, 2015.

By mail
If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by completing, signing and dating the proxy card and returning it in the postage-paid envelope we have provided. If you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the Board of Directors.

If the postage-paid envelope is missing, please mail your completed proxy card to PPL Corporation, c/o Shareowner Services, P.O. Box 64873, St. Paul, MN 55164-0873. We must receive your mailed proxy card no later than 11:59 p.m., Central Time, on May 19, 2015 in order for your vote to be counted.

In person at the Annual Meeting
You may come to the Annual Meeting and cast your vote there, either by proxy or by ballot. For those shareowners who received a Notice, please bring the Notice, which will serve as your admission ticket. For those shareowners who received printed copies of the proxy materials, please bring your admission ticket with you to the Annual Meeting.

If you vote via the Internet or by telephone, or mail to us your properly completed and signed proxy card, your shares of PPL Corporation common stock will be voted according to the choices that you specify. If you sign and mail your proxy card without marking any choices, your proxy will be voted:

FOR the election of all nominees listed for director;

FOR the amendment of the company s articles of incorporation to permit shareowners to call special meetings;

FOR the advisory vote to approve named executive officer compensation;

FOR the ratification of the appointment of Ernst & Young LLP as the company s independent registered public accounting firm for the year ending December 31, 2015; and

AGAINST the four shareowner proposals.

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We do not expect any other matters to be brought before the Annual Meeting. By giving your proxy, however, you appoint the persons named as proxies as your representatives at the meeting. If an issue comes up for vote at the Annual Meeting that is not included in the proxy material, the proxy holders will vote your shares in accordance with their best judgment.

If I am a beneficial owner of shares held in street name, how do I vote?

As the beneficial owner of shares held in street name, you have the right to direct your broker, bank or other holder of record how to vote your shares, and it is required to vote your shares in accordance with your instructions. If you do not give instructions to your brokerage firm or bank, it will nevertheless be entitled to vote your shares with respect to routine items, but it will not be permitted to vote your shares with respect to non-routine items. In the case of a non-routine item, your shares will be considered broker non-votes on that proposal.

We recommend that you follow the voting instructions in the materials you receive from your broker, bank or other holder of record to vote via the Internet, by telephone or by mail. You may vote shares held in street name at the Annual Meeting only if you obtain a signed proxy from the record holder (broker or other nominee) giving you the right to vote the shares. Please see the attendance requirements discussed under Who can attend the Annual Meeting?

As a participant in the PPL Corporation Employee Stock Ownership Plan, how do I vote shares held in my plan account?

If you are a participant in our Employee Stock Ownership Plan, you have the right to provide voting directions to the plan trustee, Fidelity Investments, by submitting your ballot card for those shares of our common stock that are held by the plan and allocated to your account. Plan participant ballots are treated confidentially. Full and fractional shares credited to your account under the plan as of February 27, 2015 will be voted by the trustee in accordance with your instructions. Participants may not vote in person at the Annual Meeting. Similar to the process for shareowners of PPL Corporation common stock who receive printed proxy materials, you may vote by mail, telephone or on the Internet. To allow sufficient time for voting by the trustee of the plan, your ballot must be returned by 11:59 p.m., Central Time, on May 17, 2015, if you vote by mail, by telephone or on the Internet. Please follow the ballot instructions specific to the participants in the Employee Stock Ownership Plan.

If you do not return your ballot, or return it unsigned, or do not vote by phone or on the Internet, the plan provides that the trustee will vote your shares in the same percentage as shares held by participants for which the trustee has received timely voting instructions. The plan trustee will follow participants voting directions and the plan procedure for voting in the absence of voting directions, unless it determines that to do so would be contrary to the Employee Retirement Income Security Act of 1974.

May I change or revoke my vote?

Any shareowner giving a proxy has the right to revoke it at any time before it is voted by:

- giving notice in writing to our Corporate Secretary, which must be received no later than the close of business on May 19, 2015;

- by completing, signing, dating and returning a new proxy card or voting instruction form with a later date;

providing a later-dated vote using the telephone or Internet voting procedures; or

attending the Annual Meeting and voting in person.

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Will my shares be voted if I do not provide my proxy?

It depends on whether you hold your shares in your own name or as the beneficial owner in the name of a broker, bank or other holder of record. If you hold your shares directly in your own name, they will not be voted unless you provide a proxy or vote in person at the Annual Meeting. Brokerage firms, banks or other holders of record generally have the authority to vote customers unvoted shares on certain routine matters. For example, if your shares are held in the name of a brokerage firm, bank or other holder of record, such firm can vote your shares for the ratification of the appointment of Ernst & Young LLP, as this matter is considered routine under the applicable rules. The company urges you to instruct your broker, bank or other holder of record on how to vote your shares.

Who can attend the Annual Meeting?

If you are a shareowner of record and you received a Notice, the Notice will serve as your admission ticket. If you are a shareowner of record who received or requested printed copies of the proxy materials by mail, your admission ticket is enclosed with your proxy materials. If you hold shares through the Employee Stock Ownership Plan, your admission ticket is the letter enclosed with your ballot card. You will need to bring your Notice or admission ticket, along with picture identification, to the meeting. If you own shares as a beneficial owner (in street name), please bring to the meeting proof of your PPL common stock ownership, such as your most recent brokerage statement, or an ownership confirmation letter from your broker, or your Notice or PPL voting instruction form sent to you by your broker, along with picture identification. PPL will use your brokerage document to verify your ownership of PPL common stock and admit you to the meeting.

What constitutes a quorum?

In order to conduct the Annual Meeting, a majority of the outstanding shares entitled to vote must be present, in person or by proxy, in order to constitute a quorum. As of the record date, there were 667,287,443 shares of common stock outstanding, and each share of common stock is entitled to one vote. No shares of preferred stock of the company were outstanding. If you submit a properly executed proxy card or vote by telephone or on the Internet, you will be considered part of the quorum. Abstentions and broker non-votes will be counted as shares present and entitled to vote at the meeting for purposes of determining a quorum, so long as the broker, bank or other holder of record casts a vote on behalf of a shareowner on any issue other than a procedural motion. A broker non-vote occurs when a broker, bank or other holder of record who holds shares for another person has not received voting instructions from the beneficial owner of the shares and, under New York Stock Exchange, or NYSE, listing standards, does not have discretionary authority to vote on a proposal.

What vote is needed for these proposals to be adopted?

Each matter to be submitted to shareowners, including the election of directors, requires the affirmative vote of a majority of the votes cast, in person or by proxy, by the shareowners at the meeting. For purposes of determining the number of votes cast with respect to a particular matter, only those cast for or against are included. Abstentions and broker non-votes are counted only for purposes of determining whether a quorum is present at the meeting.

Under our Amended and Restated Articles of Incorporation and our Guidelines for Corporate Governance, directors must be elected by a majority of the votes cast in uncontested elections, such as the election of directors at the Annual Meeting. This means that the number of votes cast for a director nominee must exceed the number of votes cast against that nominee. Abstentions

and broker non-votes are not counted as votes for or against a director nominee. Any nominee who is an incumbent director and does not receive a majority of votes cast for his or her election would be required to tender his or her resignation promptly following the failure to receive the required vote. Within 90 days following the final tabulation of the shareowner vote, the Compensation, Governance and Nominating Committee would then be required to make a recommendation to the Board as to whether the Board should accept the resignation, and the Board would be required to decide whether to accept the resignation. The Board must then promptly disclose its decision-making process. In a contested election, the required vote would be a plurality of votes cast. Full details of this policy are set forth in our Guidelines for Corporate Governance, which can be found in the Corporate Governance section of our website (*www.pplweb.com/Guidelines*).

Proposal 1 (election of directors), Proposal 2 (amendment of the company s articles of incorporation to permit shareowners to call special meetings), Proposal 3 (advisory vote to approve executive compensation) and Proposals 5, 6, 7 and 8 (shareowner proposals) are non-routine matters under NYSE rules, and brokerage firms, banks or other holders of record are prohibited from voting on each of these proposals without receiving instructions from the beneficial owners of the shares. Abstentions and broker non-votes will not be considered as votes cast and will have no effect on the outcome of the vote.

Proposal 4 (ratification of auditors) is considered to be a routine matter under NYSE rules, and brokers, banks or other holders of record may vote in their discretion on behalf of clients who have not furnished voting instructions. Abstentions will not be treated as votes cast and will have no effect on the outcome of the vote on this proposal.

Who conducts the proxy solicitation and how much will it cost?

PPL Corporation will pay the cost of soliciting proxies on behalf of the Board of Directors. In addition to the solicitation by mail, a number of regular employees may solicit proxies in person, over the Internet, by telephone or by facsimile. We have retained Innisfree M&A Incorporated to assist in the solicitation of proxies for the Annual Meeting, and we expect that the remuneration to Innisfree for its services will not exceed $15,000, plus reimbursement for out-of-pocket expenses. Brokers, banks and other holders of record who hold shares for the benefit of others will be asked to send proxy material to the beneficial owners of the shares, and we will reimburse them for their expenses.

Who can assist me if I have questions about the annual meeting or need help voting my shares?

Your vote is important! If you need any help voting your shares or have questions about the annual meeting, please call the firm assisting us with the solicitation of proxies:

INNISFREE M&A INCORPORATED

Shareowners may call toll-free at 877-825-8730

Banks and brokers may call collect at 212-750-5833

How does the company keep voter information confidential?

To preserve voter confidentiality, we voluntarily limit access to shareowner voting records to certain designated employees of PPL Services Corporation. These employees sign a confidentiality agreement that prohibits them from disclosing the manner in which a shareowner has voted to any employee of a PPL affiliate or to any other person (except to the Judges of Election or the person in whose name the shares are registered), unless otherwise required by law.

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What is householding, and how does it affect me?

We have adopted a procedure approved by the SEC called householding. Under this procedure, shareowners of record who have the same address and last name and receive hard copies of the Annual Meeting materials will receive only one copy of this Notice of Annual Meeting and Proxy Statement and the 2014 Annual Report, unless we are notified that one or more of these shareowners wishes to continue receiving individual copies. If you and other PPL shareowners living in your household do not have the same last name, you may also request to receive only one copy of future proxy statements and financial reports.

Householding conserves natural resources and reduces our distribution costs. Shareowners who participate in householding will continue to receive separate proxy cards. Also, householding will not in any way affect dividend check mailings.

If you are eligible for householding, but you and other shareowners of record with whom you share an address currently receive multiple copies of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, or if you hold PPL stock in more than one account, and in either case you wish to receive only a single copy of each document for your household, please contact Wells Fargo Shareowner Services in writing: ATTN: Householding/PPL Corporation, P.O. Box 64854, St. Paul, MN 55164-0854.

Alternatively, if you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting and Proxy Statement and any accompanying documents or prefer to discontinue your participation in householding, please contact Wells Fargo as indicated above and a separate copy will be sent to you promptly.

If you are a beneficial owner, you can request information about householding from your bank, broker or other holder of record.

When are the 2016 shareowner proposals due?

To be included in the proxy materials for the 2016 Annual Meeting, any proposal intended to be presented at that Annual Meeting by a shareowner must be received by the Secretary of the company in writing no later than December __, 2015:

Corporate Secretary s Office

PPL Corporation

Two North Ninth Street

Allentown, Pennsylvania 18101

To be properly brought before the Annual Meeting, any other proposal must be received no later than 75 days in advance of the date of the 2016 Annual Meeting.

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PROPOSAL 1: ELECTION OF DIRECTORS

Thirteen members of our Board are standing for re-election, to hold office until the next Annual Meeting of Shareowners. Each nominee elected as a Director will continue in office until his or her successor has been elected and qualified, or until his or her earlier death, resignation or retirement.

In June of 2014, the company announced an agreement to spin off its PPL Energy Supply, LLC business and combine it with the generation assets of Riverstone Holdings LLC in order to form a new, independent publicly traded company to be called Talen Energy Corporation. As a result of the transaction, PPL shareowners will initially own 65 percent of the new company and will continue to own the same number of shares of PPL Corporation. The timing of the closing of the proposed transaction is anticipated to close during the second quarter of 2015, but remains subject to both regulatory approvals as well as other customary closing conditions. It is expected that, upon closing of the proposed transaction, four of our directors, Frederick M. Bernthal, Philip G. Cox, Louise K. Goeser and Stuart E. Graham, will resign from the PPL board in order to become directors of the Talen Energy Corporation board and that the size of the PPL board will be reduced to nine members. Accordingly, to the extent the proposed transaction closes prior to PPL s 2015 Annual Meeting of Shareowners, it is expected that Messrs. Bernthal, Cox and Graham and Ms. Goeser will no longer be standing for re-election.

