



Kaled Awada
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Chief People Officer

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April 12, 2024

Shannon O'Rourke
Deputy Director, Electrical Infrastructure Directorate
Office of Energy Infrastructure Safety
715 P Street, 20th Floor
Sacramento, California 95814

Re: Request for Approval of 2024 Executive Compensation Structure (2024 Executive Compensation Docket, #2024-EC Docket)

Dear Director Thomas Jacobs:

Pacific Gas and Electric Company ("PG&E") is submitting herewith information regarding its 2024 executive compensation structure. PG&E believes that the structure complies with the requirements of Assembly Bill 1054 as codified in Public Utilities Code § 8389(e)(4) and (e)(6), as well as the additional requirements of the California Public Utilities Commission's June 1, 2020 Decision Approving [the Chapter 11] Reorganization Plan of PG&E and PG&E Corporation (D.20-05-053). PG&E formally requests that the Office of Energy Infrastructure Safety ("Energy Safety") approve the 2024 structure pursuant to Public Utilities Code § 8389(e)(6)(B).

Consistent with the definition of "executive officer" in Public Utilities Code § 451.5, which is incorporated into § 8389(e)(4) and (e)(6), PG&E's submission includes compensation information only for its own executive officers, not the executive officers of its corporate parent PG&E Corporation. PG&E notes, however, that executive compensation at PG&E Corporation is also structured to promote safety and financial stability. Compensation information for PG&E Corporation's executive officers can be found in PG&E's and PG&E Corporation's joint proxy statements, which are available at <https://investor.pgecorp.com/financials/annual-reports-and-proxy-statements/default.aspx>.

If PG&E can provide any additional information that would be helpful as Energy Safety considers this approval request, please do not hesitate to contact Wade Greenacre at wade.greenacre@pge.com.

Sincerely,

Kaled Awada
Executive Vice President, Chief People Officer
Pacific Gas and Electric Company

1.1 Incentive Compensation Components

Instructions: In Table 1.1.1, for each executive officer subject to the executive compensation filing requirements, the electrical corporation must provide the executive title and function, the executive name (if the executive is classified as an Officer of the Company per the Company’s website), the target percentage of Short-Term Incentives (STIP) and Long-Term Incentives (LTIP) as a proportion of Total Incentive Compensation (TIC) for the appropriate 2024 filing year. See the definition of the proceeding terms in **Attachment 2**.

For the purpose of calculating the percentage of TIC, use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. Percentages must be specified for each executive officer and not a range for various position levels.

*Table 1.1.1¹
Incentive Compensation at the Target Level*

Executive Title/ Function and Name (where applicable)	Target Quarterly STIP as a Percent of TIC ²	Target Annual STIP as a Percent of TIC	Target Total STIP as a Percent of TIC	Target LTIP as a Percent of TIC
EVP and Chief Customer and Enterprise Solutions Officer, Marlene Santos ³	N/A			
EVP, Operations & Chief Operating Officer (COO), Sumeet Singh	N/A			
EVP, Engineering, Planning & Strategy	N/A			

¹ As permitted by Pacific Gas and Electric Company’s (“PG&E” or the “Utility”) Bylaws, the PG&E Board of Directors has allocated the powers and duties of the office of PG&E President to three Executive Vice Presidents: Jason Glickman (EVP, Engineering, Planning & Strategy); Marlene Santos (EVP and Chief Customer and Enterprise Solutions Officer), and Sumeet Singh (EVP, Operations & Chief Operating Officer). As such, no individual has the title of PG&E President, and each of the three identified EVPs serves as a chief executive officer and a principal executive officer of PG&E.

² STIP awards are calculated and paid on an annual basis. There are no quarterly STIP awards.

³ As of October 16, 2023, Marlene Santos’ title was changed from EVP and Chief Customer Officer to EVP and Chief Customer and Enterprise Solutions Officer.

Executive Title/ Function and Name (where applicable)	Target Quarterly STIP as a Percent of TIC ²	Target Annual STIP as a Percent of TIC	Target Total STIP as a Percent of TIC	Target LTIP as a Percent of TIC
Jason Glickman				
EVP, Chief People Officer, Kaled Awada ⁴	N/A			
EVP and Chief Information Officer (CIO), Ajay Waghray ⁵	N/A			
VP, Controller, Utility Chief Financial Officer (CFO), Stephanie Williams	N/A			

Instructions: In Table 1.1.2, for each executive officer subject to the executive compensation filing requirements, the electrical corporation must provide the executive title and function, the executive name (if the executive is classified as an Officer of the Company per the Company’s website), the target percentage of Base Salary, STIP and LTIP as a proportion of Total Direct Compensation (TDC) for the appropriate 2024 filing year. See the definition of the proceeding terms in **Attachment 2**.

⁴ Effective January 16, 2024, Kaled Awada joined PG&E as EVP, Chief People Officer.

⁵ Effective January 1, 2024, Ajay Waghray became the EVP and Chief Information Officer for PG&E Utility.

*Table 1.1.2
Total Direct Compensation at the Target Level⁶*

Executive Title/ Function and Name (where applicable)	Target Base Salary as a Percent of TDC	Target Quarterly STIP as a Percent of TDC	Target Annual STIP as a Percent of TDC	Target LTIP as a Percent of TDC
EVP and Chief Customer and Enterprise Solutions Officer, Marlene Santos		N/A		
EVP, Operations & Chief Operating Officer (COO), Sumeet Singh		N/A		
EVP, Engineering, Planning & Strategy, Jason Glickman		N/A		
EVP, Chief People Officer, Kaled Awada		N/A		
EVP and Chief Information Officer (CIO), Ajay Waghray		N/A		
VP, Controller, Utility Chief Financial Officer (CFO), Stephanie Williams		N/A		

⁶ Numbers in this table are rounded and may not add to 100%

1.2 Executive Officer Exclusion Rationale

Instructions: For the purpose of completing Table 1.2.1, the electrical corporation must include all the positions of the highest three tiers of the executives or officers of the electrical corporation that do not fit within the definition of “executive officers” as defined in Public Utilities Code section 451.5(c). For those positions, the electrical corporation must provide an explanation regarding why the executives holding those positions are not considered “executive officers” as set forth in Public Utilities Code section 451.5(c)_(See Attachment 4).

The electrical corporation must include all positions within a tier in the table.

*Table 1.2.1
Public Utilities Code Section 451.5(c) Exclusion Rationales*

SVP, Talent, Culture and People	This individual does not perform policy making functions.
SVP, Enterprise Service Delivery	This individual does not perform policy making functions.
SVP, Electric Engineering	This individual does not perform policy making functions.
SVP, Enterprise Technology Modernization	This individual does not perform policy making functions.
SVP, Customer Experience	This individual does not perform policy making functions.
SVP, Local Customer Engagement	This individual does not perform policy making functions.
Chief Risk Officer & SVP, Compliance & Ethics	This individual does not perform policy making functions.
SVP, Gas Operations	This individual does not perform policy making functions.
SVP and Chief Nuclear Officer	This individual does not perform policy making functions.
SVP, Major Infrastructure Delivery	This individual does not perform policy making functions.
SVP, Wildfire & Emergency Operations	This individual does not perform policy making functions.
SVP, CSO and Chief Data and Analytics Officer	This individual does not perform policy making functions.
SVP, Products & Enterprise Solutions	This individual does not perform policy making functions.

1. Definition of policy making:

The electrical corporation must explain how the electrical corporation defines policy making for purposes of the inclusion or exclusion of personnel pursuant to Public Utilities Code section 451.5(c):

For purposes of determining who is and is not included in the definition of “executive officer” in Public Utilities Code § 451.5(c), PG&E generally defines “policy making” to connote authority to both formulate and implement policy decisions. In this context, “policy making” goes beyond discussing and influencing company strategy and policy, and instead generally also requires responsibility for policy decisions and, in many cases, direct accountability to the Utility’s Board of Directors. The determination regarding whether an officer engages in “policy making” requires inquiry into an officer’s specific duties and responsibilities and cannot be determined based on title alone.

1.3 Short-Term Incentive Program (STIP)

Instructions: The STIP includes all performance-based compensation awarded on a performance term of less than three years. If the electrical corporation uses more than one short-term incentive mechanism, the electrical corporation must repeat this information for each mechanism (e.g., quarterly, and annually).

1.3.1 STIP Structure

Instructions: The electrical corporation must provide the requested 2024 STIP information regarding payment type, triggers, deductions, the use of individual performance modifiers, the use of company performance modifiers, the use of thresholds, targets, and maximums and the associated percentages, and how performance between categories is interpolated.

1. STIP Payment Type. Check one:

Cash: Other:

If other, describe the other type of STIP payment:

N/A

2. Use of Any Performance Triggers

Does the electrical corporation’s 2024 STIP use any non-discretionary performance triggers (e.g., must achieve certain annual earnings per share before any STIP payments are made)? Check one:

Yes: No:

If “Yes,” describe any performance triggers:

N/A

3. Use of Any Automatic, Non-Discretionary Deductions

Does the electrical corporation’s 2024 STIP have any automatic non-discretionary deductions (e.g., failure to achieve WMP targets results in X% reduction, catastrophic wildfire results in zeroing out all safety metrics)? Check one:

Yes: No:

If “Yes,” describe all automatic, non-discretionary deductions:

There following two metrics include non-discretionary performance triggers:

The Weather Normalized CPUC Reportable Fire Ignition Rate metric will be zeroed out in the event of ignitions meeting either of the following criteria: (1) ignitions that result in fires that cause a third-party, coworker or contract partner fatality; or (2) ignitions that result in fires that damage or destroy > 500 structures.

The Serious Injury Actual Count metric will be zeroed out in the event of an on-the-job coworker, contractor, or directly supervised contractor fatality.

