

**GREAT PLAINS ENERGY INCORPORATED**  
**COMPENSATION AND DEVELOPMENT COMMITTEE CHARTER**

**Revised December 5, 2005**

**I. Purpose**

There shall be a Compensation and Development Committee whose members shall be appointed by the Board of Directors to assist the Board in overseeing compensation for the Company.

The Compensation and Development Committee's primary purposes are to:

- Attract and retain experienced capable directors and executives.
- Develop existing and emerging executive talent within the organization.
- Align the interests of directors and executives with the interests of the Company's shareholders.
- Discharge the Board's responsibilities relating to compensation of the Company's executives.
- Prepare a report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

The Compensation and Development Committee has the ability to retain, at the Company's expense, special compensation, legal or other consultants or experts it deems necessary in the performance of its duties.

**II. Organization**

The Compensation and Development Committee shall be composed of three or more directors, all of whom shall be independent directors. The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once a year. The Compensation and Development Committee may delegate its duties and responsibilities to a subcommittee of its members.

**III. Duties and Responsibilities**

The Compensation and Development Committee shall assist the Board in overseeing all aspects of executive compensation for the company and its subsidiaries as follows:

1. Ensure the organization's stated compensation philosophy for the company and its subsidiaries is appropriate and consistent with the Company's goals, objectives and shareholder interests.
2. Make recommendations to the Board with respect to the organization's compensation structure.
3. Prepare and approve statements to shareholders on compensation matters which are required by the Securities and Exchange Commission and other governmental bodies.

4. Retain and terminate, in its sole authority, any consulting firm for executive compensation, including the approval of the firm's fees and other retention terms.
5. Review and recommend to the Board the appointment of executive officers and base salaries.
6. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation.
7. Recommend to the Board the incentive component of executive compensation by considering the Company's performance and relative shareholder return, the value of similar incentive awards to executives at comparable companies and the awards given to the executives in past years.
8. Make recommendations to the Board regarding the adoption of any incentive plans, stock plans or other compensation or benefit plans in which the executive officers are participants.
9. Recommend changes or amendments to any existing incentive plans, stock plans or other compensation or benefit plans which require Board action.
10. Administer on behalf of the Board any incentive plans or stock plans in a manner consistent with the terms of such plans including establishment of applicable target goals, determination of when goals have been achieved, and approval of stock and cash rewards.
11. Review funding, investment policies and performance of pension plans.
12. Annually review the outside director's compensation package for competitiveness and plan design and recommend changes as appropriate to the Board.
13. Review and report to the Board on the Company's succession and development planning for senior management positions, including succession planning in the event of an emergency or retirement of the Chairman and/or Chief Executive Officer.
14. Perform a self-assessment of the Compensation and Development Committee's performance annually.
15. Review Compensation and Development Committee Charter annually.
16. Report all significant actions and findings to the Board.