Other than as described above, the Board of Directors has no reason to believe that any of the other nominees will become unavailable for election. If any nominee other than the four nominees described above should become unavailable prior to the Annual Meeting, however, the accompanying proxy will be voted for the election of such other person as the Board of Directors may recommend in place of that nominee.

The proxies appointed by the Board of Directors intend to vote the proxy for the election of each of these nominees, unless you indicate otherwise on the proxy or ballot card.

The following pages contain biographical information about the nominees, as well as information concerning the particular experience, qualifications, attributes and/or skills that led the Compensation, Governance and Nominating Committee and the Board to determine that each nominee should serve as a director. In addition, a majority of our directors serve or have served on boards and board committees (including, in many cases, as committee chairs) of other public companies, which we believe provides them with additional board leadership and governance experience, exposure to best practices, and substantial knowledge and skills that further enhance the functioning of our Board.

Nominees for Directors:

RODNEY C. ADKINS	**Board Committees:**	**Other Public Directorships:**
Age: 56	Audit	United Parcel Service, Inc.
		W.W. Grainger, Inc.
Director since: August 2014		

Independent Director

Former Public Directorships within the Last Five Years:

Pitney Bowes Inc. (2007-2013)

Mr. Adkins is President of 3RAM Group LLC, an investment, consulting and property management firm. He retired in December 2014 as a Senior Vice President of International Business Machines Corporation, or IBM, a globally integrated technology and consulting company. Until April 2014, Mr. Adkins served as Senior Vice President of Corporate Strategy at IBM. Prior to assuming that role in 2013, he was Senior Vice President of System and Technology Group at IBM, a position he held since 2009, and was previously Senior Vice President of development and manufacturing for the System and Technology Group at IBM, a position he held since 2007. In his over 33-year career with IBM, Mr. Adkins held a number of product management and executive roles, including running the Desktop PC and UNIX Systems businesses and he was general manager of the Pervasive Computing division.

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Experience and Qualifications. Having served as a senior executive of a public technology company, Mr. Adkins provides critical insight to our Board in emerging technologies and services, global business operations and supply chain management.

FREDERICK M. BERNTHAL	**Board Committees:**
Age: 72	Audit
	Executive
Director since: 1997	Nuclear Oversight (Chair)
Independent Director	

Dr. Bernthal is the retired President of Universities Research Association (URA), a position he held from 1994 until March 2011. URA is a consortium of research universities engaged in the construction and operation of major research facilities on behalf of the U.S. Department of Energy and the National Science Foundation. Dr. Bernthal served from 1990 to 1994 as Deputy Director of the National Science Foundation, from 1988 to 1990 as Assistant Secretary of State for Oceans, Environment and Science, and from 1983 to 1988 as a member of the U.S. Nuclear Regulatory Commission.

Experience and Qualifications. Having served as a member of the Nuclear Regulatory Commission and considering his governmental and leadership experience, Dr. Bernthal brings to our Board of Directors a unique point of view and knowledge vital to a company having nuclear operations.

JOHN W. CONWAY	**Board Committees:**	**Other Public Directorships:**
Age: 69	Compensation, Governance and Nominating	Crown Holdings, Inc.
	Executive	
Director since: 2000	Finance	
Independent Director		

Lead Director

Mr. Conway is Chairman of the Board and Chief Executive Officer of Crown Holdings, Inc., positions he has held since 2001. He also served as President from 2001 until March 2013. Prior to 2001, he served as President and Chief Operating Officer. Crown is an international manufacturer of packaging products for consumer goods. Mr. Conway joined Crown in 1991 as a result of its acquisition of Continental Can International Corporation. Prior to 1991, he served as President of Continental Can and in various other management positions. Mr. Conway is the past Chairman of the Can Manufacturers Institute.

Experience and Qualifications. With years of demonstrated managerial ability as a CEO and COO of a large global manufacturing company, Mr. Conway brings to our Board a wealth of knowledge of organizational and operational management, as well as board leadership experience, essential to a large public company.

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PHILIP G. COX	Board Committees:	Other Public Directorships:
Age: 63	Finance	Drax Group plc
	Nuclear Oversight	Wm Morrison Supermarkets PLC
Director since: May 2013		
		Former Public Directorships within the Last Five Years:
Independent Director		
		Meggitt PLC (2012-January 2015)
		International Power plc (2003-April 2013)
		Tractebel Energia S.A. (2011-March 2013)

Mr. Cox retired in April 2013 as Chief Executive Officer of International Power plc, a global independent power producer based in the United Kingdom. He was promoted to that position in 2003 after serving in his previous role of Chief Financial Officer, a position he held since 2000. Before joining International Power, Mr. Cox served as Senior Vice President-Operational Planning at Invensys plc from 1999 to 2000 and in several financial roles at Siebe PLC, including Chief Financial Officer, from 1989 to 1999. Before joining Siebe, he served in several senior roles in both public and private industry, after beginning his career with Price Waterhouse in 1973, where he qualified as a Chartered Accountant in 1976. He was awarded a CBE (Commander of the British Empire) for services to the energy industry in 2013.

Experience and Qualifications. Having served as the CEO and CFO of a global energy company, as well as in other leadership and accounting roles throughout his career, Mr. Cox provides critical insight into organizational and operational management, global business and financial matters to our Board.

STEVEN G. ELLIOTT	Board Committees:	Other Public Directorships:
Age: 68	Audit (Chair)	AllianceBernstein Corporation
	Finance	Huntington Bancshares Incorporated
Director since: 2011		

Independent Director

Mr. Elliott is the retired Senior Vice Chairman of The Bank of New York Mellon Corporation, an investment management and investment servicing company. He served in that position from 1998 until his retirement in December 2010. He joined Mellon in 1987 as Executive Vice President and head of the finance department. He was named Chief Financial Officer in 1990, Vice Chairman in 1992 and Senior Vice Chairman in 1998. Before joining Mellon, he held senior officer positions at: First Commerce Corporation, New Orleans; Crocker National Bank, San Francisco; Continental Illinois National Bank, Chicago; and First Interstate Bank of California.

Experience and Qualifications. With his long and distinguished career in the financial services industry, as well as his accounting background, Mr. Elliott brings to our Board a wealth of knowledge of organizational and operational management, as well as risk management expertise, essential to a large public company.

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LOUISE K. GOESER	Board Committees:	Other Public Directorships:
Age: 61	Compensation, Governance and Nominating	MSC Industrial Direct Co., Inc.
Director since: 2003		
Independent Director		

Ms. Goeser is President and Chief Executive Officer of Grupo Siemens S.A. de C.V. and is responsible for Siemens Mesoamérica. Siemens Mesoamérica is the Mexican, Central American and Caribbean unit of multinational Siemens AG, a global engineering company operating in the industry, energy and healthcare sectors. Before accepting this position in March 2009, Ms. Goeser served as President and Chief Executive Officer of Ford of Mexico from January 2005 until November 2008. Prior to this position, she served as Vice President, Global Quality for Ford Motor Company, a position she had held since 1999. In that position, she was responsible for ensuring superior quality in the design, manufacture, sale and service of all Ford cars, trucks and components worldwide. Prior to 1999, she served as Vice President for Quality at Whirlpool Corporation and served in various leadership positions with Westinghouse Electric Corporation. She also serves as a director of HSBC Mexico.

Experience and Qualifications. With years of demonstrated leadership and business experience in a variety of industry and international positions, Ms. Goeser brings to our Board of Directors valuable insight into global organizational and operational management crucial to a large public company.

STUART E. GRAHAM	Board Committees:	Other Public Directorships:
Age: 69	Compensation, Governance and Nominating	Harsco Corporation Industrivärden AB
Director since: 2008	Executive	Skanska AB (Chairman)
	Nuclear Oversight	
Independent Director		

Mr. Graham is non-executive Chairman of Sweden-based Skanska AB, an international project development and construction company. He served as President and Chief Executive Officer of Skanska from 2002 to 2008 and served on its board of directors for the same period of time. He continued to serve as chairman of Skanska USA Inc., a U.S. subsidiary, until May of 2011. From 2000 to 2002, Mr. Graham served as Executive Vice President of Skanska responsible for business units in the United States, the United Kingdom, Hong Kong and Latin America. Mr. Graham s career spans over four decades in the construction industry, including the construction and, in one case, the operation of, power plants in the United States and Latin America. He is past chairman of the Engineering and Construction Governors Council of the World Economic Forum and founded the Engineering and Construction Risk Institute.

Experience and Qualifications. Having served as the CEO of a global construction firm, Mr. Graham brings to our Board a strong mix of operational and organizational skills and global business expertise, as well as leadership experience from a variety of public company boards, all of which are critical to a public company.

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RAJA RAJAMANNAR	**Board Committees:**
Age: 53	Audit Finance
Director since: 2011	
Independent Director	

Mr. Rajamannar is the Chief Marketing Officer of MasterCard International Incorporated, a technology company in the global payments industry. Prior to joining MasterCard in September of 2013, he served as the Executive Vice President, Senior Business, and Chief Transformation Officer of WellPoint, Inc., one of the nation s largest health benefits companies, from March 2012 until January 2013. Prior to joining WellPoint, he served as Senior Vice President & Chief Innovation and Marketing Officer for Humana Inc., a healthcare company that offers a wide range of insurance products and health and wellness services. He held that position from April 2009 until March 2012. Prior to joining Humana, Mr. Rajamannar had 24 years of global business management experience, including 15 years with Citigroup, the New York-based banking conglomerate. Prior to joining Citigroup in 1994, Mr. Rajamannar held marketing and sales positions at Unilever in India from 1988 to 1994, and was a senior product manager at Asian Paints Limited in India.

Experience and Qualifications. With years of demonstrated leadership and business experience in a variety of industry and international positions, Mr. Rajamannar brings to our Board of Directors valuable insight into global organizational and operational management, as well as marketing experience, crucial to a large public company.

CRAIG A. ROGERSON	**Board Committees:**	**Other Public Directorships:**
Age: 58	Compensation, Governance and Nominating (Chair)	Chemtura Corporation
Director since: 2005	Executive Nuclear Oversight	
Independent Director		

Mr. Rogerson is Chairman, President and Chief Executive Officer of Chemtura Corporation, a position he has held since December 2008. Chemtura is a global manufacturer and marketer of specialty chemicals, crop protection and pool, spa and home care products. Mr. Rogerson served as President, Chief Executive Officer and director of Hercules Incorporated from December 2003 until its acquisition by Ashland, Incorporated in November 2008. Located in Wilmington, Delaware, Hercules was a global manufacturer and marketer of specialty chemicals and related services for a broad range of business, consumer and industrial applications. Mr. Rogerson joined Hercules in 1979 and served in a number of management positions before leaving the company to serve as President and Chief Executive Officer of Wacker Silicones Corporation in 1997. In May 2000, Mr. Rogerson rejoined Hercules and was named President of its BetzDearborn Division in August 2000. Prior to being named CEO of Hercules in December 2003, Mr. Rogerson held a variety of senior management positions with the company. Mr. Rogerson serves on the boards of the American Chemistry Council and the Society of Chemical Industry. He also serves on the Advisory Board of the Chemical Engineering & Materials Science College of Michigan State University.

Experience and Qualifications. With years of demonstrated managerial ability as a CEO of large global chemical manufacturing companies, Mr. Rogerson brings to our Board a wealth of knowledge of organizational and operational management, as well as board leadership experience, essential to a large public company.

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WILLIAM H. SPENCE	**Board Committees:**
Age: 58	Executive (Chair)
Director since: 2011	
Management Director	

Mr. Spence is Chairman, President and Chief Executive Officer of PPL Corporation. Prior to his current appointment as Chairman in April 2012, Mr. Spence was named Chief Executive Officer and appointed to the board of directors of PPL Corporation in November 2011, was named President and Chief Operating Officer in July 2011, and served as Executive Vice President and Chief Operating Officer since June of 2006. Prior to joining PPL in June 2006, Mr. Spence had 19 years of service with Pepco Holdings, Inc. and its heritage companies, Delmarva Power and Conectiv. He served as Senior Vice President of Pepco Holdings from August 2002 and as Senior Vice President of Conectiv Holdings since September 2000. He joined Delmarva Power in 1987 in that company s regulated gas business, where he held various management positions before being named Vice President of Trading in 1996. Mr. Spence also serves on the boards of several wholly owned subsidiaries of PPL Corporation. He is chair of the Corporate Leadership Council, an internal committee comprised of executive officers of PPL Corporation.