4. Use of Any Specifically Defined Discretionary Deductions

Does the electrical corporation’s 2024 STIP have any defined deductions (e.g., foundational, deduct only goals) that are part of the compensation structure? Check one:

Yes: No:

If “Yes,” describe all specific/defined discretionary deductions that are part of the structure:

N/A

5. Use of a Performance Range – 2023

Were the 2023 STIP payouts based on a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No:

Did the electrical corporation use one range for all 2023 STIP metrics or differing ranges based on the category of metric? Check one:

One range for all metrics: Multiple ranges:

If multiple ranges are used, explain why:

N/A

Provide the 2023 STIP metric performance range(s):

Table 1.3.1⁷
2023 STIP Metric Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
Non-Fatal SIF Rate	0%	50%	100%	200%
Gas Emergency Response	0%	50%	100%	200%
Electric 911 Emergency Response	0%	50%	100%	200%
Total Gas Dig-In Rate	0%	50%	100%	200%
Preventable Motor Vehicle Incidents (PMVI)	0%	50%	100%	200%
Diablo Canyon Power Plant (DCPP) Reliability & Safety Indicator	0%	50%	100%	200%
Safe Dam Operating Capacity (SDOC)	0%	50%	100%	200%
Wildfire Risk Reduction	0%	50%	100%	200%
Reportable Fire Ignitions	0%	50%	100%	200%
Distribution Inspection Quality Verification Pass Rate	0%	50%	100%	200%
Transmission Inspection Quality Verification Pass Rate	0%	50%	100%	200%
Routine Vegetation Management Quality Verification Pass Rate	0%	50%	100%	200%
CEMI 5 + CEMI 10	0%	50%	100%	200%
Operating Cash Flow	0%	50%	100%	200%
Non-GAAP Core EPS	0%	50%	100%	200%

Describe the interpolation method between categories (e.g., straight line)

The interpolation method is straight line.

6. Use of a Performance Range - 2024

Do the 2024 STIP payouts include a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No:

⁷ Gas Emergency Response and Electric 911 Emergency Response are listed separately in this chart for ease of presentation but were not freestanding metrics in the 2023 STIP program design. Instead, they were equally weighted components of a metric called Respond to Emergencies Index. Similarly, Total Gas Dig-In Rate, Preventable Motor Vehicle Incidents, DCPP Reliability and Safety Indicator, and SDOC were equally weighted components of an Operate Safely Index metric.

Is the electrical corporation using one range for all 2024 STIP metrics or differing ranges based on the category of metric)? Check one:

One range for all metrics: Multiple ranges:

If multiple ranges are used, explain why:

N/A

Provide the 2024 STIP metric performance range(s):

*Table 1.3.2
2024 STIP Metric Performance Range(s)⁸*

	Below Minimum	Minimum	Target	Maximum
Weather Normalized CPUC Reportable Fire Ignitions Rate	0%	50%	100%	200%
Transmission Inspection Quality Verification Pass Rate	0%	50%	100%	200%
Routine Vegetation Management Quality Verification Pass Rate	0%	50%	100%	200%
Gas Dig-In Rate	0%	50%	100%	200%
Preventable Motor Vehicle Incidents (PMVI)	0%	50%	100%	200%
DCPP Reliability & Safety Indicator	0%	50%	100%	200%
Safe Dam Operating Capacity (SDOC)	0%	50%	100%	200%
Serious Injury Actual Count	0%	50%	100%	200%
CEMI 5 + CEMI 10	0%	50%	100%	200%
Operating Cash Flow	0%	50%	100%	200%
Non-GAAP Core EPS	0%	50%	100%	200%

Describe the interpolation method between categories:

The interpolation method used is straight line.

⁸ Transmission Inspection Quality Verification Pass Rate and Routine Vegetation Management Quality Verification Pass Rate are listed separately in this chart for ease of presentation but are not freestanding metrics in the 2024 STIP program design. Instead, they are equally weighted components of a Quality Pass Rate metric.

Did the performance range change for any metrics between 2023 and 2024? Check one:

Yes: No:

If “Yes,” describe and quantify the change for each such metric:

N/A

7. Use of Performance Modifiers – 2023 Actual

Did the electrical corporation’s 2023 STIP involve the use of any of the following types of performance modifiers?

Individual Performance Modifier – 2023, check one:

Yes: No:

If “Yes,” describe each performance modifiers:

Potential adjustment to STIP payment based on individual performance results. Payment could be as low as zero and as much as 20% above the certified score, not to exceed 200% of overall STIP target for any one participant.

If “Yes,” quantify for each executive their individual performance modifiers:

*Table 1.3.3
Individual Performance Modifiers – 2023 Actual*

Executive Title/ Function and Name (where applicable)	Increase/ Decrease	Percentage Change	Factors in/ Reason for Adjustment (1)
EVP and Chief Customer Officer/Customer Service, Marlene Santos			
EVP, Operations & Chief Operating Officer (COO), Sumeet Singh			
EVP, Engineering, Planning & Strategy, Jason Glickman			
EVP, People, Shared Services & Supply Chain/, Julius Cox ⁹			
VP, Controller, Utility Chief Financial Officer (CFO), Stephanie Williams			
Former EVP, Operations & Chief Operating Officer (COO), Adam Wright ¹⁰			

(1) Providing the broad category for the ‘Factors in/Reasons for the Adjustment’ column is sufficient when those reasons are not safety related (e.g., Other Non-Safety Related, Superior Financial Performance, etc.). If the reason for an adjustment is safety and/or WMP related then the reason provided must be specific (e.g., failure to achieve covered conductor installation WMP targets).

Did the electrical corporation’s 2023 STIP involve the use of any of the following types of performance modifiers?

⁹ Julius Cox, Executive Vice President of People, Shared Services & Supply Chain was not eligible for 2023 STIP because he resigned his position effective September 25, 2023.

¹⁰ Adam Wright, Executive Vice President, Operations & Chief Operations Officer (COO) was not eligible for 2023 STIP because he resigned his position effective February 6, 2023.

Company Performance Modifier – 2023, check one:

Yes: No:

If “Yes,” describe and quantify the impact of the company performance modifier:

N/A

Board Discretion, check one:

Yes: No:

If “Yes,” describe and quantify the impact of the board’s discretion:

N/A

1.3.2 2023 STIP Metrics – Minimum, Target, Maximum and Actual

Instructions: Complete Table 1.3.4 for the 2023 STIP metrics, adding rows as necessary. See **Attachment 3** for a discussion of categories and sub-categories.

Table 1.3.4
2023 STIP – Minimum, Target, and Maximum Versus Actual

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Actual Performance	Weighted Contribution
Wildfire Safety	Wildfire Mitigation	Wildfire Risk Reduction	Lagging, Outcome-Based Indicator	15%	2	1	0	0	0.300
Wildfire Safety	Wildfire Mitigation	CPUC Reportable Fire Ignitions in HFTDs	Lagging, Outcome-Based Indicator	10%	90	86	82	65	0.200
Wildfire Safety	Wildfire Mitigation	Distribution Inspection Quality Verification Pass Rate	Leading & Lagging Indicators	5%	78.00%	79.77%	81.59%	92.88%	0.100
Wildfire Safety	Wildfire Mitigation	Transmission Inspection Quality Verification Pass Rate	Leading & Lagging Indicators	5%	96.29%	97.25%	98.23%	99.95%	0.100

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Actual Performance	Weighted Contribution
Wildfire Safety	Wildfire Mitigation	Routine Vegetation Management Quality Verification Pass Rate	Leading & Lagging Indicators	5%	96.30%	97.26%	98.24%	99.74%	0.100
Subtotal				40%					0.800
Other Safety	Workforce Safety	Non-Fatal SIF Rate	Lagging, Outcome-Based Indicator	5%	0.005	0.003	0.000	0.004	0.000
Other Safety	Emergency Response	Gas Emergency Response	Lagging Indicator	2.5%	20.5 mins	19.9 mins	18.9 mins	19.8 mins	0.028
Other Safety	Emergency Response	Electric 911 Emergency Response	Lagging Indicator	2.5%	97.19%	98.3%	99.0%	97.23%	0.013
Other Safety	Public Safety - Gas	Gas Dig-In Rate	Lagging, Outcome-Based Indicator	5%	1.11	1.05	0.86	1.01	0.061
Other Safety	Workforce Safety	Preventable Motor Vehicle Incidents (PMVI)	Lagging, Outcome-Based Indicator	5%	2.58	2.53	2.48	2.34	0.100
Other Safety	Public Safety - Generation	DCPP Reliability and Safety Indicator	Leading and Lagging, Outcome-Based Indicator	5%	95.0	97.5	100.00	100.00	0.100
Other Safety	Public Safety - Generation	Safe Dam Operating Capacity (SDOC)	Leading and Lagging, Outcome-	5%	96.2%	97.0%	97.8%	98.5%	0.100

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Actual Performance	Weighted Contribution
			Based Indicator						
Subtotal				30%					0.402
Customer Service	N/A	CEMI-5 + CEMI-10	Lagging, Outcome-Based Indicator	5%	CEMI-5, 456,265 CEMI-10, 70,295	CEMI-5, 442,577 CEMI-10, 68,186	CEMI-5, 428,889 CEMI-10, 66,007	CEMI-5, 433,307 CEMI-10, 81,613	0.049
Subtotal				5%					0.049
Financial	N/A	Operating Cash Flow	Lagging, Outcome-Based Indicator	5%	\$4,231	\$4,742	\$5,753	\$4,748	0.050
Financial	N/A	Non-GAAP Core Earnings Per Share	Lagging, Outcome-Based Indicator	20%	\$1.17	\$1.19	\$1.21	\$1.23	0.400
Subtotal				25%					0.450
Total				100%					1.701

1.3.3 2024 STIP Metrics – Minimum, Target, and Maximum

Instructions: The electrical corporation must complete Table 1.3.5 for the 2024 STIP. The electrical corporation must provide details of the STIP metrics and minimum, target and maximum performance values for the filing year. The electrical corporation must categorize wildfire safety metrics separately (with no other metrics) and must include a weighting. The electrical corporation may add additional rows as needed.

Table 1.3.5
2024 STIP Metrics

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Weighted Contribution ¹¹
Wildfire Safety	Wildfire Mitigation	Weather Normalized CPUC Reportable Fire Ignitions	Lagging, Outcome-Based Indicator	25%	0.95	0.90	0.85	N/A
Wildfire Safety	Wildfire Mitigation	Quality Assurance System Inspection Transmission (QASIT) audits (component of Quality Pass Rate)	Leading & Lagging Indicators	5%	95.7%	97.7%	99.7%	N/A
Wildfire Safety	Wildfire Mitigation	Quality Assurance Vegetation Management Distribution (QAVMD) audits (component of Quality Pass Rate)	Leading & Lagging Indicators	5%	95.0%	97.0%	99.0%	N/A
Subtotal				35%				

¹¹ Weighted Contributions for the 2024 STIP will not be available until the end of the plan year.

