

EDISON INTERNATIONAL  
CORPORATE GOVERNANCE GUIDELINES

Adopted by the Board of Directors

February 26, 2015

These Corporate Governance Guidelines reflect current policies of the Board of Directors for the governance of Edison International (the “Company”). The Guidelines are subject to periodic review by the Nominating/Corporate Governance Committee of the Board of Directors and may be revised from time to time by the Board of Directors.

1. Role and Functions of the Board

In accordance with the California General Corporation Law and the Company's bylaws, the business and affairs of the Company shall be managed and all corporate powers shall be exercised by or under the ultimate direction of the Board. Day-to-day operation of the business of the Company is delegated to management of the Company.

The primary functions of the Board are to:

- Represent the interests of shareholders, with a focus on long-term value, while seeing that the Company, as may be appropriate, fulfills its obligations to creditors and other third parties.
- Review and evaluate major policies and strategic goals and objectives.
- Review major programs, considering particularly the Company's financial ability to undertake the risks involved.
- Review major proposed changes in the business.
- Review and monitor financial and operational performance of the Company.
- Approve issuances of securities and other transactions not in the ordinary course of the Company's business.
- Monitor the Company's legal compliance and business ethics programs.
- Elect, evaluate and determine compensation for the Chief Executive Officer and other executive officers of the Company.

- Review and provide guidance concerning management succession planning.
- Nominate candidates for election to the Board.
- Review the Company's enterprise risk management process and monitor strategic and emerging risks.

2. Position of Chairman

The Company's bylaws provide that the Chairman of the Board shall be the Chief Executive Officer, who is elected by the Board. The Board may amend the bylaws if it determines that a different arrangement, such as having separate individuals serve as the Company's Chairman of the Board and Chief Executive Officer, is desirable.

3. Size of the Board

The Company's bylaws provide that the Board shall consist of not less than 9 nor more than 17 directors. The Board may determine its size within the prescribed range, but shareholder approval is required to change the range. The Board should be large enough to include directors with various backgrounds, areas of expertise and experience, but small enough to facilitate active discussion and participation by all directors. The Board and the Nominating/Corporate Governance Committee will review the size of the Board in the context of nominating a slate of directors for each annual meeting of shareholders.

4. Independent Directors

It is the policy of the Company that the Board consist of at least a majority of independent directors as determined in accordance with applicable stock exchange listing standards and any other applicable law or regulation. On an annual basis, the Board shall affirmatively determine whether each director has any material relationship with the Company that would cause the director not to be independent. The Nominating/Corporate Governance Committee may assist in making those determinations. The Nominating/Corporate Governance Committee has recommended, and the Board has adopted, Standards for Director Independence that are attached as Exhibit A-1. Any additional requirements to serve on any Board Committee shall be stated in that Committee's Charter. No employee or floor member of a securities exchange on which the Company is listed shall serve on the Board.

5. Director Retirement Age

Directors ordinarily should not be nominated for re-election to the Board after reaching age 72. If, however, the Nominating/Corporate Governance Committee and the Board determine that there is good cause to extend a director's Board service, a director may be renominated after reaching such age.

6. Board and Shareholder Meetings

In consultation with management, the Board will determine the frequency and length of Board meetings. The Board currently holds six to eight regularly scheduled meetings per year. The Board shall meet on at least a quarterly basis. Special meetings may be called when necessary in accordance with the bylaws. The Chairman of the Board will establish the agenda for each Board meeting. Any director may request that particular items be included in the agenda or may raise at a meeting subjects that are not on the meeting agenda.

Directors should use their best efforts to attend all Board, Board Committee and Board Subcommittee meetings, and are expected to attend annual meetings of shareholders. The senior executive officers of the Company, as well as other officers and employees, may attend Board meetings at the invitation of the Chairman of the Board or any director to make presentations to the Board, respond to questions or receive recognition, or for other purposes related to the business of the meeting.

Board materials related to proposed agenda items shall, to the extent reasonably feasible, be provided to directors sufficiently in advance of Board meetings when necessary to allow meaningful review and to allow directors to prepare for discussions of the items at the meeting. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive or fast-breaking nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate or feasible.

7. Lead Director, Executive Sessions of Non-management and Independent Directors, and Director Communications

The independent directors shall designate a Lead Director on an annual basis who shall be an independent director under the Standards for Director Independence. The Lead Director shall have the following specific duties and responsibilities:

- In consultation with the non-employee directors, approve agendas and schedules for Board meetings, and approve the flow of information to the Board.
- Preside at all meetings at which the Chairman of the Board is not present, including executive sessions of the non-employee and the independent directors, and apprise the Chairman of the Board of the issues considered.
- Be available to serve as a liaison between the Chairman of the Board and the independent directors.
- Be available for consultation and direct communication with the Company's shareholders and other interested parties.

- Call meetings of the non-employee and the independent directors when necessary and appropriate.
- Perform such other duties as the non-employee directors may from time to time delegate.

Executive sessions of the non-employee directors shall be held without Company management present twice annually or more frequently as requested by any two directors. One executive session shall be held each year with only independent directors present.