Experience and Qualifications. Having broad-ranging operating experience in the energy industry, Mr. Spence brings a full range of strategic management expertise, a broad understanding of the issues facing a global business in the energy industry and an in-depth knowledge of the company s business and culture to the Board and the Chairman position.

NATICA VON ALTHANN	**Board Committees:**
Age: 64	Audit
	Finance (Chair)
Director since: 2009	Nuclear Oversight
Independent Director	

Ms. von Althann was a founding partner of C&A Advisors, a consulting firm in the areas of financial services and risk management, from 2009 until 2013. She retired in June 2008 as the Senior Credit Risk Management Executive for Bank of America and Chief Credit Officer of U.S. Trust, an investment management company. Prior to being appointed to the Bank of America position in 2007 after U.S. Trust was acquired by Bank of America, Ms. von

Althann served as Chief Credit Officer of U.S. Trust since 2003. Prior to joining U.S. Trust in 2003, she served as managing director at IQ Venture Partners, an investment banking boutique. Previously, Ms. von Althann spent 26 years at Citigroup, including in a number of senior management roles. During her time at Citigroup, among other positions, she served as managing director and co-head of Citicorp s U.S. Telecommunications-Technology group, managing director and global industry head of the Retail and Apparel group and division executive and market region head for Latin America in the Citigroup private banking group. Ms. von Althann currently serves as a director of TD Bank US Holding Company and its two bank subsidiaries, TD Bank, N.A. and TD Bank USA, N.A.

Experience and Qualifications. With her extensive background in the banking industry, including operating responsibilities and senior management experience, Ms. von Althann brings to our Board a wealth of knowledge of organizational and operational management, as well as financial and risk management expertise, essential to a large public company.

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KEITH H. WILLIAMSON

Board Committees:

Audit

Finance

Age: 62

Director since: 2005

Independent Director

Mr. Williamson is Executive Vice President, Secretary and General Counsel of Centene Corporation. Prior to being promoted to this position in November 2012, he served as Senior Vice President, Secretary and General Counsel, a position he held since 2006. Centene Corporation is a provider of Medicaid-managed care and specialty healthcare services for under-insured and uninsured individuals. He previously served as President of the Capital Services Division of Pitney Bowes Inc., a position he held since 1999. Pitney Bowes is a global provider of integrated mail, messaging and document management solutions. Mr. Williamson joined Pitney Bowes in 1988 and held a series of positions in the company s tax, finance and legal operations, including oversight of the treasury function and rating agency activity.

Experience and Qualifications. With years of demonstrated leadership and business experience in a variety of industry positions with publicly traded companies, Mr. Williamson brings to our Board a combination of general business and finance experience which is crucial to a large public company.

ARMANDO ZAGALO DE LIMA

Board Committees:

Finance

Age: 56

Director since: July 2014

Independent Director

Mr. Zagalo de Lima serves as Executive Vice President of Xerox Corporation, a position held since January 2012. Xerox is a multinational enterprise for business process and document management. From January 2012 to July 2014, Mr. Zagalo de Lima also served as president of Xerox Technology and was responsible for engineering, product development, manufacturing, distribution, managed print services, sales channels and technical services to effectively manage and grow business on a global basis. From 2010 to 2012, he served as president of Global Customer Operations, responsible for worldwide sales, service and customer administration activities for Xerox s document technology, services and solutions. Prior to this role, Mr. Zagalo de Lima led Xerox Europe from 2001 to 2010, serving as chief operating officer from 2001 to 2004, and then as president from 2004 to 2010, driving business activity in nearly 20 countries. He first joined Xerox in Portugal in 1983 and held sales, marketing and management positions across Europe.

Experience and Qualifications. Having served as a senior executive of a public technology company, Mr. Zagalo de Lima provides critical insight to our Board in emerging technologies and services and global business operations.

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In compliance with the Company s *Guidelines for Corporate Governance*, Dr. Stuart Heydt was not renominated and will continue to serve on the Board until immediately prior to the 2015 Annual Meeting of Shareowners, which follows his 75th birthday. Dr. Heydt is a member of the Audit; Compensation, Governance and Nominating; Executive and Nuclear Oversight Committees.

Your Board of Directors recommends that you

vote FOR the election of each of these nominees for director

GOVERNANCE OF THE COMPANY

Board of Directors

Attendance. The Board of Directors met eight times during 2014. Each director attended at least 75% of the meetings held by the Board and the committees on which he or she served during the year. The average attendance of directors at Board and Committee meetings held during 2014 was 97%. Directors are expected to attend all meetings of shareowners, the Board and the Committees on which they serve. All of our directors attended the 2014 Annual Meeting of Shareowners.

Independence of Directors. The Board has established guidelines to assist it in determining director independence, which conform to the independence requirements of the NYSE listing standards. In addition to applying these guidelines, which are available in the Corporate Governance section of our website (*www.pplweb.com/Independence-Standards-July2009*), the Board considers all relevant facts and circumstances in making an independence determination. The Board determined that the following 12 directors, constituting all of PPL s non-employee directors, are independent from the company and management pursuant to its independence guidelines: Dr. Bernthal, Messrs. Adkins, Conway, Cox, Elliott, Graham, Rajamannar, Rogerson, Williamson and Zagalo de Lima, and Mmes. Goeser and von Althann.

In reaching this conclusion, the Board considered transactions and relationships between each director or any member of his or her immediate family and the company and its subsidiaries. From time to time, our subsidiaries have transacted business in the ordinary course with companies with which several of our directors are or were affiliated. In particular, the Board considered that with respect to each of the most recent three completed fiscal years for Mr. Rogerson and for Mr. Zagalo de Lima, each was an officer of a company with which PPL has engaged in business transactions in the ordinary course. The Board reviewed all transactions with each of these companies and determined that the annual amount of revenues received by Mr. Rogerson s company or Mr. Zagalo de Lima s companies in each fiscal year was significantly below 1% of the consolidated gross revenues of both PPL and such other companies. As part of its determination, the Board also considered that the transactions were competitively bid.

The Board determined that none of these relationships were material or affected the independence of such directors under either the company s independence guidelines or the applicable NYSE rules. Under the categorical standard of independence that the Board adopted for the company, business transactions between the company (and its subsidiaries) and a director s employer or the employer of the director s immediate family member, as defined by the rules of the NYSE, not involving more than 2% of the employer s consolidated gross revenues in any fiscal year, will not impair the director s independence.

Executive Sessions; Presiding and Lead Director. The independent directors meet in regular executive sessions during each Board meeting without management present. Mr. Conway serves as the presiding director in chairing these executive sessions and also serves as the independent lead director of the Board.

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Board Leadership Structure. The positions of Chairman and Chief Executive Officer, or CEO, are held by Mr. Spence. Mr. Conway serves as the independent lead director. The Board believes that the responsibilities delegated to the lead director are substantially similar to many of the functions typically fulfilled by a board chairman. The Board believes that its lead director position balances the need for effective and independent oversight of management with the need for strong, unified leadership. Of our thirteen director nominees, only Mr. Spence is not independent from the company. All of our committees, with the exception of the Executive Committee on which Mr. Spence serves, are composed entirely of independent directors, and the agendas are driven by the independent chairs through discussions with designated management liaisons. Each independent director is encouraged to, and does, regularly contact management with either questions or suggestions for agenda items. The Board does not believe that the establishment of an independent chairman is necessary or recommended at the present time. The Board continues to have the right to separate those roles if it were to determine that such a separation would be in the best interest of the company, its shareowners and other stakeholders.

The lead director serves in the following roles:

- presides at all meetings of the Board at which the Chairman and CEO is not present, including executive sessions of the independent directors that occur at each Board meeting;
- serves as an adviser to the Chairman and CEO, as well as a non-exclusive liaison between the independent directors and the Chairman and CEO;
- periodically reviews or suggests meeting agendas and schedules for the Board and at least annually solicits suggestions from the Board on meeting topics, such as strategy, management performance and governance matters;
- has the authority to call meetings of the independent directors;
- responds to shareowner and other stakeholder questions that are directed to the presiding or lead director, as well as to the independent directors as a group; and
- fulfills such other responsibilities as the Board may from time to time request.

The Corporate Secretary s Office, together with any other key employees requested by the lead director, provides support to the lead director in fulfilling his role.

Guidelines for Corporate Governance. The full text of our *Guidelines for Corporate Governance can be found* in the Corporate Governance section of our website (*www.pplweb.com/Guidelines).*

Communications with the Board. Shareowners or other parties interested in communicating with the lead director, with the Board or any member of the Board, or with the independent directors as a group, may write to such person or persons at the following address:

c/o Corporate Secretary s Office

PPL Corporation

Two North Ninth Street

Allentown, Pennsylvania 18101

The Corporate Secretary s Office forwards all correspondence to the respective Board members, with the exception of commercial solicitations, advertisements or obvious junk mail. Concerns relating to accounting, internal controls or auditing matters are to be brought immediately to the attention of the company s Corporate Audit and Business Ethics group and are handled in accordance with procedures established by the Audit Committee with respect to such matters.

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Code of Ethics. We maintain a code of business conduct and ethics, our *Standards of Integrity,* which are applicable to all Board members and employees of the company and its subsidiaries, including the principal executive officer, the principal financial officer and the principal accounting officer of the company. You can find the full text of the *Standards* in the Corporate Governance section of our website *(www.pplweb.com/Standards-of-Integrity)*.

Board Committees

The Board of Directors has five standing committees:

- the Executive Committee;
- the Compensation, Governance and Nominating Committee;
- the Finance Committee;
- the Nuclear Oversight Committee; and
- the Audit Committee.

Each non-employee director usually serves on one or more of these committees. All of our committees, with the exception of the Executive Committee, are composed entirely of independent directors. Each committee has a charter, all of which are available in the Corporate Governance section of the company s website *(www.pplweb.com/board-committees)*.

The following table shows the directors who are currently members or chairs of each of the standing Board Committees and the number of meetings each committee held in 2014.

Board Committee Membership

Director		Audit	Compensation, Governance and Nominating	Executive	Finance	Nuclear Oversight
Rodney C. Adkins[1]	**I**	X				
Frederick M. Bernthal	**I**	X		X		Chair
John W. Conway	**I/LD**		X	X	X	
Philip G. Cox	**I**				X	X
Steven G. Elliott[2]	**I**	Chair			X	
Louise K. Goeser	**I**		X			
Stuart E. Graham	**I**		X	X		X
Stuart Heydt	**I**	X	X	X		X
Raja Rajamannar	**I**	X			X	

Craig A. Rogerson	**I**		Chair	X		X
William H. Spence				Chair		
Natica von Althann(2)	**I**	X			Chair	X
Keith H. Williamson	**I**	X			X	
Armando Zagalo de Lima(3)	**I**				X	
Number of Meetings in 2014		**8**	**7**	**6**	**5**	**4**

I Independent Director **LD** Lead Director Chairman of the Board

(1) Joined the Audit Committee on January 1, 2015.

(2) Designated as an audit committee financial expert as defined by the rules and regulations of the SEC.

(3) Joined the Finance Committee on July 3, 2014.

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Executive Committee. During periods between Board meetings, the Executive Committee may exercise all of the powers of the Board of Directors, except that the Executive Committee may not elect directors, change the membership of or fill vacancies in the Executive Committee, fix the compensation of the directors, change the Bylaws or take any action restricted by the Pennsylvania Business Corporation Law or the Bylaws (including actions committed to another Board committee).

Compensation, Governance and Nominating Committee. The principal functions of the Compensation, Governance and Nominating Committee, or CGNC, are:

- to review and evaluate at least annually the performance of the chief executive officer and other executive officers of the company, including setting goals and objectives, and to set their remuneration, including incentive awards;
- to review management s succession planning;
- to identify and recommend to the Board of Directors candidates for election to the Board;
- to review the fees paid to outside directors for their services on the Board of Directors and its Committees;
- to establish and administer programs for evaluating the performance of Board members; and
- to develop and recommend to the Board corporate governance guidelines applicable to the company.