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Weighted Contribution ¹¹
Other Safety	Emergency Response	Gas Dig-In Rate	Lagging, Outcome-Based Indicator	5%	1.22	1.17	1.10	N/A
Other Safety	Workforce Safety	PMVI	Lagging Outcome-Based Indicator	5%	2.34	2.25	2.21	N/A
Other Safety	Public Safety – Generation	DCPP Reliability and Safety Indicator	Leading and Lagging, Outcome-Based Indicator	5%	95.0	97.5	100.0	N/A
Other Safety	Public Safety – Generation	Safe Dam Operating Capacity (SDOC)	Leading and Lagging, Outcome-Based Indicator	5%	97.0%	97.5%	97.9%	N/A
Other Safety	Workforce Safety	Serious Injury Actual Count	Lagging, Outcome-Based Indicator	5%	2	1	0	N/A
Subtotal				25%				
Customer Service	N/A	CEMI-5 + CEMI-10	Lagging, Outcome-Based Indicator	10%	CEMI-5: 491,428 CEMI-10: 84,937	CEMI-5: 468,027 CEMI-10: 80,892	CEMI-5: 444,626 CEMI-10: 76,847	N/A
Subtotal				10%				
Financial	N/A	Operating Cash Flow	Lagging, Outcome-Based Indicator	10%				N/A

Category	Sub-Category	Metric	Metric Type	Weight	Min	Target	Max	Weighted Contribution ¹¹
Financial	N/A	Non-GAAP Core Earnings Per Share	Lagging, Outcome-Based Indicator	20%				N/A
Subtotal				30%				
Total				100%				

1.3.4 2024 STIP Metric Definition and Calculation

Instructions: The electrical corporation must provide definitions, whether the metric is leading, lagging or outcome, and calculations for the 2024 STIP metrics. For each metric, the electrical corporation must provide a definition of the metric, any adjustments or exclusions, the basis for the definition and the actual calculation such that if Energy Safety requested the source data/inputs, the electrical corporation would be able to derive the reported results. The electrical corporation must provide an explanation of any adjustments or exclusions.

Table 1.3.6
2024 STIP – Metric Definitions and Calculation

Measure/ Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions
Weather Normalized CPUC Reportable Fire Ignitions Rate	<p>This metric measures the rate of Distribution and Transmission ignition incidents occurring in high-risk weather conditions normalized by 100,000 circuit miles and meeting the criteria below. The metric is reported as a YTD indicator for a rolling 365-day period.</p> <ul style="list-style-type: none"> • Occur within PG&E’s High Fire Threat District (HFTD) and High Fire Risk Area (HFRA) • Occur in high-risk weather conditions defined as meeting the criteria of Fire Potential Index (FPI) of R3, R4, R5 & R5+ • Reportable to the CPUC per Decision 14-02-015. A reportable fire incident includes all the following: <ol style="list-style-type: none"> 1) Ignition is associated with PG&E’s electric assets, 2) something other than PG&E facilities burned, and 3) the resulting fire travelled more than one meter from the ignition point. <p>Ignitions meeting either criterion below will result in</p>	<p>Count of CPUC Reportable Ignitions in HFTD or HRTA occurring in high-risk weather conditions *1000,00 / cumulative count of circuit miles in Fire Index Areas exposed to high-risk weather conditions, calculated for a rolling 365-day period.</p>	<ul style="list-style-type: none"> • Fire ignition incidents occurring outside of HFTD or HFRA • Fire ignitions incidents not meeting the CPUC reportable criteria • Fire Ignitions occurring in FPI R1 and R2 conditions

Measure/ Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions
	<p>an STIP score of 0 for this metric:</p> <ul style="list-style-type: none"> Ignitions that result in fires that cause a third-party, coworker or contract partner fatality; or Ignitions that result in fires that damage or destroy > 500 structures 		
Quality Pass Rate (QPR)	<p>This metric consists of two equally weighted components that track the quality of two core Wildfire Mitigation Inspection programs:</p> <ol style="list-style-type: none"> Quality Assurance System Inspection Transmission (QASIT) audits Quality Assurance Vegetation Management Distribution (QAVMD) audits 	<p>For each component of the index, a separate percentage is calculated by comparing the percentage of QPR to the Threshold (0.5), Target (1.0), and Maximum (2.0) targets set for each core program.</p>	<p>QASIT audits exclude:</p> <ul style="list-style-type: none"> Quality Assurance (QA) completed prior to 1/1/24 or after 12/31/24 QA reviews performed on Transmission inspections not included in approved 2024 Inspection Work Plan or listed as an Area of Concern in the Wildfire Mitigation Plan (WMP). Inspections outside HFTDs Aerial/Drone Inspections Pole Test and Treat Inspections (PT&T) Underground Inspections Underground and Overhead Patrols Locations with constraints <p>QAVMD audits exclude:</p> <ul style="list-style-type: none"> QA's completed prior to 1/1/24 or after 12/31/24 Inspections outside HFTDs QA of other VM programs Locations with constraints
Gas Dig-In Rate	<p>Number of dig-ins to PG&E gas subsurface installations per 1,000 Underground Service Alert ("USA") tickets received. The dig-in component tracks all gas dig-ins to PG&E gas subsurface installations. A dig-in refers to damage that occurs during</p>	<p>Number of dig-ins to PG&E gas subsurface installations per 1,000 USA tickets received.</p>	<p>This metric does not include PG&E dig-ins to third parties (e.g., sewer, water, telco). Electric and Fiber dig-ins are also excluded from the dig-in count. Also excluded from the dig-in count are the following:</p>

Measure/ Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions
	excavation activities (impact or exposure) and that results in repair or replacement of an underground gas facility.		<ul style="list-style-type: none"> • Damages to above-ground infrastructure, such as meters and risers, or overbuilds. • Dig-ins first reported after the close of the STIP reporting period. • Pre-existing damages (e.g., due to corrosion). • Any intentional damage to pipeline (e.g., drilling or cutting). • Damage caused by driving over a covered facility (e.g., if a heavy vehicle damages a gas pipe, non-excavation). • Damage to abandoned facilities. • Damage due to materials failure. • Damage caused to gas lines by other non-excavation works such as trench collapse, soldering, or welding. • Facility has been fully exposed, and damage is not a result of excavation activity.
Preventable Motor Vehicle Incidents (PMVI) Rate	PMVI is any incident where the PG&E driver could have but failed to take reasonable steps to prevent the incident.	<p>(Count of all preventable motor vehicles x 1 million) ÷ total PG&E miles driven.</p> <p>The calculation includes company, rental, and personal vehicles driven for PG&E business.</p>	<ul style="list-style-type: none"> • Contractor incidents • Off-road equipment (e.g. forklifts, excavators, backhoes, snowcats, or Utility-Terrain Vehicles, which are not motor vehicles registered to operate on the road)
DCPP Reliability & Safety Indicator	The year-end combined (average) score for Unit 1 and Unit 2 at DCP, representing a composite of 10 performance indicators developed by the	Per nuclear industry standard. Indicator performance periods range from	None.

Measure/ Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions
	nuclear industry and applied to all U.S. nuclear power plants.	18 to 36 months (rolling).	
Safe Dam Operating Capacity (SDOC)	Measure of operating capability of mechanical equipment used as the main control to reduce the enterprise risk of a large uncontrolled water release.	SDOC is calculated as one minus the ratio of controlled outlet days forced out (“CODFO”) to controlled outlet days available (“CODA”) for the metric dam population. In other words, $SDOC = 1 - (CODFO \div CODA)$.	Passive equipment and features, such as passive spillways, tripable flashboards, and siphons and components whose safety functions have been fully mitigated.
Serious Injury Actual Count	A work-related high energy incident from work at/for PG&E that results in any of the following to coworkers, contractors, or directly supervised contractors: (i) a life threatening injury or illness that required immediate life-preserving action that if not applied immediately would likely have resulted in the death of the person; or (ii) a life-altering injury or illness that resulted in a permanent and significant loss of a major body part or organ function. The metric includes motor vehicle incidents.	Count of injuries meeting metric definition. Score will go to zero: 1. In the event of a coworker or contractor (all) fatality other than those associated with an ignition from PG&E equipment. 2. In the event of a public fatality due to an asset failure.	<ul style="list-style-type: none"> • SIF Potential Incidents • Intentional acts of violence or sabotage
CEMI 5 + CEMI 10	CEMI-5 = customers experiencing five or more sustained service interruptions (planned or unplanned). CEMI-10 = customers experiencing 10 or more sustained interruptions (planned or unplanned).	CEMI-5 and CEMI-10 counts are reported as a YTD measure for a rolling 12-month period. Metric calculated as a composite	<ul style="list-style-type: none"> • 2.5 Beta Major Event Days based on Standard 1366 of the Institute of Electrical and Electronics Engineers. • Generation/Independent System Operator outages (rotating outages).

Measure/ Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions
		index with total CEMI-5 and CEMI-10 scores each contributing 60% and 40%, respectively with each metric component contributing the following percentages to the score: CEMI-5 HFRA circuits: 35% CEMI-10 HFRA circuits: 25% CEMI-5 Non-HFRA circuits: 25% CEMI-10 Non-HFRA circuits: 15%	<ul style="list-style-type: none"> • Momentary outages • Secondary and service-level outages (not reported in the Integrated Logging Information System data base)
Operating Cash Flow	Operating Cash Flow (OCF) measures the Company's cash flows from normal operations. This Key Performance Indicator will align with the consolidated GAAP financial statements.	OCF is an externally reported line item (net cash provided by (used in) operating activities) reported in the PG&E Corporation Consolidated Statement of Cash Flows as part of PG&E's quarterly SEC filing process.	Potential exclusions will be reviewed with the PG&E Corporation People and Compensation Committee on an as-needed basis through the year (and reserved for items that would be considered outside of PG&E's control).
Non-GAAP Core Earnings per Share	A non-GAAP measure of financial performance from ongoing core operations, in dollars per share.	GAAP earnings less non-core charges in dollars, divided by diluted shares (if core earnings are positive) or basic shares (if core earnings are negative).	Non-GAAP Core Earnings Per Share excludes non-core charges that represent revenues or expenses associated with events or circumstances not considered representative of ongoing operations.

