



FIRSTENERGY CORP.

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# Corporate Governance

**FirstEnergy**<sup>®</sup>



FirstEnergy is committed to upholding high standards for ethics and integrity – the cornerstone of effective corporate governance. Your Board of Directors and management team also recognize the importance of maintaining a transparent, constructive dialogue regarding corporate governance with the company’s shareholders and the investment community. Productive engagement between FirstEnergy and its shareholders on the fundamentals of good corporate governance leads to a better understanding of the complex matters facing the company and promotes greater alignment in areas of mutual interest.

We take an active interest in the perspectives of our shareholders and continually strive for ongoing engagement throughout the year. Our goal is to communicate our viewpoints on emerging governance, executive compensation and other issues. Equally important, FirstEnergy and your Board greatly benefit from the ideas and opinions provided by shareholders.

Toward that end, we provide your Board and management team with feedback and suggestions from our shareholders on important corporate governance issues and, conversely, we inform

shareholders on how to communicate their views to our Board. As part of this process, we report shareholder comments and suggestions to the Committees of your Board, including the Compensation Committee and Corporate Governance Committee and, if relevant, to the full Board for their consideration.

FirstEnergy President and CEO Chuck Jones plays a vital role in our commitment to maintaining high standards for policies and practices that ensure good corporate governance and remains committed to clear and transparent communication with shareholders. Through our proactive engagement, we are working to maintain the trust and confidence of our shareholders as we unlock the full value of their investment in FirstEnergy.

Sincerely,

A handwritten signature in black ink that reads "Ebony Yeboah-Amankwah". The signature is fluid and cursive, written in a professional style.

**Ebony Yeboah-Amankwah**

Vice President, Corporate Secretary and  
Chief Ethics Officer

# Governance Structure

# Corporate Responsibility



Our Board of Directors and executive leadership team are responsible for ensuring that sound corporate governance policies and practices are in place and working throughout our company. We support disclosure and corporate governance requirements and regularly review and update our policies and practices accordingly.

Our Board is confident that FirstEnergy's governance principles enhance its ability to represent shareholders' interests thoughtfully and independently. The Board has established Corporate Governance Policies which, together with Board committee charters, serve as a framework for meeting governance duties and responsibilities. Our Corporate Governance Policies and Board committee charters are available at [www.firstenergycorp.com/charters](http://www.firstenergycorp.com/charters).

We strive to build long-term relationships with shareholders that center on trust, transparency and our mission:

*We are a forward-looking electric utility powered by a diverse team of employees committed to making customers' lives brighter, the environment better and our communities stronger.*

Our mission statement underscores our commitment to bringing good energy to the customers and communities we are privileged to serve as we continue to make progress toward becoming a high-performance, fully regulated utility company.

# Corporate Governance Shareholder Engagement Program

FirstEnergy promotes a strong, integrated approach to corporate governance that includes effective outreach to a broad base of shareholders throughout the year. It aligns with our Codes of Conduct, which communicate our commitment to

maintaining high standards of business conduct and ethics. This collaborative, year-round program results in productive dialogue among the Board, the company's leadership team and shareholders.

Our corporate governance shareholder engagement team comprises FirstEnergy Board members, company executives and representatives from the offices of the Corporate Secretary, Investor Relations, Executive Compensation and Environmental, who attend meetings as needed.

## Step 1: Analyze

Following our annual meeting of shareholders in May, the Corporate Governance Committee of the Board and, as needed, the full Board and its other committees review shareholder voting for feedback and to identify topics of interest. Through this process, we identify and research topics of interest to our shareholders as we prepare to fully engage with them over the coming months.

## Step 2: Engage

Based on the results of our review and research process, we engage with shareholders in open and direct discussions on corporate governance matters. Through direct outreach, conference calls, emails and other forms of communication, we listen to the diverse views of our shareholders, solicit feedback on corporate governance and develop responses to shareholder suggestions.

## Step 3: Review

As our year-round engagement cycle continues, the Corporate Governance Committee of the Board and, as needed, the full Board and its other committees review opinions and advice from shareholders on governance and other issues. Through this process, we strive to understand and respond to shareholders' specific feedback, and discuss potential changes to our governance practices that meet the needs and expectations of FirstEnergy and its shareholders.



## Step 4: Publish Proxy Statement

We further engage with shareholders through the publication of the Proxy Statement, which contains important information about proxy voting, the annual meeting of shareholders and key facts about the Board.

The Proxy Statement demonstrates our ongoing commitment to provide investors with a clear and comprehensive discussion of matters to be addressed at the annual meeting of shareholders. The Proxy Statement also sets forth management and shareholder proposals to be voted on at the meeting and provides an overview of important corporate governance issues. During this period, we seek support from shareholders for the Board's voting recommendations.

# Access to the Board of Directors

The Board of Directors communicates with shareholders and the investment community primarily through the Proxy Statement. We encourage shareholders to contact our Board, including the Chairman of the Board, in writing or by email:

## **FirstEnergy Board of Directors**

Attention: Corporate Secretary, A-GO-18  
FirstEnergy Corp.  
76 South Main St., Akron, Ohio 44308  
Email: [eyeboah@firstenergycorp.com](mailto:eyeboah@firstenergycorp.com)

## **Retail Shareholder Services**

The office of the Corporate Secretary provides direction and oversight to FirstEnergy's Transfer Agent regarding retail shareholder-related activity.

## **Company Contact**

FirstEnergy Corp.  
76 South Main St., Akron, OH 44308  
[firstenergy@amstock.com](mailto:firstenergy@amstock.com)

## **Transfer Agent**

American Stock Transfer & Trust Company, LLC (AST) is FirstEnergy's Transfer Agent, Dividend Paying Agent, Stock Investment Plan Administrator and Shareholder Records Agent.

## **Contact AST:**

American Stock Transfer & Trust Company, LLC  
Attention: FirstEnergy Corp.  
P.O. Box 2016, New York, NY 10272-2016

Call AST toll-free at (800) 736-3402, between 8:00 a.m. and 8:00 p.m. Eastern time, Monday through Friday. Interactive Voice Response is available 24 hours a day, seven days a week.

## **Institutional Shareholder Services**

### **Investor Relations Contacts**

#### **Irene M. Prezelj, Vice President**

[prezelj@firstenergycorp.com](mailto:prezelj@firstenergycorp.com)  
(330) 384-3859

#### **Jake M. Mackin, Manager**

[mackinj@firstenergycorp.com](mailto:mackinj@firstenergycorp.com)  
(330) 384-4829