All of the members of the CGNC are independent within the meaning of the listing standards of the NYSE, including those rules applicable to board and committee service, and the company s standards of independence described above under the heading Independence of Directors. In addition, each member of the CGNC is a non-employee director as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and is an outside director as defined for Section 162(m) of the Internal Revenue Code.

Compensation Processes and Procedures

Decisions regarding the compensation of our executive officers are made by the CGNC. Specifically, the CGNC has strategic and administrative responsibility for a broad range of issues, including ensuring that we compensate executive officers effectively and in a manner consistent with our stated compensation strategy. The CGNC also oversees the administration of our executive compensation plans, including the design of, and performance measures and award opportunities for, the executive incentive programs, and some employee benefits.

The CGNC periodically reviews executive officer compensation to ensure that compensation is consistent with our compensation philosophy, company and personal performance, changes in market practices and changes in an individual s responsibilities. At the CGNC s January in-person meeting each year, the CGNC reviews the performance of executive officers and makes awards for the just-completed calendar year.

To assist in its efforts to meet the objectives outlined above, each year the CGNC retains an independent compensation consulting firm to advise it on a regular basis on executive compensation programs. During the first half of 2014, Pay Governance, LLC served as the CGNC s independent compensation consultant. Effective July 1, 2014, the CGNC retained Frederic W. Cook & Co., Inc., or Cook, as its independent compensation consultant for the following 12-month period. The consultant provides additional information to the CGNC so that it can determine whether the company s executive

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compensation programs are reasonable and consistent with competitive practices. Representatives of the consultant regularly participate in CGNC meetings, providing expertise and guidance as to executive compensation program design, market trends and best pay practices.

The CGNC regularly requests the independent compensation consultant to provide the following information and analyses:

- Utility Industry Executive Compensation Trends Presentation provides a report on current trends in utility industry executive compensation.

- Director Pay Analysis reviews the pay program for PPL s non-employee directors relative to a group of utility companies and to a broad spectrum of general industry companies.

- Executive Compensation Analysis provides a review of compensation for the executive officer positions at PPL, including each of the named executive officers. This review includes both utility and general industry medians, and it results in a report on the compensation of executive officers and competitive market data. A detailed discussion of the competitive market comparison process is provided below, in Compensation Discussion and Analysis Market Compensation Analysis beginning on page 35.

Additionally, management may request analyses or information in order to assist it in the administration of the executive compensation programs, including competitive analyses on new executive positions.

The Chief Human Resources Officer is management s liaison to the CGNC, and his staff provides support for the CGNC and regularly interacts with the independent compensation consultant.

Annually, the CGNC requests that the independent compensation consultant present emerging issues and trends in executive compensation among the largest U.S. utilities at its July meeting and provide a detailed analysis of competitive pay levels and practices at its year-end meeting. The CGNC uses this analysis to provide a general understanding of current market practices when it assesses performance and considers salary levels and incentive awards at its January meeting following the performance year.

Based on a business plan approved by the Board of Directors, the CGNC considers the related goals for the annual cash incentive program and the long-term incentive program for the upcoming year, based on industry and market conditions and other factors. All incentive goals for executive officers are reviewed and approved by the CGNC.

The CGNC has the authority to review and approve annually the compensation structure, including goals and objectives, of the CEO and other executive officers who are subject to Section 16 of the Exchange Act, including all of the executive officers named in this proxy statement. The CEO reviews with the CGNC his evaluation of the performance and leadership of: (1) the executive officers who report directly to him, including the presidents of the major business lines; and (2) the treasurer and the controller, with input from the chief financial officer, or CFO. The CEO presents his compensation recommendations to the CGNC, and based in large part on such recommendations, the CGNC approves the annual compensation, including salary, incentive compensation and other remuneration, of such executive officers. In preparing his recommendations, the CEO may discuss his evaluations and potential recommendations with the Chief Human Resources Officer and representatives of the independent compensation consultant. The CEO does not discuss his own compensation with the independent compensation consultant or with the CGNC.

The CGNC manages a process for the Board of Directors to evaluate our CEO. Each director, other than the CEO, completes an evaluation of the CEO and submits the evaluation to the Chair of the CGNC. The evaluation is presented to the outside directors of the Board and discussed at the January meeting. A summary evaluation is compiled by the Chair of the CGNC, who then discusses the evaluation with the CEO. The CGNC determines the CEO s salary and incentive awards at its January meeting, based on the Board s evaluation and corporate performance.

The Board of Directors, with recommendations from the CGNC, determines the amount and form of director compensation. The independent compensation consultant also assists the CGNC with this determination.

The CGNC annually reviews and approves total expenditures paid to the independent compensation consultant. Pay Governance and its affiliates did not provide any services to the company or any of the company s affiliates other than advising the CGNC on director and executive officer compensation during 2014. The CGNC evaluated whether any work provided by Pay Governance raised any conflict of interest, including the work it performs as an independent compensation consultant for Crown Holdings, Inc., where Mr. Conway serves as Chairman and CEO, and who became a member of the CGNC during 2013. After consideration of the facts and circumstances, the CGNC determined that there was no conflict of interest.

Cook and its affiliates did not provide any services to the company or any of the company s affiliates other than advising the CGNC on director and executive officer compensation during 2014. The CGNC evaluated whether any work provided by Cook raised any conflict of interest and determined that there was no conflict of interest.

Director Nomination Process

The CGNC establishes guidelines for new directors and evaluates director candidates. In considering candidates, the CGNC seeks individuals who possess strong personal and professional ethics, high standards of integrity and values, independence of thought and judgment and who have senior corporate leadership experience. The company believes that prior business experience at a senior executive level is desired, and it seeks candidates who have diverse experience relevant to serving on the Board, such as financial, operating executive management and technology experience.

In addition, the CGNC seeks individuals who have a broad range of demonstrated abilities and accomplishments beyond corporate leadership. These abilities include the skill and expertise sufficient to provide sound and prudent guidance with respect to all of the company s operations and interests. The CGNC believes that, while diversity and variety of experiences and viewpoints represented on the board should always be considered, a director nominee should not be chosen solely or largely because of race, color, gender, national origin or sexual orientation or identity. In selecting a director nominee, the CGNC focuses on skills, expertise or background that would complement the existing board, recognizing that the company s businesses and operations are diverse and global in nature. Our directors come from diverse backgrounds including industrial, energy, financial, non-profit and healthcare. Finally, the CGNC seeks individuals who are capable of devoting the required amount of time to serve effectively, including preparation time and attendance at Board, committee and shareowner meetings.

Nominations for the election of directors may be made by the Board of Directors, the CGNC or any shareowner entitled to vote in the election of directors generally. The CGNC screens all candidates in the same manner regardless of the source of the recommendation. The CGNC s review is typically based on any written materials provided with respect to a candidate. The CGNC determines whether a candidate meets the company s general qualifications and specific qualities and skills for directors and whether requesting additional information or an interview is appropriate.

If the CGNC or management identifies a need to add a new Board member to fulfill a special requirement or to fill a vacancy, the CGNC usually retains a third-party search firm to identify a candidate or candidates. The CGNC seeks prospective nominees through personal referrals, independent inquiries by directors and search firms. Once the CGNC has identified a prospective nominee, it generally requests the third-party search firm to gather additional information about the

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prospective nominee s background and experience. The CEO, the chair of the CGNC and other members of the CGNC, if available, then interview the prospective candidates in person. After completing the interview and evaluation process, which includes evaluating the prospective nominee against the standards and qualifications set out in the company s *Guidelines for Corporate Governance*, the CGNC makes a recommendation to the full Board as to the persons who should be nominated by the Board. The Board then votes on whether to approve the nominee after considering the recommendation and report of the CGNC.

When considering whether the Board s directors and nominees have the experience, qualifications, attributes and skills, taken as a whole, to enable the Board to satisfy its oversight responsibilities effectively in light of the company s business and structure, the Board focused primarily on the information discussed in each of the Board members biographical information set forth on pages 8 to 14. In particular, in connection with the nominations of each director for election as directors at the 2015 Annual Meeting of Shareowners, the Board considered their contributions to the company s success during their previous years of Board service.

Shareowners interested in recommending nominees for directors should submit their recommendations in writing to:

Corporate Secretary

PPL Corporation

Two North Ninth Street

Allentown, Pennsylvania 18101

In order to be considered, we must generally receive nominations by shareowners at least 75 days prior to the 2016 Annual Meeting. The nominations must also contain the information required by our Bylaws, such as the name and address of the shareowner making the nomination and of the proposed nominees and certain other information concerning the shareowner and the nominee. The exact procedures for making nominations are included in our Bylaws, which can be found at the Corporate Governance section of our website *(www.pplweb.com/Bylaws).*

Compensation Committee Interlocks and Insider Participation. During 2014, none of the members of the CGNC was an officer or employee of the company, and no executive officer of PPL served on the compensation committee or board of any company while that company employed any member of the CGNC.

Finance Committee. The principal functions of the Finance Committee are:

- to review and approve annually the three-year business plan, which includes the annual financing plan, as well as the five-year capital expenditure plan for the company;
- to approve company financings in excess of $50 million, to the extent not contemplated by the annual financing plan approved by the Finance Committee;
- to approve reductions of the outstanding securities of the company in excess of $100 million;

- to authorize capital expenditures in excess of $100 million;
- to authorize acquisitions and dispositions in excess of $75 million; and
- to review, approve and monitor the policies and practices of the company and its subsidiaries in managing financial risk.

All of the members of this committee are independent within the meaning of the listing standards of the NYSE and the company s standards of independence described above under the heading Independence of Directors.

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Nuclear Oversight Committee. The principal functions of the Nuclear Oversight Committee are:

- to assist the Board of Directors in the fulfillment of its responsibilities for oversight of the company s nuclear operations;
- to advise company management on nuclear matters; and
- to provide advice and recommendations to the Board of Directors concerning the future direction of the company and management performance related to nuclear operations.

All of the members of this committee are independent within the meaning of the listing standards of the NYSE and the company s standards of independence described above under the heading Independence of Directors.

Audit Committee. The primary function of the Audit Committee is to assist the company s Board of Directors in the oversight of:

- the integrity of the financial statements of the company and its subsidiaries;
- the effectiveness of the company s internal control over financial reporting;
- the identification, assessment and management of risk;
- the company s compliance with legal and regulatory requirements;
- the independent registered public accounting firm s, or independent auditor s, qualifications and independence; and
- the performance of the company s independent auditor and internal audit function.

The members of the Audit Committee are not employees of the company, and the Board of Directors has determined that each of its Audit Committee members has met the independence and expertise requirements of the NYSE, the rules of the SEC and the company s independence standards described above under the heading Independence of Directors.

Report of the Audit Committee

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to, among other items, the integrity of the company s financial statements. Company management is responsible for the preparation and integrity of the company s financial statements, the financial reporting process and the associated system of internal controls over financial reporting and assessing the effectiveness of such controls. Ernst & Young LLP, the company s principal independent registered public accounting firm, or independent auditor, is responsible for auditing the company s annual financial statements, expressing an opinion as to whether the financial statements present fairly, in all material respects, the company s financial position and results of operations in conformity with U.S. generally accepted accounting principles, and expressing an opinion as to the effectiveness of internal control over financial reporting in accordance with the Standards of the Public Company Accounting Oversight Board (PCAOB). The Audit Committee s responsibility is to monitor and review these processes. Among other duties, the Audit Committee has reviewed and discussed the audited financial statements, significant accounting policies, and other disclosures with management and the independent auditor. The Audit Committee has also reviewed and discussed highlights of quarterly earnings calls and earnings press releases.

In its capacity as a Committee of the Board of Directors, the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. The independent auditor reports directly to the Audit Committee, and the Audit Committee is responsible for preapproving all audit and permitted non-audit services to be provided by the independent auditor. In determining whether to reappoint the independent auditor, the Audit Committee takes into consideration various factors, including: the historical and recent performance of the independent

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auditor on the audit; its professional qualifications; the quality of ongoing discussions with the independent auditor; external data, including recent PCAOB reports on the independent auditor and its peer firms; the results of an internal survey of the independent auditor s service and quality; and the appropriateness of fees. The Audit Committee also has a policy to periodically solicit competitive proposals for audit services from independent public accounting firms.