1.3.5 STIP Changes

Instructions: The electrical corporation must describe any changes between 2023 and 2024 in terms of STIP eligibility, structure, modifiers, metrics (including changes to minimum/threshold, target, and maximum performance values), weightings and definitions. The electrical corporation must explain the reason for the change(s).

For metrics that were carried forward from 2023 to 2024, the threshold, target, and maximum performance milestones were updated to reflect 2024 workplans, which consider, but are not limited to, the following factors: external commitments, benchmarks, and forecasted weather conditions.

Changes to metrics in the 2024 STIP reflect ongoing exercises of business judgment on the part of the PG&E Corporation People and Compensation Committee regarding how best to align compensation incentives with PG&E's operational priorities – including safety, customer welfare, and financial stability – in a dynamic and evolving operating environment.

Changes to metrics for 2024 STIP include:

- Metrics removed:
 - Gas Emergency Response
 - Electrical 911 Emergency Response
- Metrics replaced:
 - Weather-Normalized CPUC Reportable Fire Ignitions Rate replaced Wildfire Risk Reduction
 - Serious Injury Actual Count replaced Non-Fatal SIF Rate
- Definition or scope change:
 - Quality Pass Rate:
 - Removed one component (three components in 2023, two in 2024)
 - Weight change for Quality Pass Rate index from 15% to 10%
- Calculation change:
 - Gas Dig-in Rate:
 - 2024 metric calculation excludes Pole Test and Treat tickets, which were previously included
 - CEMI-5 + CEMI-10:
 - Calculation methodology change from 50% for each measure to 60% for CEMI-5 and 40% for CEMI-10

1.3.6 Historical STIP Data

Instructions: the electrical corporation must provide five years of historical performance data for 2024 STIP metrics. If data is lacking, or should be considered in a certain context, explain in the Notes/Context field provided why there is no data for a given year(s) and the relevant context. The electrical corporation must provide historical STIP data for any newly added metric in the current performance period. The electrical corporation may add rows as necessary.

Table 1.3.7
STIP Metric Historical Actual Performance

Metric/Measure	2019	2020	2021	2022	2023
Weather Normalized CPUC Reportable Fire Ignitions Rate	2.25	2.76	1.93	1.01	0.93
Quality Pass Rate – QUASIT	N/A	N/A	N/A	96.29%	99.95%
Quality Pass Rate – QAVMD	N/A	N/A	N/A	77.97%	99.74%
Gas Dig-In Rate	1.10	1.11	0.98	0.94	1.01
PMVI Rate	2.91	2.61	2.82	2.58	2.34
DCPP R&S Indicator	97.5	92.5	92.5	96.0	100.0
Safe Dam Operating Capacity	N/A	98.77%	99.75%	96.93%	98.50%
Serious Injury Actual Count	2	7	3	4	2
CEMI 5 + CEMI 10	N/A	N/A	N/A	CEMI-5: 456,265 CEMI-10: 70,295	CEMI-5: 433,307 CEMI-10: 81,613
Operating Cash Flow					
Non-GAAP Core Earnings per Share	\$3.93	\$1.61	\$1.08	\$1.10	\$1.23

Notes/Context:

Weather Normalized CPUC Reportable Fire Ignitions Rate was first included as a STIP metric for the 2024 plan year. While this is a new metric, PG&E has been tracking this data and has included the historical performance in table 1.3.7

The components included in Quality Pass Rate were first included as STIP metrics for the 2022 plan year. No historical data for 2019 to 2021 is available.

The SDOC metric was first included as a STIP metric for the 2020 plan year. No historical data for 2019 is available.

The Serious Injury Actual Count metric was included as a STIP metric for the 2024 plan year. While this is a new metric, PG&E has been tracking this data and has included historical performance in table 1.3.7

CEMI-5 + CEMI-10 was included as a STIP metric for the 2022 plan year. No comparable data for the years 2019 to 2021 is available. The 2023 Executive Compensation submission included data for 2021 and upon further review, we determined it was not comparable to current metrics and is excluded here. For CEMI-5 + CEMI-10, please see Table 1.3.6 above for an explanation of how the composite score on this metric will be calculated based on the respective weightings of CEMI-5 and CEMI-10, and within each category, HFRA circuits and non-HFRA circuits. As noted in Section 1.3.5 above, weightings in prior years were different.

1.3.7 2023 STIP Adjustments

Instructions: The electrical corporation must provide an explanation of any increases and decreases in STIP compensation in 2023 due to failure to meet safety or other targets. The electrical corporation must separately describe any adjustments to STIP compensation levels made by the Compensation Committee or executive management and the amount and reason for the reduction. The electrical corporation must detail any adjustments made to increase compensation beyond the levels warranted by the actual performance (in any metric classification) and the reasons for the adjustments.

1. Actual performance lower than target due to failure to meet safety target(s):

Non-Fatal SIF Rate: although the actual rate 0.004 was between the threshold rate of 0.003 and the threshold rate of 0.005 the metric was zeroed out as a result of 2 fatalities during the year.

2. Actual performance lower than target due to failure to meet other target(s):

CEMI-5 and CEMI-10: the composite rate was 0.976, which was below the target value of 1.0.

3. Any deductions due to failure to meet “foundational goals”:

N/A

4. Any deductions due to failure to meet earnings targets or thresholds:

N/A

5. Any additional deductions, or upward adjustments, to individual metrics or overall performance payout made by executive management, the Compensation Committee, or full Board of Directors:

None

1.3.8 2024 STIP Metric Ties to Other Metrics

Instructions: For each metric included in the 2024 STIP, all electrical corporations must indicate whether the metric is tied to its WMP (and the associated initiative number) and whether the metric is similar in nature to SPM metrics (and the associated SPM number). PG&E must also indicate whether the metric is similar in nature to SOM metrics (and the associated SOM number). For metrics similar in nature to a SOM, PG&E must explain any differences between its calculation of that metric and the required SOM method of calculation of that metric. Other electrical corporations may also indicate whether each metric included in the 2024 STIP is similar in nature to SOM metrics and to explain any differences between their calculation of that metric and SOM method of calculation of the metric.

Table 1.3.8
2024 STIP Ties to WMP, SPMs, and SOMs

Executive Compensation Structure Submission STIP Measure/Metric	Related to WMP Yes/ No	Related to WMP Initiative Number	Similar to SPM Yes/ No	Similar to SPM SPM Number	Similar to SOM Yes/ No	Similar to SOM SOM Number	Description of Computational/ Definitional Differences
Weather Normalized CPUC Reportable Fire Ignitions Rate	Yes	N/A	Yes	2.4	Yes	3.13 - 3.16	The STIP metric is calculated as a rate, whereas the SOMs are calculated as counts of ignitions. Please refer to Table 1.3.6 above for more information.
Quality Pass Rate	Yes	GM-01 and VM-08	No	N/A	No	N/A	N/A
Gas Dig-In Rate	No	N/A	Yes	5	Yes	4.1 and 5	The STIP metric measures all dig-ins per PG&E tickets (less Pole Test & Treat Tickets) received from all parties (i.e., 1st, 2nd and 3rd parties).
Preventable Motor Vehicle Incidents (PMVI) Rate	No	N/A	No	N/A	No	N/A	N/A
DCPP Reliability & Safety Indicator	No	N/A	No	N/A	No	N/A	N/A
Safe Dam Operating Capacity	No	N/A	No	N/A	No	N/A	N/A
Serious Injury Actual Count	No	N/A	Yes	15	Yes	1.1 and 1.2	The STIP metric is calculated as a count, whereas the SOMs are calculated as rates. The STIP count excludes

Executive Compensation Structure Submission STIP Measure/Metric	Related to WMP Yes/ No	Related to WMP Initiative Number	Similar to SPM Yes/ No	Similar to SPM SPM Number	Similar to SOM Yes/ No	Similar to SOM SOM Number	Description of Computational/ Definitional Differences
							fatalities, but the score will go to zero in the event of certain fatalities as described in Table 1.3.6 above.
CEMI 5 + CEMI 10	No	N/A	No	N/A	No	N/A	N/A
Operating Cash Flow	No	N/A	No	N/A	No	N/A	N/A
Non-GAAP Core Earnings per Share	No	N/A	No	N/A	No	N/A	N/A

1.4 Long-Term Incentive Program (LTIP) Public Utilities Code section 8389(e)(4)

Instructions: The LTIP includes all performance-based compensation awarded on a performance term of three or more years. If the electrical corporation uses more than one long-term incentive mechanism, the electrical corporation must repeat this information for each mechanism (e.g., three-year, four-year).

1.4.1 LTIP Structure

Instructions: The electrical corporation must provide name, title/function, grant date and estimated award percentage of TIC for each executive officer listed in Table 1.1.1 that receives or is expected to receive direct compensation under a LTIP for the applicable years. For the purpose of calculating the grant value as a percentage of TIC, the electrical corporation must use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. For purposes of calculating Earned Value as a percentage of TIC, the electrical corporation must use the value at the date of vesting. The electrical corporation must specify the percentages for each executive officer and not a range for various position levels. The electrical corporation must provide a table for each executive officer. The electrical corporation may make copies of Table 1.4.1 as necessary.

Table 1.4.1
2023 and 2024 LTIP Grants

EVP, Chief Customer and Enterprise Solutions Officer, Marlene Santos		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

EVP, Operations and Chief Operating Officer, Sumeet Singh		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

EVP, Engineering, Planning & Strategy Jason Glickman		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

EVP, Chief People Officer, Kaled Awada¹²		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	N/A	
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

EVP, Chief Information Officer Ajay Waghray		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

VP, Controller, Utility Chief Financial Officer, Stephanie Williams		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

¹² Kaled Awada did not hold an executive officer position at PG&E in 2023, and therefore, no information is provided for that year.