The Audit Committee has discussed with the independent auditor the matters required to be discussed by applicable Auditing Standards, as periodically adopted or amended, and the rules of the Securities and Exchange Commission (SEC) including the appropriateness and application of accounting principles. The Audit Committee has received the written disclosures and the letter from the company s independent auditor required by applicable requirements of the PCAOB regarding the independent auditor s communications with the Audit Committee concerning independence and has had discussions with Ernst & Young LLP about its independence. The Audit Committee also considered whether the provision of non-audit services by Ernst & Young LLP is compatible with maintaining the independence of such independent auditor.

In the performance of its responsibilities, the Audit Committee met periodically with the internal auditor and the independent auditor, with and without management present, to discuss the results of their examinations, their evaluations of the company s internal controls, and the overall quality of the company s financial reporting. The Audit Committee also met periodically with various members of management to discuss compliance activities. With respect to risk management, the Chief Risk Officer reports regularly to the Audit Committee with regard to inherent risks to the company, the identification, assessment, management and monitoring of those risks, and risk management practices and activities of the company. While the Audit Committee has responsibility for overseeing the company s process for identifying, assessing and managing business risks, each of the other Board Committees also considers risks within its areas of responsibility. For example, the Compensation, Governance and Nominating Committee reviews various risks including risks related to compensation matters as well as legal and regulatory compliance risks as they relate to corporate governance.

The Audit Committee has reviewed and discussed, together with management and the independent auditor, management s assessment of internal controls relating to the adequacy and effectiveness of financial reporting. The Audit Committee has also reviewed the process utilized in connection with the certifications of the company s principal executive officer and principal financial officer under the Sarbanes-Oxley Act of 2002 and related SEC rules for the company s annual and quarterly filings with the SEC. In addition, the Audit Committee has established a process and procedures for the receipt, retention and treatment of complaints regarding accounting or auditing matters.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited financial statements and management s assessment of the effectiveness of the company s internal control over financial reporting be included in the company s Annual Report on Form 10-K for the year ended December 31, 2014.

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The Audit Committee has a Charter that specifies its responsibilities. The committee Charter, which has been approved by the Board of Directors, is available on the company s website (*www.pplweb.com/audit-committee*). Also, the Audit Committee s procedures and practices comply with the requirements of the SEC and the NYSE applicable to corporate audit committees.

The Audit Committee

Steven G. Elliott, Chair

Rodney C. Adkins

Frederick M. Bernthal

Stuart Heydt

Raja Rajamannar

Natica von Althann

Keith H. Williamson

The Board s Role in Risk Oversight

The Board provides oversight of the company s risk management practices. The Board reviews material risks associated with the company s business plan periodically as part of its consideration of the ongoing operations and strategic direction of the company. At meetings of the Board and its committees, directors receive periodic updates from management regarding risk management activities. Outside of formal meetings, the Board, its committees and individual Board members have full access to senior executives and other key employees, including the CEO, CFO, the General Counsel and the Chief Risk Officer, or CRO.

Each of the committees of the Board, other than the Executive Committee, reports regularly to the full Board on risk-related matters. The committees also oversee the management of material risks that fall within such committee s areas of responsibility. In performing this function, each committee has full access to management as well as the ability to engage advisers. The CRO communicates key risks to the Audit and Finance Committees. This communication includes the identification of key risks and emerging risks and how these risks are being measured and managed.

A primary function of the Audit Committee is to assist the Board in the oversight of the identification and management of risk. More specifically, the Audit Committee is responsible for the review of the company s process for identifying, assessing and managing business risks and exposures and discussing related guidelines and policies. The Audit Committee regularly reviews risk management activities related to the financial statements, legal and compliance matters, tax, information technology and other key areas. The Audit Committee also periodically meets in executive session with representatives from the company s independent registered public accounting firm, the CFO, the CRO, the General Counsel, Vice President and Controller, and the head of Corporate Audit and Business Ethics.

The Audit Committee also oversees the company s enterprise risk management process. The CRO has responsibility for leading the company s enterprise risk management process. The company s Risk Management group and Corporate Audit Services department provide periodic reports to the Audit Committee and the full Board regarding key risk matters. The head of Corporate Audit and Business Ethics reports directly to the Audit Committee.

The Finance Committee is responsible for, among other items provided in its Charter, reviewing, approving and monitoring the policies and practices to be followed by the company and its subsidiaries in managing market risk, credit risk, liquidity risk and currency risk. The company s internal Risk Management Committee is chaired by the CRO. The Risk Management Committee and the CRO serve at the direction of the Finance Committee to provide oversight of risk management activities related to buying and selling electric energy and gas, fuel procurement, foreign currency exchange and translation and the issuance of corporate debt.

The CGNC considers various risks including those related to the attraction and retention of talent, the design of compensation programs, succession planning, governance matters and the identification of qualified individuals to become board members. The CGNC reviews 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. The CGNC follows a risk assessment process that formally identifies and prioritizes compensation plan features that could induce excessive risk-taking, misstatement of financial results or fraudulent misconduct to enhance an employee s compensation and trigger material harm to the company. Based on this detailed risk assessment process, the company has determined that any risks arising from its compensation policies and practices for its employees are not reasonably likely to have a material adverse effect on the company.

The Nuclear Oversight Committee considers risks in connection with its responsibilities for oversight of the company s nuclear function, including various risks related to ensuring the company has appropriate systems in place to protect the health and safety of the public and maintain compliance with applicable laws and regulations.

Compensation of Directors

Annual Retainer. Directors who are company employees do not receive any separate compensation for service on the Board of Directors or committees of the Board of Directors. During 2014, directors who were not employees of PPL received an annual retainer of $195,000, of which a minimum of $130,000 was mandatorily allocated in monthly installments to each director s deferred stock account under the Directors Deferred Compensation Plan, or DDCP. The remaining $65,000 portion of the annual retainer was paid in cash in monthly installments to each director, unless voluntarily deferred to his or her stock account or to his or her deferred cash account under the DDCP (as discussed below with respect to all retainers and other fees).

Each deferred stock unit represents the right to receive a share of PPL common stock and is fully vested upon grant, but is not paid to the director until after retirement (as discussed below with respect to payments under the DDCP). Deferred stock units do not have voting rights, but accumulate quarterly dividend equivalents, which are reinvested in additional deferred stock units, which are also not paid to the director until retirement.

Effective January 1, 2015, the annual retainer increased to $235,000 for all directors, of which $130,000 continues to be mandatorily allocated to each director s deferred stock account. The Board also eliminated the use of meeting fees for 2015.

Presiding Director Retainer. During 2014, the presiding director, who is also our independent lead director, received an additional annual cash retainer of $30,000, which was paid in monthly installments unless voluntarily deferred under the DDCP.

Committee Chair Retainers. During 2014, the Audit Committee Chair received an additional annual cash retainer of $15,000, which was paid in monthly installments unless voluntarily deferred under the DDCP. Each other committee chair received an additional annual cash retainer of $10,000, which was paid in monthly installments unless voluntarily deferred under the DDCP. Effective January 1, 2015, the Audit Committee Chair s annual retainer increased to $20,000, while the annual retainer for other committee chairs increased to $15,000.

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Other Fees. During 2014, each non-employee director also received a fee of $2,000 for attending each Board of Directors meeting, $1,500 for attending each committee meeting and other meetings at the company s request, and a fee of $1,000 for participating in meetings held by telephone conference call. These fees were eligible to be voluntarily deferred under the DDCP. Effective January 1, 2015, the Board eliminated all meeting fees. PPL also reimburses each director for usual and customary travel expenses.

Directors Deferred Compensation Plan. Pursuant to the DDCP, non-employee directors may elect to defer all or any part of the fees and any retainer that is not part of the mandatory stock unit deferrals. Under this plan, directors can defer compensation other than the mandatory deferrals into a deferred cash account or the deferred stock account. The deferred cash account earns a return as if the funds had been invested in one or more of the core investment options offered to employees under the PPL Deferred Savings Plan at Fidelity Investments. These investment accounts include large, mid and small cap index and investment funds, international equity index funds, target date funds, bond funds and a stable value fund, with returns that ranged from -10.80% to 14.57% during 2014. The brokerage account option that is available to employees is not available to directors. For 2014, two directors elected to defer all or a portion of their cash retainer and fees into a deferred cash account, and three directors elected to defer all or a portion of their cash retainer and fees into a deferred stock account. Payment of the amounts allocated to a director s deferred cash account and accrued earnings, together with deferred stock units and accrued dividend equivalents, is deferred until after the director s retirement from the Board of Directors, at which time the deferred cash and stock is disbursed in one or more annual installments for a period of up to 10 years, as previously elected by the director.

The following table summarizes all compensation earned during 2014 by our non-employee directors.

2014 DIRECTOR COMPENSATION

	Fees Earned or Paid in Cash					
Name of Director	**Paid in Cash[3]**	**Deferred into Restricted Stock Units[4]**	**Total**	**Stock Awards[5]**	**All Other Compensation[6]**	**Total**
Rodney C. Adkins[1]	$ 31,083		$ 31,083	$ 54,167	$ 238	$ 85,488
Frederick M. Bernthal	121,000		121,000	130,000	571	251,571
John W. Conway		$125,000	125,000	130,000	571	255,571
Philip G. Cox	93,500		93,500	130,000	571	224,071
Steven G. Elliott	111,500		111,500	130,000	4,571	246,071
Louise K. Goeser	88,000		88,000	130,000	571	218,571
Stuart E. Graham	98,500		98,500	130,000	4,571	233,071
Stuart Heydt	119,000		119,000	130,000	821	249,821
Raja Rajamannar	95,000		95,000	130,000	571	225,571
Craig A. Rogerson	51,525	62,975	114,500	130,000	571	245,071
Natica von Althann	118,000		118,000	130,000	571	248,571
Keith H. Williamson	97,500		97,500	130,000	571	228,071
Armando Zagalo de Lima[2]		42,500	42,500	65,000	285	107,786

(1) Mr. Adkins did not join the Board until August 1, 2014.

(2) Mr. Zagalo de Lima did not join the Board until July 3, 2014.

(3) This column reports the amount of retainers and other fees either actually paid in cash or voluntarily deferred into cash accounts under the DDCP for Board and committee service by each director for 2014, and the cash retainers for the committee chairs: Mr. Elliott (Audit $15,000),

Dr. Bernthal (Nuclear Oversight $10,000), Mr. Rogerson (CGNC $10,000) and Ms. von Althann (Finance $10,000). The following directors voluntarily deferred all or a portion of their retainers and fees into the deferred cash account under the DDCP: Dr. Bernthal $121,000; and Mr. Rogerson $51,525.

(4) This column reports the dollar amount of retainers and fees voluntarily deferred into deferred stock accounts under the DDCP. The following directors voluntarily deferred all or a portion of their retainers and fees into the deferred stock account under the DDCP: Mr. Conway $125,000; Mr. Rogerson $62,975; and Mr. Zagalo de Lima $42,500.

(5) This column represents the grant date fair value of the mandatorily deferred portion of the annual retainer during 2014 as calculated under ASC Topic 718 as described below under Executive Compensation CD&A Tax and Accounting Considerations. The grant date fair value for the deferred stock units was calculated using the closing price of PPL common stock on the NYSE on the date of grant.

All deferred stock units held in each director s deferred stock account are vested. As of December 31, 2014, the aggregate number of deferred stock units (including dividend equivalents) held by each current non-employee director was as follows: Mr. Adkins 1,559; Dr. Bernthal 61,813; Mr. Conway 104,046; Mr. Cox 6,901; Mr. Elliott 17,708; Ms. Goeser 52,892; Mr. Graham 28,228; Dr. Heydt 109,078; Mr. Rajamannar 15,369; Mr. Rogerson 46,823; Ms. von Althann 22,687; Mr. Williamson 41,610; and Mr. Zagalo de Lima 3,122.

(6) This column shows the dollar value of life insurance premiums paid by the company during 2014 for each director. In 2014, the company provided life insurance to each director equal to twice the amount of the annual retainer. Effective January 1, 2015, the Board eliminated the life insurance benefit for directors. In addition, this column reflects any contributions made under our charitable matching gift program. Non-employee directors are eligible to participate in our charitable matching gift program on the same basis as employees, pursuant to which we will contribute, on a 100% matching basis, from $50 up to $4,000 per year per person to specified charitable institutions.