EVP, People, Shared Services & Supply Chain Julius Cox ¹³		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)		N/A
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

EVP, Operations & Chief Operating Officer Adam Wright ¹⁴		
	2023 Performance Year	2024 Performance Year
LTI Type	Grant Date Fair Value as a % of TIC	Target Value as a % of TIC
Stock Grant	N/A	N/A
Stock Option	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	N/A	N/A
Cash Performance Payment	N/A	N/A
Other	N/A	N/A

If Other LTIP Type indicated, provide explanation:

N/A

1. Is any LTIP compensation not at risk?

Yes: No:

Describe/Explain whether answering either Yes or No:

¹³ Julius Cox, Executive Vice President of People, Shared Services & Supply Chain was not eligible for 2024 LTIP because he resigned his position effective September 25, 2023.

¹⁴ Adam Wright, Executive Vice President, Operations and Chief Operating Officer (COO) was not eligible for 2023 or 2024 LTIP because he resigned his position effective February 6, 2023.

Performance share units awarded under the LTIP are an at-risk component of compensation that are performance based and tied to metrics.

2. Were the 2023 LTIP payouts determined based on a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:

Yes: No

3. Did the electrical corporation use one range for all 2023 LTIP metrics or differing ranges based on the category of metric)? Check one:

One range for all metrics: Multiple ranges:

4. Provide the 2023 LTIP metric range(s):

Table 1.4.2
2023 LTIP Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
System Harding Effectiveness (% of Miles in Highest Risk Areas)	0%	50%	100%	200%
Electric Corrective Maintenance in High Fire Risk Area (HFRA)	0%	50%	100%	200%
System Average Interruption Duration Index (SAIDI)	0%	50%	100%	200%
Relative Total Shareholder Return (TSR)	0%	50%	100%	200%

Describe the interpolation method between categories (e.g., straight line):

The interpolation method used was straight line.

5. Provide the 2024 LTIP metric performance range(s):

Table 1.4.3
2024 LTIP Metric Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
System Harding Effectiveness	0%	50%	100%	200%
Electric Corrective Maintenance in HFRA	0%	50%	100%	200%
SAIDI	0%	50%	100%	200%
Relative TSR	0%	50%	100%	200%

Describe the interpolation method between categories (e.g., straight line):

The interpolation method used is straight line.

6. Use of Any Performance Triggers

Does the electrical corporation's 2024 LTIP use any performance triggers (e.g., must achieve annual earnings per share of at least XYZ before any LTIP payments are made)? Check one:

Yes: No:

If "Yes," describe any performance triggers:

N/A

7. Use of Any Automatic, Non-Discretionary Deductions

Does the electrical corporation's 2024 LTIP have any automatic, non-discretionary deductions (e.g., failure to achieve WMP targets results in X% reduction, catastrophic wildfire results in zeroing out all safety metrics)? Check one:

Yes: No:

If "Yes," describe all automatic, non-discretionary deductions:

N/A

8. Use of Any Specifically Defined Discretionary Deductions

Does the electrical corporation's 2024 LTIP have any defined deductions (e.g., foundational goal(s)) that are part of the compensation structure? Check one:

Yes: No:

If "Yes," describe all specific/defined discretionary deductions that are part of the structure:

N/A

1.4.2 LTIP General Eligibility

Instructions: The electrical corporation must provide a description of the executive officers eligible for the electrical corporation's LTIP, including the target percentage of base salary by position and the target for each individual in the filing. The electrical corporation must describe any changes in LTIP eligibility from the prior period. The electrical corporation may add additional rows as needed.

*Table 1.4.4
LTIP Eligibility*

Potential LTIP awards are determined by the position's market. LTIP guidelines as a percentage of base salary by level are as follows:	
EVP and Chief Customer and Enterprise Solutions Officer, Marlene Santos	
EVP, Operations & Chief Operating Officer (COO), Sumeet Singh	
EVP, Engineering, Planning & Strategy, Jason Glickman	
EVP, Chief People Officer, Kaled Awada	
EVP and Chief Information Officer (CIO), Ajay Waghray	
VP, Controller, Utility Chief Financial Officer (CFO), Stephanie Williams	

1.4.3 LTIP Measures, Weighting and Award Basis

Instructions: For each LTIP type, the electrical corporation must indicate weighting and basis of award. If the basis of an award differs amongst position or person, the electrical corporation must copy Table 1.4.5 and Table 1.4.6 as necessary and indicate who the table applies to in space provided at the top of the table. The electrical corporation may add additional tables if LTIP varies for certain officer classifications.

Table 1.4.5
2023 LTIP Measures, Weighting, and Award Basis

Executive Title/ Function and Name: All Executive Officers		
LTIP Type	2023 Weight	2023 Performance Year LTIP Award Basis
Stock Grant	N/A	
Stock Option	N/A	
RSU	N/A	
PSU/ PRSU	100%	<ul style="list-style-type: none"> 40% Public Safety, equally weighted between System Hardening Effectiveness (% of Miles in Highest Risk Areas) and Electric Corrective Maintenance in HFRA 25% Customer Experience as SAIDI 35% Financial as Relative TSR
Cash	N/A	
Weighting Total:	100%	

Table 1.4.6
2024 LTIP Measures, Weighting, and Award Basis

Executive Title/ Function and Name: All Executive Officers		
LTI Type	2024 Weight	2024 Performance Year LTIP Award Basis ¹⁵
Stock Grant	N/A	
Stock Option	N/A	
RSU		
PSU/ PRSU	100%	<ul style="list-style-type: none"> • 40% Public Safety, equally weighted between System Hardening Effectiveness and Electric Corrective Maintenance in HFRA • 25% Customer Experience as SAIDI • 35% Financial as Relative TSR
Cash	N/A	
Other	N/A	
Weighting Total:	100%	

¹⁵ PG&E is unsure what is meant by “2024 Performance Year” in the context of an LTIP program design that uses a 3-year performance period. PG&E interprets this phrase as inquiring about the 2024 LTIP program design.

1.4.4 2024 LTIP Measures, Definitions and Calculations

Instructions: The electrical corporation must provide definitions and calculations for the 2024 LTIP metrics. For each metric, the electrical corporation must provide a definition of the metric, any adjustments or exclusions, the basis for the definition and the actual calculation such that if Energy Safety requested the source data/ inputs, the electrical corporation would be able to derive the reported results. The electrical corporation must also provide the weight given to the metric and the minimum, target, and maximum values for the metric.

Table 1.4.7
2024 LTIP Measures

Measure/Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions	Weight	Min.	Target	Max.
System Hardening (SH) Effectiveness	<p>Percentage of circuit miles completed under SH program within Highest Risk Areas (HRA) to reduce wildfire risk through either (1) undergrounding, (2) rebuild of overhead circuitry to current hardening design standards, or (3) removal of overhead circuitry (line removal), including enablement for remote grid. This work is performed in HFTD Tiers 2/3 and Tier 1.</p> <p>HRA is defined as (i) top 20% of approved risk model buydown curve;</p>	Nearest whole number of miles completed within the HFRA divided by the total system hardening miles completed.	<p>Projects completed prior to 01/01/2024 or after 12/31/2026</p> <p>System Hardening work performed outside of HFTD / HFRA unless the work is in support of a fire rebuild</p> <p>Previously hardened miles and Butte Rebuild Underground work</p>	20%	95.0%	97.0%	98.5%

Measure/Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions	Weight	Min.	Target	Max.
	<p>(ii) fire rebuild miles; (iii) PSPS mitigation miles; and (iv) Public Safety Specialist (PSS) identified miles.</p> <p>Additionally, the following conditions must be met or LTIP score for this metric will be 0.</p> <p>Condition 1: Achievement of 100% of system hardening miles target for 2024-2026, as filed in the 2023-2025 Wildfire Mitigation Plan (WMP) as of January 2024.¹⁶ The 2026 mileage target will be finalized in the 2026 WMP (filed in 2025).</p> <p>Condition 2: Achievement of 2023 GRC (2023-2026) risk reduction target as measured by the GRC methodology.</p>						

¹⁶ Assumes adoption of the WMP Change Order filed 1/8/2024.

Measure/Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions	Weight	Min.	Target	Max.
Electric Corrective (EC) Maintenance in HFRA	<p>Measures the percentage of risk reduced from the backlog of HFTD/HFRA ignition tags (pole & non-pole)</p> <p>As 99 percent of the wildfire risk occurs in HFTD and HFRA areas, this metric is focused on reducing the backlog of tags within these areas (specifically, tags that create wildfire risk). All outstanding tags have been grouped and separated into categories of Ignition Risk and Non-Ignition Risk in order to focus on tag remediations that will produce the greatest wildfire risk reduction.</p> <p>As stated in the WMP revision notice 04, PG&E will reduce wildfire risk associated with distribution ignition risk backlog of tags by 68% by the end of 2024. In addition, PG&E will</p>	<p>The percentage of risk reduced from the backlog of HFTD/HFRA ignition tags (Pole & non-Pole).</p> <p>Requires that the WMP unit goal be achieved as a threshold, If the WMP committed units are not completed, the LTIP score will be 0.</p>	Non-HFTD Electric Correctives Transmission units	20%	N/A	68%	74%

Measure/Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions	Weight	Min.	Target	Max.
	complete at least 25,000 more EC notifications than are created in HFTD in 2024. Wildfire risk targets for all years align with PGE WMP commitments and are subject to change if the underlying WMP commitments change.						
System Average Interruption Duration Index (SAIDI)	SAIDI is an overall measure of system reliability that measures the number of minutes associated with both unplanned and planned sustained outages (including transformer-only outages) that the average customer experiences in a year. This metric measures all T&D outages with the exceptions noted herein.	SAIDI is calculated by multiplying the average duration of customer interruptions by their total number, and then dividing by the total number of customers in the system.	Exclusions consist of: (a) 2.5 Beta major event days (MEDs) based on the Institute of Electrical and Electronics Engineers Standard 1366 (also referred to as the “2.5 Beta Method”), (b) Generation / ISO outages (rotating outages), (c) momentary outages, and (d) Secondary and service-level outages, (e) non-restorable customer minutes	25%	289.7	275.9	262.1

Measure/Metric	Definition	Calculation Methodology	Any Adjustment/ Exclusions	Weight	Min.	Target	Max.
Relative TSR	The internal rate of return to a shareholder during the performance period including price gains and dividends, relative to the TSR of comparator group companies.	TSR = Earnings Per Share growth + Price to Earnings multiple expansion + dividend yield.	N/A	35%	25 th percentile	50 th percentile	90 th percentile

1.4.5 Historical LTIP Data

Instructions: The electrical corporation must provide historical performance data (five years) for 2024 LTIP metrics. If data is lacking, or should be considered in a certain context, the electrical corporation must explain in the Notes/Context field provided why there is no data for a given year(s) and the relevant context. The electrical corporation may add rows as necessary.

Table 1.4.8
LTIP Metric Historical Actual Performance

Metric/Measure	2019	2020	2021	2022	2023
System Hardening Effectiveness	N/A	N/A	N/A	N/A	95%
Electric Corrective Maintenance in HFRA	N/A	N/A	N/A	N/A	53%
SAIDI	148.8	153.2	218.7 (actual), 396.5 (re-baselined to account for EPSS impacts)	261.0	283.5
Relative TSR ¹⁷	0 percentile	100th percentile	4th percentile	100th percentile	100 th percentile

Notes/Context:

1. System Hardening Effectiveness in its current basic form was first used in 2023 (when it was called System Hardening (% of Miles in Highest Risk Areas). The System Hardening Effectiveness metric methodology was revised in 2023 to measure percent completion of system hardening miles included in the wildfire mitigation plan to ensure alignment with any relevant changes. Comparable data for 2019-2022 is not available.
2. Electrical Corrective Maintenance in HFRA was a new LTIP metric in 2023. Data for 2019 – 2022 is therefore not available.

¹⁷ Historical Annual Relative TSR data for the years 2021 to 2023 is based on Meridian TSR Performance Report, dated January 5, 2024.

1.4.6 2023 LTIP Adjustments

Instructions: The electrical corporation must provide an explanation of any increases and decreases in 2023 LTIP compensation due to failing to meet safety or other targets. The electrical corporation must separately describe any adjustments to LTIP compensation levels made by the Compensation Committee or executive management and the amount and reason for the reduction. The electrical corporation must detail any adjustments made to increase compensation beyond the levels warranted by the corporation's actual performance (in any metric classification) and the reasons for the adjustments.

1. Actual performance lower than target due to failure to meet safety target(s):¹⁸

N/A

2. Actual performance lower than target due to failure to meet other target(s):

The Customer Satisfaction Score and PSPS Notifications Accuracy metrics were lower than target.

3. Any additional deductions, or upward adjustments, made by the executive management, the Compensation Committee, or full Board of Directors and the reason for each adjustment:

N/A

¹⁸ PG&E interprets this Section 1.4.6 and Section 1.4.7 below to inquire about 2020 LTIP awards that vested and were paid in 2023 following a three-year performance period. PG&E is providing information about 2020 LTIP Awards that vested in 2023.

1.4.7 LTIP Prior Year Actuals

Instructions: For any prior year LTIP programs that vested in 2023, provide details of projected and actual payouts/performance.

Table 1.4.9
LTIP Program Vesting in 2023¹⁹

LTIP Program Name	Performance Measure	Projected % of TIC at Time of Grant	Actual % of TIC at Vesting Date
2020 PSU	<ul style="list-style-type: none"> • Public Safety and Reliability 50% (consisting of System Hardening and Substation Enablement) • Customer Experience 50% (consisting of Customer Satisfaction Score and PSPS Notification Accuracy) • Relative TSR (modifier) 	67%	148%
2021 RSU	Stock price	12%	17%
2022 RSU	Stock Price	11%	15%

1.5 Fixed versus Incentive Compensation

Instructions: In Table 1.5.1, for each executive officer with a new or amended contract, the electrical corporation must provide the executive title and function, the executive name (if the executive is classified as an Officer of the Company per the Company's website), the target percentage of Base Salary, Short-Term Incentives (STIP), Long-Term

¹⁹ The increase in value for 2020 PSUs reflects a performance score greater than 1.0, as well as a 73% increase in stock price. PSUs represent accumulated growth after a three-year performance period. An RSU vesting typically represents one-third of the total RSU LTIP award and vests annually on the anniversary of the grant date. TIC represents the annual STIP target and LTIP grant date fair value in the grant year.

Incentives (LTIP), and Indirect and Ancillary Compensation as a proportion of Total Compensation (TC) for the appropriate 2024 filing year. See the definition of the proceeding terms in **Attachment 2**.

Exclude all pension plans, whether qualified or non-qualified from Table 1.5.1. The total indirect and ancillary service costs reported in Table 1.5.1 must reconcile with the corresponding values in Table 1.6.1.

For purposes of calculating the percentage of TC, use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. Percentages must be specified for each executive officer and not a range for various position levels.

*Table 1.5.1
Fixed versus Incentive Compensation at the Target Level*

Executive Title/ Function and Name (where applicable)	Target Base Salary as a Percent of TC	Target Annual STIP as a Percent of TC	Target Quarterly STIP as a Percent of TC	Target LTIP as a Percent of TC	Indirect and Ancillary Compensat ion as a Percent of TC
EVP, Chief Customer and Enterprise Solutions Officer, Marlene Santos			N/A		
EVP, Operations & Chief Operating Officer, Sumeet Singh			N/A		
EVP, Engineering, Planning & Strategy, Jason Glickman			N/A		
EVP, Chief People Officer, Kaled Awada			N/A		
EVP, Chief Information Officer, Ajay Waghray			N/A		
VP, Controller, Utility Chief Financial Officer, Stephanie Williams			N/A		

List all types of indirect and ancillary compensation included in Table 1.5.1:

Ancillary compensation in table 1.5.1 includes pension service cost, fitness/health club reimbursement, the cost of annual physicals offered to Executive Officers (executive health), and the cost of supplemental Accidental Death & Dismemberment insurance offered to Executive Officers.

1.6 Indirect or Ancillary Compensation

1.6.1 Indirect and Ancillary Compensation (not including Supplemental Executive Retirement Plans (SERPs))

Instructions: The electrical corporation must list all indirect and ancillary compensation (excluding SERP) provided to executive officers with new or amended contracts. See **Attachment 2** for the definition of and a list of typical indirect or ancillary compensation. If the electrical corporation provides indirect or ancillary compensation, the electrical corporation must provide the current estimated proportion of TC for each executive officer. The total indirect and ancillary service costs reported in Table 1.6.1 must reconcile with the corresponding values Table 1.5.1. For purposes of calculating the percentage of TC, use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. The electrical corporation must specify percentages for each executive officer and not a range for various position levels. The electrical corporation must exclude all pension plans whether qualified or non-qualified in Table 1.6.1. The electrical corporation may add rows and explanatory notes as necessary.

*Table 1.6.1
2024 Indirect or Ancillary Compensation Example (Excluding SERP)*

Title	2024 Indirect or Ancillary Compensation Element	Eligibility Requirements	Frequency (One-Time, Annual, Other)	Current Estimated Proportion of 2024 TC
EVP and Chief Customer and Enterprise Solutions Officer	Qualified Pension Service Cost	All Executive Officers	Annual	
EVP and Chief Customer and Enterprise Solutions Officer	Health Club Reimbursement	Director and above	Monthly	
EVP and Chief Customer and Enterprise Solutions Officer	Executive Health	All Executive Officers	Annual	

Title	2024 Indirect or Ancillary Compensation Element	Eligibility Requirements	Frequency (One-Time, Annual, Other)	Current Estimated Proportion of 2024 TC
EVP and Chief Customer and Enterprise Solutions Officer	Accidental Death & Dismemberment	All Executive Officers	Annual	
EVP, Operations & Chief Operating Officer (COO)	Qualified Pension Service Cost	All Executive Officers	Annual	
EVP, Operations & Chief Operating Officer (COO)	Accidental Death & Dismemberment	All Executive Officers	Annual	
EVP, Engineering, Planning & Strategy	Qualified Pension Service Cost	All Executive Officers	Annual	
EVP, Engineering, Planning & Strategy	Executive Health	All Executive Officers	Annual	
EVP, Engineering, Planning & Strategy	Accidental Death & Dismemberment	All Executive Officers	Annual	
EVP and Chief Information Officer (CIO)	Qualified Pension Service Cost	All Executive Officers	Annual	
EVP and Chief Information Officer (CIO)	Executive Health	All Executive Officers	Annual	
EVP and Chief Information Officer (CIO)	Accidental Death & Dismemberment	All Executive Officers	Annual	
VP, Controller, Utility Chief Financial Officer (CFO)	Qualified Pension Service Cost	All Executive Officers	Annual	
VP, Controller, Utility Chief Financial Officer (CFO)	Accidental Death & Dismemberment	All Executive Officers	Annual	

1.6.2 Supplemental Executive Retirement Plans (SERPs)

Instructions: Provide details of the SERP for all executive officers as defined in Public Utilities Code Section 451.5I and Attachment 2.

1. Availability of Supplemental Retirement Plans

Does the electrical corporation have supplemental retirement plans for non-Executive Officers? Check one:

Yes: No:

If “Yes,” describe the eligibility requirements for the plan(s):

There are three supplemental retirement plans non-Executive Officers are eligible for: the Supplemental Retirement Savings Plans (“SRSP”), the Supplemental Executive Retirement Plan (“SERP”), and the Defined Contribution Executive Supplemental Retirement Plan (“DC-ESRP”).

- Eligibility for the SERP and DC-ESRP is based on job level. Employees who hold an officer position are eligible.
- Eligibility for the SRSP is based on job level. Employees who hold a job at the following levels are eligible: Officers, Senior Directors, Directors, and Chiefs (including certain attorneys), or other key employees determined by the Plan Administrator.

2. Structure of Supplemental Retirement Plans

If supplemental retirement plans are available, describe:

- The eligibility requirements for participation in the plan(s).
- The award basis for plan(s) (e.g., years of service, company stock performance over the period of service, etc.).
- The type of payment made (e.g., cash, stock, combination of cash and stock).
- The award schedule for the plan(s).