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STOCK OWNERSHIP

Directors and Executive Officers

All directors and executive officers as a group hold less than 1% of PPL s common stock. The table below shows the number of shares of our common stock beneficially owned as of March 3, 2015, by each of our directors and each named executive officer for whom compensation is disclosed in the Summary Compensation Table, as well as the number of shares beneficially owned by all of our director nominees and executive officers as a group. The table also includes information about stock options, stock units, restricted stock, restricted stock units granted to executive officers under the company s Incentive Compensation Plan, or ICP, as well as the company s 2012 Stock Incentive Plan, or 2012 SIP, and stock units credited to the accounts of our directors under the DDCP.

Name	Shares of Common Stock Owned[1]
R. C. Adkins	2,466[2]
F. M. Bernthal	63,337[3]
J. W. Conway	109,567[4]
P. G. Cox	7,862[5]
S. G. Elliott	18,780[6]
P. A. Farr	894,141[7]
L. K. Goeser	54,324[8]
S. E. Graham	34,408[9]
R. J. Grey	440,277[10]
S. Heydt	111,087[11]
R. Rajamannar	16,418[12]
C. A. Rogerson	48,646[13]
V. Sorgi	135,985[14]
W. H. Spence	1,462,021[15]
V. A. Staffieri	88,829[16]
R. A. Symons	44,044[17]
N. von Althann	23,810[18]
K. H. Williamson	42,927[19]
A. Zagalo de Lima	4,764[20]
All 23 executive officers and directors as a group	3,916,261[21]

(1) The number of shares owned includes: (a) shares directly owned by certain relatives with whom directors or officers share voting or investment power; (b) shares held of record individually by a director or officer or jointly with others or held in the name of a bank, broker or nominee for such individual s account; (c) shares in which certain directors or officers maintain exclusive or shared investment or voting power, whether or not the securities are held for their benefit; and (d) with respect to executive officers, shares held for their benefit by the Trustee under PPL s Employee Stock Ownership Plan, or ESOP.

(2) Consists of 2,466 shares credited to Mr. Adkins deferred stock account under the DDCP.

(3) Consists of 63,337 shares credited to Dr. Bernthal s deferred stock account under the DDCP.

(4) Includes 105,999 shares credited to Mr. Conway s deferred stock account under the DDCP.

(5) Consists of 7,862 shares credited to Mr. Cox s deferred stock account under the DDCP.

(6) Consists of 18,780 shares credited to Mr. Elliott s deferred stock account under the DDCP.

(7) Includes 40,000 shares of restricted stock, 108,584 restricted stock units and 745,403 shares of common stock that may be acquired within 60 days upon the exercise of stock options granted under the ICP or 2012 SIP.

(8) Consists of 54,324 shares credited to Ms. Goeser s deferred stock account under the DDCP.

(9) Includes 29,408 shares credited to Mr. Graham s deferred stock account under the DDCP.

(10) Includes 50,900 restricted stock units and 388,330 shares of common stock that may be acquired within 60 days upon the exercise of stock options granted under the ICP or 2012 SIP.

(11) Consists of 106,327 shares credited to Dr. Heydt s deferred stock account under the DDCP and 4,760 shares of additional deferred stock credited to his account in connection with the termination of the Directors Retirement Plan in 1996.

(12) Consists of 16,418 shares credited to Mr. Rajamannar s deferred stock account under the DDCP.

(13) Consists of 48,646 shares credited to Mr. Rogerson s deferred stock account under the DDCP.

(14) Includes 27,036 restricted stock units and 96,086 shares of common stock that may be acquired within 60 days upon the exercise of stock options granted under the ICP or 2012 SIP.

(15) Includes 284,763 restricted stock units and 1,104,056 shares of common stock that may be acquired within 60 days upon the exercise of stock options granted under the ICP and 2012 SIP. Also includes 12,824 shares held in an irrevocable trust for the benefit of Mr. Spence s wife and of which he disclaims beneficial ownership.

(16) Consists of 88,829 restricted stock units.

(17) Includes 34,358 restricted stock units.

(18) Consists of 23,810 shares credited to Ms. von Althann s deferred stock account under the DDCP.

(19) Consists of 42,927 shares credited to Mr. Williamson s deferred stock account under the DDCP.

(20) Consists of 4,764 shares credited to Mr. Zagalo de Lima s deferred stock account under the DDCP.

(21) Includes 80,000 shares of restricted stock, 711,202 restricted stock units, 2,459,138 shares of common stock that may be acquired within 60 days upon the exercise of stock options granted under the ICP or the 2012 SIP, 4,760 additional shares credited to a director s account in connection with the termination of a retirement plan, and 525,068 shares credited to the directors deferred stock accounts under the DDCP.

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Principal Shareowners

Based on filings made under Sections 13(d) and 13(g) of the Exchange Act, as of February 17, 2015, the only persons known by the company to be beneficial owners of more than 5% of PPL s common stock are:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc.[(1)] 55 East 52nd Street New York, NY 10022	43,725,624	6.6%
The Vanguard Group, Inc.[(2)] 100 Vanguard Blvd. Malvern, PA 19355	36,650,540	5.51%
State Street Corporation[(3)] State Street Financial Center One Lincoln Street Boston, MA 02111	34,205,874	5.1%

(1) Based solely on a review of the Schedule 13G/A filed by BlackRock, Inc. with the SEC on February 9, 2015. As reported on the Schedule 13G/A, as of December 31, 2014, BlackRock, Inc. beneficially owned, in the aggregate, 43,725,624 shares held by BlackRock (Luxembourg) S.A.; BlackRock (Netherlands) B.V.; BlackRock Advisors (UK) Limited; BlackRock Advisors, LLC; BlackRock Asset Management Canada Limited; BlackRock Asset Management Deutschland AG; BlackRock Asset Management Ireland Limited; BlackRock Asset Management North Asia Limited; BlackRock Financial Management, Inc.; BlackRock Fund Advisors; BlackRock Fund Managers Ltd; BlackRock Institutional Trust Company, N.A.; BlackRock International Limited; BlackRock Investment Management (Australia) Limited; BlackRock Investment Management (UK) Ltd; BlackRock Investment Management, LLC; BlackRock Japan Co Ltd; BlackRock Life Limited; and iShares (DE) I InvAG mit Teilgesellschaftsvermoegen and had sole voting power over 38,091,249 shares and sole dispositive power over 43,725,624 shares.

(2) Based solely on a review of the Schedule 13G filed by The Vanguard Group with the SEC on February 10, 2015. As reported on the Schedule 13G, as of December 31, 2014, The Vanguard Group beneficially owned, in the aggregate, 36,650,540 shares held by the Vanguard Group and had sole voting power over 1,129,693 shares, shared dispositive power over 1,071,416 shares and sole dispositive power over 35,579,124 shares. The Vanguard Group reported that Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd., wholly owned subsidiaries of The Vanguard Group, Inc., are the beneficial owners of 899,016 shares or 0.13% and 403,077 shares or 0.06%, respectively, of the common stock outstanding of the company as a result of its serving as investment manager of collective trust accounts and as investment manager of Australian investment offerings, respectively.

(3) Based solely on a review of the Schedule 13G filed by State Street Corporation with the SEC on February 12, 2015. As reported on the Schedule 13G, as of December 31, 2014, State Street Corporation beneficially owned,

in the aggregate, 34,205,874 shares held by State Street Global Advisors France S.A.; State Street Bank and Trust Company; SSGA Funds Management, Inc; State Street Global Advisors Limited; State Street Global Advisors Ltd; State Street Global Advisors, Australia Limited; State Street Global Advisors Japan Co., Ltd.; and State Street Global Advisors, Asia Limited and had shared voting and dispositive power over 34,205,874 shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

To our knowledge, our directors and executive officers met all filing requirements under Section 16(a) of the Exchange Act during 2014.

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TRANSACTIONS WITH RELATED PERSONS

The Board of Directors has adopted a written related-person transaction policy to recognize the process the Board will use to identify potential conflicts of interest arising out of financial transactions, arrangements or relations between PPL and any related persons. This policy applies to any transaction or series of transactions in which PPL Corporation or a subsidiary is a participant, the amount exceeds $120,000 and a related person has a direct or indirect material interest. A related person includes not only the company s directors and executive officers, but others related to them by certain family relationships, as well as shareowners who own more than 5% of any class of PPL Corporation s voting securities.

Under the policy, each related-person transaction must be reviewed and approved or ratified by the disinterested independent members of the Board, other than any employment relationship or transaction involving an executive officer and any related compensation, which must be approved by the Compensation, Governance and Nominating Committee, or CGNC.

In connection with the review and approval or ratification of a related-person transaction, the Board, or the CGNC, as applicable, will consider the relevant facts and circumstances, including:

- the approximate dollar value involved in the transaction, and all the material facts as to the related person s direct or indirect interest in, or relationship to, the related-person transaction;
- whether the related-person transaction complies with the terms of PPL s agreements governing its material outstanding indebtedness that limit or restrict PPL s ability to enter into a related-person transaction;
- whether the related-person transaction will be required to be disclosed in PPL s applicable filings under the Securities Act of 1933, as amended, or the Exchange Act; and
- whether the related-person transaction constitutes a personal loan for purposes of Section 402 of the Sarbanes-Oxley Act of 2002.

In addition, in connection with any approval or ratification of a related-person transaction involving a non-employee director or nominee for director, the CGNC will consider whether such transaction would compromise such director s status as: (1) an independent director under the New York Stock Exchange Listing Standards, including those rules applicable to board and committee service, and PPL s categorical independence standards, (2) an outside director under Section 162(m) of the Internal Revenue Code or a nonemployee director under Rule 16b-3 under the Exchange Act, as amended, if such non-employee director serves on the CGNC, or (3) an independent director under Rule 10A-3 under the Exchange Act, as amended, if such non-employee director serves on the Audit Committee of the Board.

We collect information about potential related-person transactions in annual questionnaires completed by directors and executive officers. We also review any payments made by the company or its subsidiaries to each director and executive officer and their immediate family members, and to or from those companies that either employ a director or an immediate family member of any director or executive officer. In addition, we review any payments made by the company or its subsidiaries to, or any payments received by the company and its subsidiaries from, any shareowner who owns more than 5% of any class of PPL Corporation s voting securities. The company s Office of General Counsel determines whether a transaction requires review by the Board or the CGNC. Transactions that fall within the definition of the policy are reported to the Board or the CGNC. The disinterested independent members of the Board, or the CGNC, as applicable, review and consider the relevant facts and circumstances and determine whether to approve, deny or ratify the related-person transaction.

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EXECUTIVE COMPENSATION

Compensation Committee Report

The Compensation, Governance and Nominating Committee has reviewed the following Compensation Discussion and Analysis and discussed it with management. Based on its review and discussions with management, the committee recommended that the Compensation Discussion and Analysis be incorporated by reference into the company s Annual Report on Form 10-K for the year ended December 31, 2014, and included in this Proxy Statement.

Compensation, Governance and Nominating Committee

Craig A. Rogerson, Chair

John W. Conway

Louise K. Goeser

Stuart E. Graham

Stuart Heydt

Compensation Discussion and Analysis (CD&A)

This Compensation Discussion and Analysis, or CD&A, provides an overview of PPL s executive compensation program, our compensation philosophy and the objectives of our compensation program, as well as a discussion of how executive compensation decisions affecting our named executive officers were made for 2014. The named executive officers for 2014 are included below:

Named Executive Officer	Title
William H. Spence	Chairman, President and Chief Executive Officer (CEO)
Vincent Sorgi	Senior Vice President and Chief Financial Officer (CFO) Former Vice President and Controller
Paul A. Farr	President, PPL Energy Supply, LLC (an indirect, wholly owned subsidiary of PPL) Former Executive Vice President and CFO
Robert J. Grey	Executive Vice President, General Counsel and Secretary
Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President of LG&E and KU Energy LLC, or LKE (a wholly owned subsidiary of PPL)
Robert A. Symons	Chief Executive of Western Power Distribution, or WPD (an indirect, wholly owned subsidiary of PPL)

Overview

The purpose of the PPL Corporation executive compensation program is to attract, retain and motivate high-performing executives and to align compensation with short- and long-term shareowner interests. The Compensation, Governance and Nominating Committee (the Committee for the purpose of this CD&A) believes that the company s executive compensation program has been successful in attracting a very talented and experienced executive team that has produced excellent financial and operating results and has undertaken bold strategic initiatives to increase value for shareowners.