SRSP:

Eligibility: Officers, Senior Directors, Directors, and Chiefs (including certain attorneys), or other key employees determined by the Plan Administrator).

Award Basis: The SRSP benefit provides matching employer contribution benefits to eligible employees based on the same benefit formula as the tax-qualified Retirement Savings Plan. These benefits are provided in the SRSP when PG&E is unable to make equivalent contributions to the qualified plan because of limitations imposed by law.

Type of Payment: Cash.

Award Schedule: 7 months after termination.

SERP:

Eligibility: Officers of the company, hired or became an officer prior to 2013.

Award Basis: The SERP provides benefits to covered employees generally based on the same benefit formula as the tax-qualified pension plan. The SERP benefit includes payments made based on STIP metric performance. SERP benefits are reduced by amounts paid from the tax-qualified pension.

Type of Payment: Cash.

Award Schedule: 7 months after retirement (55 and older) lump sum payment and monthly thereafter.

DC-ESRP:

Eligibility: Officers of the company who do not participate in the SERP.

Award Basis: Participants receive contribution benefits based on a percentage of salary and STIP payments.

Type of Payment: Cash.

Award Schedule: The accumulated balance is distributed to participants beginning seven months following termination, in one to ten installments based on one's elections while an active employee.

3. Supplemental Retirement Plan Benefits

Instructions: Provide SERP values for all executive officers described in the electrical corporation's executive compensation submission. If an executive officer is not eligible for the SERP, please indicate.

Table 1.6.2
SERP Example

Title	Number of Years Credited Service as of 2024	Present Value of Accumulated Benefit – 2023 as a % of TDC	Cash Balance Account Lump Sum Value – 2023 as a % of TDC
EVP and Chief Customer and Enterprise Solutions Officer			
EVP, Operations & Chief Operating Officer			
EVP, Engineering, Planning & Strategy/Engineering, Planning & Strategies			
EVP, Chief People Officer			
EVP and Chief Information Officer			
VP, Controller, Utility Chief Financial Officer			

1.7 Long-Term Incentive Program (LTIP) Public Utilities Code Section 8389(e)(6)A

Instructions: The LTIP includes all performance-based compensation awarded on a performance term of three or more years. If the electrical corporation uses more than one long-term incentive mechanism, the electrical corporation must repeat this information for each mechanism (e.g., Three-year, Four-Year).

1.7.1 LTIP Structure

Instructions: The electrical corporation must provide the name, title/function, grant date, vesting schedule, and estimated award percentage of TC for each executive officer with any new or amended contract that receives or is expected to receive direct compensation under a LTIP for the applicable years. For purposes of calculating the grant value as a percentage of TC, the electrical corporation must use the grant value of the compensation as determined for accounting purposes. Grant value is the value that is disclosed in proxy statement summary compensation tables for executive officers who are proxy officers. For the purposes of calculating Earned Value as a percentage of TC, the electrical corporation must use the value at the date of vesting. The electrical corporation must specify percentages for each executive officer and not a range for various position

levels. The electrical corporation must provide a table for each executive officer. The electrical corporation may make copies of Table 1.7.1 as necessary.

Table 1.7.1
2023 and 2024 LTIP Grants²⁰

EVP and Chief Customer and Enterprise Solutions Officer, Marlene Santos						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	03/01/2023	100% after 3 years		3/1/2024	100% after 3 years	
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

²⁰ The 2024 annual LTIP was granted to Executive Officers on March 1, 2024. We are reporting the grant date fair value of the 2024 Target LTIP based on the definition.

EVP, Operations & Chief Operating Officer, Sumeet Singh						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	03/01/2023	100% after 3 years		3/1/2024	100% after 3 years	
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

EVP, Engineering, Planning & Strategy, Jason Glickman						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	03/01/2023	100% after 3 years		3/1/2024	100% after 3 years	
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A

EVP, Engineering, Planning & Strategy, Jason Glickman						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Other	N/A	N/A	N/A	N/A	N/A	N/A

EVP, Chief People Officer, Kaled Awada						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	N/A	N/A	N/A	3/1/2024	100% after 3 years	
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

EVP, Chief Information Officer (CIO), Ajay Waghray						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	03/01/2023	100% after 3 years		3/1/2024	100% after 3 years	
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

VP, Controller, Utility Chief Financial Officer, Stephanie Williams						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	03/01/2023	100% after 3 years		3/1/2024	100% after 3 years	
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

EVP, People, Shared Services & Supply Chain, Julius Cox						
LTIP Type	2023 PY Grant Date (1)	2023 PY Vesting Schedule	2023 PY Grant Date Fair Value as a % of TC	2024 PY Anticipated Grant Date	2024 PY Vesting Schedule	2024 PY Target Value as a % of TC
Stock Grant	N/A	N/A	N/A	N/A	N/A	N/A
Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Restricted Stock Unit (RSU)	N/A	N/A	N/A	N/A	N/A	N/A
Performance Share Unit (PSU)/ Performance Restricted Stock Unit (PRSU)	03/01/2023	100% after 3 years		N/A	N/A	N/A
Cash Performance Payment	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

(1) Performance Year (PY)

If Other LTIP Type indicated, provide an explanation:

N/A

1. Is any LTIP compensation not at risk?

Yes: No:

Describe/Explain for answering either Yes or No:

Performance share units awarded under the LTIP are an at-risk component of compensation that are performance based and tied to metrics.

2. Were the 2023 LTIP payouts determined based on a performance range (i.e., below minimum/threshold, minimum/threshold, target, maximum)? Check one:²¹

Yes: No:

3. Did the electrical corporation use one range for all 2023 LTIP metrics or differing ranges based on the category of metric)? Check one:

One range for all metrics: Multiple ranges:

4. Provide the 2023 LTIP metric range(s):

Table 1.7.2
2023 LTIP Performance Range(s)

	Below Minimum	Minimum	Target	Maximum
System Hardening Effectiveness (% of Miles in Highest Risk Areas)	0%	50%	100%	200%
Electric Corrective Maintenance in HFRA	0%	50%	100%	200%
SAIDI	0%	50%	100%	200%
Relative Total Shareholder Return	0%	50%	100%	200%

²¹ PG&E interprets this question to pertain to LTIP performance share awards granted in 2023 that will potentially be payable in 2026, following completion of a 3-year performance period spanning January 1, 2023 through December 31, 2025. PG&E does not understand this question to pertain to LTIP awards paid in 2023.

Describe the interpolation method between categories (e.g., straight line):

The interpolation method used was straight line.

5. Provide the 2024 LTIP metric range(s):

*Table 1.7.3
2024 LTIP Performance Range(s)*

	Below Minimum	Minimum	Target	Maximum
System Hardening Effectiveness	0%	50%	100%	200%
Electric Corrective Maintenance in HFRA	0%	50%	100%	200%
SAIDI	0%	50%	100%	200%
Relative TSR	0%	50%	100%	200%

Describe the interpolation method between categories (e.g., straight line):

The interpolation method used is straight line.

6. Use of Any Performance Triggers

Does the electrical corporation's 2024 LTIP use any performance triggers (e.g., must achieve annual earnings per share of at least XYZ before any LTIP payments are made)? Check one:

Yes: No:

If "Yes," describe any performance triggers:

N/A

7. Use of Any Automatic, Non-Discretionary Deductions

Does the electrical corporation's 2024 LTIP have any automatic, non-discretionary deductions (e.g., failure to achieve WMP targets results in X% reduction, catastrophic wildfire results in zeroing out all safety metrics)? Check one:

Yes: No:

If "Yes," describe all automatic, non-discretionary deductions:

N/A

1.7.2 LTIP Measures, Weighting and Vesting

Instructions: For each LTIP Type, the electrical corporation must indicate vesting period and type. If the basis of award differs amongst position or person, copy Table 1.7.4 and Table 1.7.5 as necessary and indicate who the table applies to in space provided at the top of the table. The electrical corporation must add additional tables if LTIP varies for certain officer classifications.

Table 1.7.4
2023 LTIP Measures Vesting

All Executive Officers	
LTIP Type	Vesting Period and Type
Stock Grant	N/A
Stock Option	N/A
RSU	N/A
PSU/ PRSU	3-year vesting; PSUs normally vest on the third anniversary of the grant date, subject to People and Compensation Committee certification
Cash	N/A
Other	N/A
Weighting Total:	100%

Table 1.7.5
2024 LTIP Measures Vesting

All Executive Officers	
LTI Type	Vesting Period and Type
Stock Grant	N/A
Stock Option	N/A
RSU	N/A
PSU/ PRSU	3-year vesting; PSUs normally vest on the third anniversary of the grant date, subject to People and Compensation Committee certification
Cash	N/A
Other	N/A
Weighting Total:	100%

1.8 ACR 9 Executive Compensation Proposal

1.8.1 ACR Executive Compensation Proposal Alignment

Instructions: PG&E must demonstrate how it complies with the additional requirements set forth in ACR 9. PG&E must provide an explanation of how its compensation structure aligns or does not align with the element for each element of ACR 9.

Other electrical corporations may demonstrate how they comply with the additional requirements set forth in ACR 9. Other electrical corporations may provide an explanation of how their compensation structure aligns or does not align with the element for each element of ACR 9.

1. Publicly disclosed compensation arrangements for executives.

Public Disclosure: D.20-05-053 requires “[p]ublicly disclosed compensation arrangements for executives.”²² PG&E complies with this requirement in numerous ways:

- On June 25, 2020, PG&E’s Board of Directors adopted a Policy Statement providing in part: “It is the policy of this Board that compensation provided to executive officers (as defined in Public Utilities Code §§ 451.5 and 8389(e))...shall comply with the following: ...Compensation arrangement for executives must be publicly disclosed.”²³
- PG&E annually provides detailed disclosures regarding executive compensation in PG&E’s and PG&E Corporation’s joint proxy statements. The proxy statements are publicly available on the websites of PG&E Corporation, the Securities and Exchange Commission and other organizations.
- PG&E annually files detailed reports regarding compensation for officers (including executive officers) who annually earn \$250,000 or more pursuant to the Commission’s General Order 77-M. These reports are publicly available on the Commission’s website.
- PG&E annually provides detailed information about its executive compensation structure to Energy Safety, including in the current filing. Energy Safety posts each electrical corporation’s annual submission on Energy Safety’s website.

²² D.20-05-053 at 88.

²³ Policy Statement of the Board of Directors of PG&E Regarding Executive Compensation Following Emergence from Chapter 11 (“June 25, 2020 Policy Statement”).

2. Written compensation agreements for executives.

Written Compensation Agreements: D.20-05-053 requires “[w]ritten compensation agreements for executives.”²⁴ As PG&E stated in the Plan of Reorganization Order Instituting Investigation, I.19-09-016 (the “POR OII”),²⁵ PG&E understands this requirement to connote the written shareholder-approved PG&E Corporation 2021 Long-Term Incentive Plan (“LTIP”) (under which equity-based long-term incentive compensation is provided to PG&E executive officers), written award contracts for awards provided under the LTIP (which are used for PG&E executive officers), and public disclosure of the terms, features, and results of PG&E’s compensation programs (which are provided as set forth above). Additionally, on January 19, 2022, the People and Compensation Committee of the PG&E Corporation Board of Directors adopted the PG&E Corporation Short-Term Incentive Plan (the “STIP”), under which officers and employees of PG&E and PG&E Corporation and their subsidiaries are eligible to receive incentive-based cash compensation based on selected metrics that are designed to align their interests with those of PG&E and PG&E Corporation. PG&E generally does not have written employment contracts with its executive officers more broadly, and stated without objection in the POR OII that it does not support a requirement of using such contracts.²⁶ The PG&E Board’s June 25, 2020 Policy Statement reiterates that “[t]he Utility shall have written compensation agreements for executives,” “[c]onsistent with the Utility’s written submissions to the Commission in the proceeding that culminated in the Decision Approving Reorganization Plan of [PG&E] and PG&E Corporation (D.20-05-053).”²⁷

²⁴ D.20-05-053 at 88.

²⁵ See PG&E’s Post-Hearing Brief and Comments on Assigned Commissioner’s Proposals, filed Mar. 13, 2020 in I.19-09-016, at 164.

²⁶ See *id.*

²⁷ June 25, 2020 Policy Statement.

3. Guaranteed cash compensation as a percentage of total compensation that does not exceed industry norms.

Guaranteed Cash Compensation Within Industry Norms: D.20-05-053 requires that “[g]uaranteed cash compensation as a percentage of total compensation . . . not exceed industry norms.”²⁸ The People and Compensation Committee uses its independent consultant to help ensure that cash compensation as a percentage of total compensation does not exceed industry norms. The PG&E Board’s June 25, 2020 Policy Statement further formalizes that “[g]uaranteed cash compensation as a percentage of total compensation shall not exceed industry norms.”²⁹

4. Holding or deferring the majority or super-majority of incentive compensation, in form of equity awards, for at least 3 years.

Deferral of Equity Awards: D.20-05-053 requires “[h]olding or deferring the majority or super-majority of incentive compensation, in the form of equity awards, for at least 3 years.” As noted in PG&E’s submission, long-term incentive compensation for PG&E’s executive officers for 2024 consists predominantly of performance share awards, and such awards are subject to a three-year hold. Additionally, the PG&E Board’s June 25, 2020 Policy Statement requires that (i) “a significant portion of compensation, which may take the form of grants of PG&E Corporation common stock, [be] based on the Utility’s long-term performance and value, with such compensation held or deferred for a period of at least three years”; and (ii) “[t]he majority or super-majority of incentive compensation, in the form of equity awards must be held or deferred for at least three years.”³⁰

²⁸ D.20-05-053 at 88.

²⁹ June 25, 2020 Policy Statement.

³⁰ June 25, 2020 Policy Statement.

5. Basing a significant component of long-term incentive compensation on safety performance, as measured by a relevant subset of by the Safety and Operational Metrics to be developed, as well as customer satisfaction, engagement, and welfare. The remaining portion may be based on financial performance or other considerations.

Safety Metrics: D.20-05-053 requires “[b]asing a significant component of long-term incentive compensation on safety performance, as measured by a relevant subset of by [sic] the Safety and Operational Metrics to be developed, as well as customer satisfaction, engagement, and welfare.”³¹ The Decision provides that “[t]he remaining portion may be based on financial performance or other considerations.”³²

PG&E’s 2024 executive compensation structure complies with these requirements. As shown herein, PG&E’s STIP design for 2024 uses metrics that are weighted 60% to safety, and PG&E’s LTIP program design for 2024 uses metrics that are weighted 40% to safety.

Further, PG&E’s STIP design for 2024 is weighted an additional 10%, and the LTIP program design for 2024 is weighted an additional 25%, to customer satisfaction, engagement, and/or welfare.

The STIP and LTIP program designs for 2024 include numerous metrics that are identical or similar to Safety and Operational Metrics (“SOMS”) approved by the Commission on November 9, 2021.³³ Please see above for how various STIP metrics align with the SOMs. Additionally, Electric Corrective Maintenance in HFRA, a metric in the 2024 LTIP program design, aligns with the GO-95 Corrective Action in HFTDs SOM (SOM No. 3.11).³⁴ Further, the SAIDI metric in the 2024 LTIP program design aligns with the SAIDI SOM (SOM No. 2.1).³⁵

³¹ D.20-05-053 at 88.

³² *Id.*

³³ See Decision Addressing Phase I, Track 1 and 2 Issues, D.21-11-009, in *Order Instituting Rulemaking to Further Develop a Risk-Based Decision-Making Framework for Electric and Gas Utilities*, R.20-07-013. The CPUC-approved SOMS, as applicable to PG&E, are listed in Appendices A and B to the Decision.

³⁴ See *id.*, Appendix A, Item 3.11.

³⁵ See *id.*, Appendix A, Item 2.1.

6. Annual review of awards by an independent consultant.

Annual Review: D.20-05-053 requires “[a]nnual review of awards by an independent consultant.”³⁶ The PG&E Corporation Board of Directors’ People and Compensation Committee—which advises the PG&E Board regarding executive compensation matters—uses a nationally recognized independent compensation consultant, Meridian Compensation Partners, LLC, to review awards for compliance with AB 1054, with D.20.05-053, and with best practices.

7. Annual reporting of awards to the CPUC through a Tier 1 advice letter compliance filing.

Annual Reporting: D.20-05-053 requires “[a]nnual reporting of awards to the CPUC through a Tier 1 advice letter compliance filing.”³⁷ The PG&E Board’s June 25, 2020 Policy Statement implemented this requirement by providing that “[t]he Utility shall provide annual reporting of awards to the Commission through a Tier 1 advice letter compliance filing.”³⁸ PG&E filed the Tier 1 advice letter reporting on awards for 2023 on April 28, 2023.³⁹ PG&E intends to file a Tier 1 advice letter reporting on awards for 2024 later this year.

³⁶ D.20-05-053 at 88.

³⁷ *Id.*

³⁸ June 25, 2020 Policy Statement.

³⁹ See Advice Letter 4753-G/6931-E.

- 8. A presumption that a material portion of executive incentive compensation shall be withheld if the PG&E is the ignition source of a catastrophic wildfire, unless the Commission determines that it would be inappropriate based on the conduct of the utility.**

Presumption of Withholding: D.20-05-053 imposes “[a] presumption that a material portion of executive incentive compensation shall be withheld if . . . PG&E is the ignition source of a catastrophic wildfire, unless the Commission determines that it would be inappropriate based on the conduct of the utility.”⁴⁰ The Decision clarifies who bears responsibility for applying the presumption, as follows: “PG&E . . . make[s] the initial determination as to whether PG&E ha[s] caused a catastrophic event that warrants reduction or elimination of incentive compensation, [and] that . . . decision [is] subject to Commission review and modification.”⁴¹ PG&E implemented this portion of D.20-05-053 in the Board’s June 25, 2020 Policy Statement, which provides in part: “There shall be a presumption that a material portion of executive incentive compensation shall be withheld if the Utility is the ignition source of a catastrophic wildfire, subject to any decision by the Board that such withholding would be inappropriate based on the conduct of the Utility. Any such determination by the Board shall be subject to Commission review and modification.”⁴²

⁴⁰ D.20-05-053 at 88.

⁴¹ *Id.* at 92.

⁴² June 25, 2020 Policy Statement.

- 9. Executive officer compensation policies will include provisions that allow for restrictions, limitations, and cancellations of severance payments in the event of any felony criminal conviction related to public health and safety or financial misconduct by the reorganized PG&E, for executive officers serving at the time of the underlying conduct that led to the conviction. Implementation of this policy should take into account PG&E’s need to attract and retain highly qualified executive officers.**

Severance Policy: D.20-05-053 provides: “Executive officer compensation policies will include provisions that allow for restrictions, limitations, and cancellations of severance payments in the event of any felony criminal conviction related to public health and safety or financial misconduct by the reorganized PG&E, for executive officers serving at the time of the underlying conduct that led to the conviction. Implementation of this policy should take into account PG&E’s need to attract and retain highly qualified executive officers.”⁴³ The Board’s June 25, 2020 Policy Statement required PG&E’s executive compensation severance policy to include such provisions. Thereafter, on September 24, 2020, the PG&E Corporation Compensation Committee approved amendments to the PG&E Corporation 2012 Officer Severance Policy (which applies to executive officers of PG&E). Under the amended policy, the Board has the right to restrict, limit, cancel, reduce, or require forfeiture of certain payments or benefits to executive officers in the event of, among other things, a felony conviction of PG&E related to public health and safety or financial misconduct by PG&E following its emergence from Chapter 11 (a “Company Conviction”), provided that such executive officer was serving as an executive officer at the time of the underlying conduct that led to the conviction.⁴⁴ Also, under the amended policy, PG&E may recoup or require reimbursement or repayment of rights, payments, and benefits under the policy from PG&E executive officers in the event such executive officers engaged in misconduct that materially contributed to some of the actions or omissions on which the Company Conviction is based.⁴⁵

⁴³ D.20-05-053 at 89.

⁴⁴ See PG&E Corporation and PG&E Form 8-K (Sept. 22, 2020).

⁴⁵ See *id.*