The performance of the executive team in 2014 underscores its ability to deliver both short- and long-term value for shareowners. Strong performances in all of the company s business lines resulted in exceeding the midpoint of our ongoing earnings forecast issued in the first quarter of 2014 by approximately 14%, and equaling the level achieved in 2013 despite what were expected to be significantly more challenging market conditions.

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Even while delivering such extraordinary financial results, the executive team was clearly focused on strategic initiatives to unlock the value of the company s competitive energy supply business and to enable the growth of that business.

Following the careful examination of a range of options for unlocking this value, the company announced in June of 2014 an agreement to spin off its PPL Energy Supply, LLC business and combine it with the generation assets of Riverstone Holdings LLC to form a new, independent publicly traded company, which will be called Talen Energy Corporation. As a result of the transaction, PPL shareowners will initially own 65 percent of the new company and will face no adverse tax consequences as a result of the spinoff, while they will continue to own the same number of shares of PPL Corporation.

Since the announcement of the Talen transaction, the executive team has led a coordinated effort to put the people, processes and systems in place for the effective operation of the new company and has undertaken a significant corporate restructuring to reduce service organization costs in the remaining PPL Corporation.

The executive team also has put in place a business plan with the intention of achieving compound annual earnings growth of 4 to 6 percent at PPL through at least 2017.

There also were other notable accomplishments in 2014:

- The company s United Kingdom operation, WPD, was named Utility of the Year by the international edition of Utility Week.
- In Pennsylvania, the Susquehanna-Roseland transmission project is now 95 percent complete, and the Northeast Pocono transmission project is 60 percent complete. We invested $350 million in these two projects in 2014, with total combined project costs expected to be approximately $1.0 billion.
- In Kentucky, we completed installation of new environmental systems for two units at the Ghent station and one of the units at the LG&E Mill Creek plant. These projects are part of a $3 billion construction program.
- We completed the sale of our Montana hydroelectric facilities to NorthWestern Energy for about $900 million. We will use the after-tax proceeds to fund utility infrastructure investments and pay down debt.

The outstanding financial, operational and strategic results in 2014 illustrate the effectiveness of our management team in searching out opportunities to increase value for shareowners in both the short and long term.

Our compensation program reflects the company s ongoing commitment to a pay-for-performance philosophy, under which executive compensation is aligned with shareowner interests and is linked to short- and long-term company performance. Our primary compensation metrics are three measures that are important to shareowners: earnings per share from ongoing operations, or EPS; earnings before interest and taxes, or EBIT; and relative total shareholder return, or TSR. At least 70% of each named executive officer s compensation is made up of incentive components that focus on these measures. A detailed explanation of the program elements begins on page 36.

The Committee believes that a well-designed executive compensation program rewards annual financial and operational results while ensuring a focus on long-term shareowner value. In reviewing the results of the past several years, which have included both expansion of the regulated utility businesses of the company, the sale of certain merchant generation assets at attractive prices and now a spinoff of the competitive energy supply business, the Committee concluded that the company s executive compensation program contains the appropriate elements.

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Summary of Compensation Policy and Plan Changes During 2014

The Committee reviewed, considered and discussed the results of the 2014 shareowner advisory vote on executive compensation. While we received a favorable shareowner vote of over 93% for approval of the compensation of our named executive officers in our say-on-pay proposal at the company s 2014 annual meeting, we continue to listen to our shareowners and continue to align our compensation program and practices with best pay practices. Accordingly, the Committee instituted the following additional changes effective in 2014:

- Added EBIT to determine annual cash incentive awards as compared to annual cash incentive awards for 2013 and prior years that were based 100% on EPS. For the 2014 performance year, the annual cash incentive awards were based 70% on ongoing EPS and 30% on EBIT.

- Eliminated the use of stock options and changed the long-term incentive mix to 60% performance units based on TSR and 40% performance-contingent restricted stock units, resulting in a 100% performance-based long-term incentive mix for equity awards granted beginning in January 2014.

We believe these changes reflect the Board s ongoing commitment to ensure executive compensation is aligned with shareowner interests and evolving corporate governance practices, while enabling the company to attract and retain high-performing executives and motivate our executives to achieve the company s business objectives, which will benefit our shareowners and contribute to the long-term success and stability of our business.

Compensation Philosophy and Objectives of PPL s Executive Compensation Program

PPL s compensation philosophy includes compensation objectives that are intended to:

- support a high-performance workplace to ensure our continued industry leadership, while rewarding executives for demonstrated excellence and the creation of long-term shareowner value; and

- be affordable to the business and be competitive within our peer group of companies, enabling us to attract, retain and motivate those executives necessary for our long-term success.

Compensation, Governance and Nominating Committee

Among other duties, the Committee, with input from management, annually establishes the compensation structure, including goals and objectives of the CEO and the company s other executive officers, and evaluates at least annually the performance and leadership of the CEO in light of these established goals and objectives, as well as reviewing the performance of the other executive officers against their established goals and objectives. Based on these evaluations, the Committee determines and approves the annual compensation, including base salary, incentive compensation and other remuneration of these officers, which include the named executive officers.

Compensation Committee Consultant

Each year, the Committee retains an independent compensation consultant to provide expertise and guidance on executive compensation program design, market trends, regulatory requirements and best pay practices. The

Committee s compensation consultant participates in Committee meetings and is accountable solely to the Committee. The consultant reviews and provides objective perspectives on all proposals regarding executive compensation presented to the Committee and identifies any issues or concerns. During the first half of 2014, Pay Governance, LLC served as the Committee s compensation consultant. After conducting a formal solicitation process, the Committee retained Frederic W. Cook & Co., Inc. as its independent compensation consultant, effective July 1, 2014.

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Company Management

Our executive officers also are involved in the process of recommending executive compensation. Based on industry and market conditions, other business factors and analytical tools, senior management develops the annual strategic business plan and recommends to the Committee proposed goals for the annual cash incentive program and the long-term incentive program for the upcoming year. The Committee, however, establishes and sets all incentive goals for executive officers.

Our CEO, Chief Human Resources Officer and General Counsel regularly attend Committee meetings. They review and comment on market compensation data, including the composition of market comparison groups and the description of comparable officer positions. They may also present proposals relating to executive compensation programs and policies for review and approval by the Committee, including base salary, performance goals and goal weightings for short-term and long-term incentive awards, and the mix of compensation components for each executive officer. Neither the CEO nor any of the other executive officers discusses their own compensation with the Committee or the Committee s independent compensation consultant.

Please see discussion above at Governance of the Company Board Committees Compensation, Governance and Nominating Committee Compensation Processes and Procedures for a more detailed description of the roles of the Committee, our independent compensation consultant and company management.

Our Process for Setting Executive Compensation

The key steps the Committee follows in setting executive compensation are as follows:

1. Review of the components of executive compensation, including base salary, short-term incentive compensation, long-term incentive compensation, retirement benefits and other benefits;

2. Review of the total compensation structure and the allocation of compensation components, as well as the setting of all compensation performance targets;

3. Review of the company s performance and the relationship to compensation performance targets;

4. Review of executive officer performance, responsibilities and experience to determine individual compensation levels; and

5. Analysis of executive compensation market data to assess the competitiveness of our compensation programs.

Market Compensation Analysis

In December of each year, the Committee s independent compensation consultant prepares a market compensation analysis based on companies of similar size in terms of revenue, including those in the energy services industry and in general industry other than energy services or financial services. This analysis assists the Committee in establishing the next year s executive officer compensation levels to allow us to remain competitive with other companies.

Databases

For 2014, Pay Governance, which was the Committee s consultant at the time of compensation review, used these compensation surveys for our market compensation analysis: Towers Watson s 2013

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General Industry Executive Compensation Database, which includes pay data for 1,042 general industry companies; Towers Watson s 2013 Energy Services Industry Executive Compensation Database, which contains pay data for 104 companies in the energy/utility industry including nearly all U.S. investor-owned utilities; and Towers Watson s 2013 Energy Marketing and Trading Database, which includes pay data for 63 companies with significant energy marketing and trading operations. Pay Governance also used the Towers 2013 UK Top Executive Compensation Survey for Mr. Symons, who serves as the Chief Executive of WPD in the United Kingdom. Where possible and appropriate, regression analyses are performed to size-adjust the survey data to correlate with the appropriate revenue for the relevant PPL business line.

The Committee does not generally review specific pay levels of individual survey companies, but rather reviews the statistical median of a large group of companies in order to better understand the market for executive-level positions, minimizing year-to-year volatility that might exist when surveying a smaller group of companies. The result of these analyses produces a market median (50th percentile) reference point referred to as the PPL competitive data, which the Committee believes appropriately reflects the competitive marketplace in which PPL competes for executive talent. The Committee used energy services industry data to determine the PPL competitive data reference point for compensation of our executives.

2014 Total Direct Compensation

Total direct compensation awarded to our executive officers is composed of base salary, annual short-term cash incentives and long-term stock-based incentives, and is intended to be generally at the median of the PPL competitive data. 85% of targeted total direct compensation of the CEO is at risk, 75% of targeted total direct compensation of the CFO is at risk, and more than 70% of targeted total direct compensation of the other named executive officers is at risk in the form of annual cash and long-term incentive compensation.

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Table 1 below provides our allocation of targeted direct compensation for our named executive officers for 2014.

TABLE 1

Elements of Compensation as a Percentage of Targeted Total Direct Compensation 2014[1]

[1] Based on target award levels as a percentage of targeted total direct compensation for performance during 2014. Values of performance-contingent restricted stock units and performance units awards shown in the Summary Compensation Table in this proxy statement reflect equity awards granted in 2014. Performance-contingent restricted stock unit awards granted in January 2014 were awarded based on performance for 2011-2013. Because the Committee views the performance-contingent restricted stock units granted in 2015 to be based on performance for 2012-2014, the CD&A includes such awards as part of the Committee s analysis.

[2] Represents the average of targeted total direct compensation for our current and former CFOs.

[3] Includes the positions of the Executive Vice President, General Counsel and Secretary, the President of PPL Energy Supply, the President of LKE and the Chief Executive of WPD.

Base Salary

The Committee targets base salary to be generally at the median of the PPL competitive data, as described above under Market Compensation Analysis Databases, with variations based on job scope, experience and value to the organization, sustained individual performance and internal parity. The objective of base salary is to provide a fixed compensation level to our executives. It rewards them for their level of competencies (the combination of skills, knowledge and behaviors required for superior performance) and for how well those competencies are applied to the job over time. Salaries are considered paid competitively if they are within 15% of the PPL competitive data, which is considered the PPL competitive range for a particular position.

In January, the Committee uses its judgment in assessing experience, responsibility and performance to determine the level of salary for the new performance year and to determine whether an executive

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officer s base salary aligns with the market compensation data provided by the Committee s independent compensation consultant.

In January 2014, the Committee approved base salaries for the named executive officers as described below.

TABLE 2

2014 Salary Adjustments by Position

(effective January 1, 2014)

Name and Position	2013 Year-End Salary	PPL Competitive Range	2014 Salary	% Change
W. H. Spence Chairman, President and Chief Executive Officer	$ 1,100,000	$1,045,500-$1,414,500	$ 1,127,500	2.5%
V. Sorgi(1) Vice President and Controller	$325,000	$289,000 - $391,000	$340,000	4.6%
Senior Vice President and Chief Financial Officer		$539,750 - $730,250	$450,000	32.4%
P. A. Farr(2)	$702,000	$539,750 - $730,250	$737,100	5.0%
Former Executive Vice President and Chief Financial Officer				
President, PPL Energy Supply, LLC				
R. J. Grey Executive Vice President, General Counsel and Secretary	$500,100	$480,250 - $649,750	$565,000	13.0%
V. A. Staffieri Chairman of the Board, Chief Executive Officer and President of LG&E and KU Energy LLC (LKE)	$811,220	$493,000 - $667,000	$811,220	0.0%
R. A. Symons(3) Chief Executive of Western Power Distribution (WPD)	£514,000	£403,750- £546,250	£535,000	4.1%

(1) Mr. Sorgi served as Vice President and Controller until June 9, 2014. As of June 10, 2014, he was elected Senior Vice President and Chief Financial Officer.

(2) Mr. Farr served as Executive Vice President and Chief Financial Officer until June 9, 2014. As of June 10, 2014, he was elected President of PPL Energy Supply, LLC.

(3) Mr. Symons base salary increase became effective April 1, 2014.
Mr. Spence received a 2.5% increase in January 2014 to bring his salary closer to the PPL competitive data.

Mr. Sorgi received a 4.6% increase in January 2014 while serving as Vice President and Controller. Upon his promotion to Senior Vice President and CFO in June 2014, Mr. Sorgi received a 32.4% increase to bring his base salary closer to the median of the PPL competitive range for his new position.

The Committee recognized Mr. Farr s expertise and sustained performance as CFO and awarded him a 5.0% increase, which positioned his salary slightly above PPL s competitive range. No change in base salary was made upon his election as President of PPL Energy Supply, LLC.

The 13% base salary increase for Mr. Grey reflected the intention of the Committee to reward Mr. Grey s experience, expertise and continued strong performance, bringing his base salary closer to the median of the PPL competitive data.

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The Committee determined not to increase Mr. Staffieri s base salary, which is above the PPL competitive range.

Mr. Symons received a 4.1% increase consistent with the PPL competitive data, and the Committee s desire to recognize his exceptional performance.

Annual Cash Incentive Awards

PPL targets annual cash incentive awards, which are represented as a percentage of base salary, to be generally at the level of the PPL competitive data (the market median) for cash incentive compensation. Individual targets are set based on job scope, experience, value to the company or the executive s business line and internal parity. The purpose of the annual cash incentive program is to advance the interests of PPL and its shareowners by providing incentives in the form of annual cash awards, motivating such executives to attain identified short-term corporate performance goals.

The Committee approves both the target and actual annual cash incentive awards made to executive officers. Awards, based on objective corporate financial and operational measures, are generally made under the shareowner-approved Short-term Incentive Plan. Performance goals for 2014 were approved at the Committee s January 2014 meeting, with actual cash incentive awards approved at its January 2015 meeting.

Changes to the Annual Cash Incentive Awards for 2014. As noted above, the Committee concluded that the corporate financial goals to be used for cash incentive awards under the Short-term Incentive Plan for 2014 performance would consist of 70% EPS and 30% EBIT. The Committee believes that EPS and EBIT goals provide an appropriate balance of financial metrics, align management actions with financial results, drive management to create shareowner value and are aligned with industry practice.

The following table summarizes the weightings allocated to financial results by named executive officer position for determining 2014 annual cash incentive awards.

TABLE 3

Annual Cash Incentive Weightings Applied to Financial and Operational Results

Category	CEO, CFO(1) and General Counsel	Vice President and Controller(2)	Presidents of Energy Supply and LKE	Chief Executive of WPD
Financial Goals				
PPL Corporation EPS	70%	35%	42%	17.5%
PPL Corporation EBIT	30%	15%	18%	7.5%
Net Income of Business Segment		21%	28%	
EBIT of Business Segment(s)		9%	12%	
Individual Goals				
		20%		
Financial and Operational Goals				
WPD				75.0%
Total	100%	100%	100%	100.0%

(1) These corporate financial goals applied to Messrs. Sorgi and Farr while serving as CFO for a portion of 2014.

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(2) These goals applied to Mr. Sorgi while serving as Vice President and Controller for a portion of 2014; the business segment net income and EBIT goals for him were composed of the average of PPL Energy Supply, LLC, PPL Electric Utilities Corporation, PPL Global, LLC and LKE.

The corporate financial goals for 2014, which are EPS and EBIT, and are shown in Table 4 below, represented 100% of the total award for the members of the Corporate Leadership Council, or CLC, which during 2014 included Messrs. Spence and Grey for the entire year, Mr. Sorgi from June 10 to December 31, 2014 and Mr. Farr from January 1 to June 9, 2014. The corporate financial goals represented 50% of the award for Mr. Sorgi from January 1 to June 9, 2014, and 60% for Mr. Farr from June 10, 2014 to December 31, 2014, and 60% for Mr. Staffieri for the entire year. For Mr. Symons, the corporate financial goals represented 25% of his cash incentive award.

TABLE 4

Corporate Financial Goals

Target Levels	**Percent Attainment**	**Actual 2014 Results**	**Actual 2014 Achievement %**	**Value**	**Score Value**
EPS					
$2.78	200%				
$2.53	150%				
$2.15-$2.28	100%	$2.45	134.0%	70%	93.8%
$2.00	50%				
Below $2.00	0%				
EBIT (in millions)					
$3,702.7	200%				
$3,446.4	150%				
$3,057.5-$3,190.0	100%	$3,385.0	138.2%	30%	41.4%
$2,905.5	50%				
Below $2,905.5	0%				
TOTAL				**100%**	**135.2%**

EPS from ongoing operations is EPS adjusted for the impact of special items, which include:

- Adjusted energy-related economic activity.

- Unrealized gains or losses on foreign currency-related economic hedges.

- Gains and losses on sales of assets not in the ordinary course of business.

Impairment charges (including impairments of securities in the company s nuclear decommissioning trust funds).

Workforce reduction and other restructuring effects.

Acquisition and disposition-related adjustments.

Other charges or credits that are, in management s view, not reflective of the company s ongoing operations.
Target PPL Corporation EPS for the annual cash incentive program for 2014 was $2.15 to $2.28, with a 200% payout maximum at $2.78 and a 50% payout threshold at $2.00. EPS achieved by PPL Corporation in 2014 for purposes of the annual cash incentive program was $2.45, which resulted in a 134% goal achievement for the EPS portion of the corporate financial goals.

EPS below $2.00 would have resulted in: (1) a zero payout of any annual cash incentive award for Messrs. Spence and Grey, and Messrs. Farr and Sorgi for the portion of the year they served as CFO; and (2) a zero payout of the corporate financial goals portion for Messrs. Staffieri and Symons, Mr. Sorgi for the portion of the year he served as Vice President and Controller, and Mr. Farr for the portion of the year he served as President of PPL Energy Supply.

Target PPL Corporation EBIT for the annual cash incentive program for 2014 was $3,057.5-$3,190.0 million, with a 200% payout maximum at $3,702.7 million and a 50% payout threshold at $2,905.5 million. EBIT achieved by PPL Corporation in 2014 for purposes of the annual cash incentive program was $3,385.0 million, which resulted in a 138.2% goal achievement for the EBIT portion of the corporate financial goals.

The Committee set these targets in March 2014, based on earnings guidance issued by the company on February 6, 2014.

No annual cash incentive awards would have been paid if the EPS results had been less than $1.90.

As summarized in Table 5 below, for the portion of 2014 that Mr. Sorgi was Vice President and Controller, his annual cash incentive award was based on a number of weighted goals in addition to corporate EPS and EBIT, including: a business segment net income goal (an average of all the business units results); a business segment EBIT goal (an average of all the business units results); and a 20% individual performance goal. Mr. Sorgi s individual goals included actions consistent with company values, including: development of talent with a focus on diversity and inclusion; attending CFO off-site training; identifying and developing possible succession candidates; and supporting strategic activity of the company. The results for each component goal are shown below, resulting in an overall goal attainment of 134% for the portion of time Mr. Sorgi was Vice President and Controller.

Table 5

Annual Cash Incentive Goal and Results (Partial Year)

V. Sorgi Vice President and Controller

Goals		Goal Result	Goal Score A	Weight B	Attainment Percentage C = A * B
PPL Corporation EPS	$2.15-$2.28	$2.45	134.0%	35.0%	46.9%
PPL Corporation EBIT (in millions)	$3,057.5-$3,190.0	$ 3,385.00	138.2%	15.0%	20.7%
Net Income Business Units (in millions)	$1,467.3-$1,554.1	$ 1,685.51	115.0%	21.0%	24.2%
EBIT Business Units (in millions)	$3,074.8-$3,207.3	$ 3,419.15	113.5%	9.0%	10.2%
Individual Goals			160.0%	20.0%	32.0%
Total Weight & Attainment Percentage				100.0%	134.0%

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As summarized in Table 6 below, for the portion of 2014 that Mr. Farr was President of PPL Energy Supply, LLC, his annual cash incentive award was based on a number of weighted goals in addition to corporate EPS and EBIT, including a business segment net income goal and a business EBIT goal for PPL Energy Supply. The results for each component goal are shown below, resulting in an overall goal attainment of 161.1% for the portion of time Mr. Farr was President of PPL Energy Supply.

Table 6

Annual Cash Incentive Goal and Results

P. A. Farr President of PPL Energy Supply, LLC

Goals		**Goal Result**	**Goal Score A**	**Weight B**	**Attainment Percentage[1] C = A * B**
PPL Corporation EPS	$2.15-$2.28	$2.45	134.0%	42.0%	56.3%
PPL Corporation EBIT (in millions)	$3,057.5-$3,190.0	$3,385.00	138.2%	18.0%	24.9%
Net Income - PPL Energy Supply (in millions)	$39.4-$66.1	$196.83	200.0%	28.0%	56.0%
EBIT - PPL Energy Supply (in millions)	$230.0-$275.1	$506.66	200.0%	12.0%	24.0%
Total Weight & Attainment Percentage				100.0%	161.1%

(1) Total may differ due to rounding.

As summarized in Table 7 below, Mr. Staffieri s annual cash incentive award was based on a number of weighted goals in addition to corporate EPS and EBIT, including a business segment net income goal and a business segment EBIT goal for LKE. The results for each component goal are shown below, resulting in an overall goal attainment of 123.5% for Mr. Staffieri s annual cash incentive award.

Table 7

Annual Cash Incentive Goals and Results

V. A. Staffieri President of LKE

Goals		**Goal Result**	**Goal Score A**	**Weight B**	**Attainment Percentage[1] C = A * B**
PPL Corporation EPS	$2.15-$2.28	$2.45	134.0%	42.0%	56.3%
PPL Corporation EBIT (in millions)	$3,057.5-$3,190.0	$3,385.00	138.2%	18.0%	24.9%

Net Income - LKE (in millions)	$294.7-$308.1	$311.70	106.7%	28.0%	29.9%
EBIT - LKE (in millions)	$694.8-$716.6	$719.95	103.8%	12.0%	12.5%
Total Weight & Attainment Percentage				100.0%	123.5%

(1) Total may differ due to rounding.

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As summarized in Table 8 below, Mr. Symons annual cash incentive award was based on a number of weighted goals in addition to corporate EPS and EBIT, including a number of financial and operational goals. The results for each component goal are shown below, resulting in an overall goal attainment of 139.5% for Mr. Symons annual cash incentive award.

Table 8

Annual Cash Incentive Goals and Results

R. A. Symons Chief Executive of WPD

Goals		Goal Results			Goal Score A	Weight B	Attainment Percentage C = A * B
Corporate Financial Goals							
PPL Corporation EPS	$2.15-$2.28	$2.45			134.0%	17.5%	23.5%
PPL Corporation EBIT (in millions)	$3,057.5- $3,190.0	$3,385.00			138.2%	7.5%	10.4%
WPD Financial and Operational Goals			**Weight X**	**Result Y**	**Z=X*Y**		
Achieve WPD Net Income (in millions)	³ £615.4- £636.4	£644.43	55%	131.6%	72.4%		
Achieve WPD Operations EBIT (in millions)	³ £1,035.6- £1,062.4	£1,061.21	20%	100.0%	20.0%		
Leverage Target (Net Debt / RAV)	£ 76.6%	75.7%	15%	190.0%	28.5%		
Achieve WPD Customer Minutes Lost	£ 32.0 minutes	23.6	5%	200.0%	10.0%		
Achieve WPD Customer Interruptions	£ 49.0	43.7	5%	200.0%	10.0%		
WPD Financial and Operational Goal Attainment					140.9%	75.0%	105.7%
Total Weight & Attainment Percentage						100.0%	139.5%(1)

(1) Total may differ due to rounding.

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At its January 2015 meeting, the Committee reviewed the 2014 performance results to determine whether the named executive officers had met the pre-established 2014 financial and operational performance objectives under the Short-term Incentive Plan. Total annual cash incentive awards were determined as summarized in Table 9 below.

TABLE 9

Annual Cash Incentive Awards for 2014 Performance

Named Executive Officer	A 2014 Salary	B Target as a % of Salary	Target Award Opportunity	C Total Goal Attainment	D D=A*B*C Cash Incentive Award
W. H. Spence	$1,127,500	140%	$1,578,500	135.2%	$2,134,132
V. Sorgi(1)					
As VP and Controller					