Shareholders and other interested parties may communicate their concerns to any individual Director, the Lead Director, the Directors as a group, the Audit Committee, or any other group of Directors by following the methods of communication disclosed on the Company's website.

#### 8. Board Committees and Subcommittees

The Board currently has the following Committees: Audit, Compensation and Executive Personnel, Finance, Operations and Safety Oversight, and Nominating/Corporate Governance. The duties of each Committee shall be specified in the Committee's Board-approved charter. In its discretion, the Board may create new Committees, either permanent or temporary, disband any existing Committee, or amend the charter of any Committee, subject to limitations imposed by any applicable law, regulation or listing standard. The Board may form Subcommittees of at least two Board members each for any purpose and may delegate to such Subcommittees such power and authority as the Board deems appropriate; provided however, that the Board shall not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Board or a Committee as a whole, and provided further that the Board may not delegate to any Subcommittee or Committee any of the duties of the Audit Committee, unless expressly permitted by applicable laws, regulations and listing standards, and by the applicable Committee charter. The meetings and any other actions of any Subcommittee shall be governed by the bylaws of the Company applicable to meetings and actions of the Board.

#### 9. Board Committee and Subcommittee Members

The Board has the responsibility to determine the chairs of, and the assignment of directors to, Committees and Subcommittees. The Audit Committee, the Compensation and Executive Personnel Committee, and the Nominating/Corporate Governance Committee shall be composed exclusively of independent directors as determined under these Guidelines and the applicable Committee charters.

Prior to each annual organizational meeting of the Board, the Nominating/Corporate Governance Committee, after consultation with the Chairman of the Board and the

respective Committee chairs, will develop a proposed slate of Committee assignments for consideration and approval by the Board. Committee assignments and chair positions may be rotated to give directors opportunities to serve on various Committees. The Board currently does not believe that mandatory rotation is appropriate.

10. Board Committee Meetings

Subject to provisions of the Committee's charter, the chair of each Committee, in consultation with Committee members and management of the Company, will determine the frequency and length of Committee meetings and establish the agenda for each meeting. Any Committee member may request the inclusion of items on the agenda or raise subjects not on the meeting agenda. The Board Committees shall report their actions to the Board at a subsequent Board meeting.

11. Board Access to Management and Independent Advisors

Directors shall have complete access to the Company's management and may meet individually with members of management at any reasonable time. Management will provide information requested by directors. Directors will use discretion to avoid any undue burden on management or distraction from their essential duties. As necessary and appropriate, the Board, Board Committees, and Board Subcommittees may retain, at the Company's expense, such independent counsel or other advisors as they deem necessary.

12. Nomination of Directors

The Nominating/Corporate Governance Committee has the duty to recommend a slate of directors for election at each annual meeting of shareholders. While the Chairman of the Board and management may recommend potential candidates, the Committee shall exercise independent judgment in making nominations. The Guidelines for Nomination as a Director are attached as Exhibit A-2. The Board will make the final determination of the slate of nominees for each annual meeting.

13. Outside Directorships

The Nominating/Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making nomination recommendations to Company shareholders. Service on boards and/or committees of other organizations shall be consistent with the Company's ethics and compliance code for directors. A director should notify the Corporate Secretary before accepting membership on the board of any other organization. The Chairman of the Board, Lead Director and/or Chair of the Nominating/Corporate Governance Committee may consult with the requesting director to ensure that the outside directorship is consistent with the Company's ethics and compliance code for directors and does not otherwise interfere with the director's service

to the Company. In any case, a director should not serve on more than three other public, for-profit companies' boards, in addition to service on the Board.

14. Changes in Director Employment Status

In the event that a non-employee director changes the employment position the director held when he or she became a member of the Board, or retires from employment, the affected director should offer to resign from the Board. The Nominating/Corporate Governance Committee shall review the continued appropriateness of Board membership, and make a recommendation to the Board as to whether the offer of resignation should be accepted.

15. Orientation of New Directors and Continuing Education

The Board and Company shall provide an orientation for new directors that includes background materials, information about Company policies, meetings with senior management, and visits to Company facilities, as appropriate. The Board and Company shall, from time to time as appropriate, provide continuing education for directors through presentations at Board meetings, discussions at in-depth strategic review meetings, additional reading materials, and other means.

16. Board Compensation

The Board has the responsibility to determine the compensation and benefits for directors, subject to shareholder approval when required. The Compensation and Executive Personnel Committee may make recommendations for consideration and action by the Board. Management of the Company or an independent compensation consultant will report periodically to the Compensation and Executive Personnel Committee or the Board on the status of the Company's Board compensation in relation to other reasonably comparable United States large corporations.

It is the policy of the Board that non-employee directors should be compensated at an aggregate level consistent with total compensation at other comparable large corporations. Compensation may include a fixed annual retainer, equity compensation, meeting fees and such other elements as the Board may determine.

17. Evaluation of Chief Executive Officer and Management

The Compensation and Executive Personnel Committee annually will evaluate the performance of the Chief Executive Officer and the other executive officers in accordance with its charter and upon the basis of such criteria as the Committee deems appropriate. The Chief Executive Officer will provide to the Committee his or her assessment of the performance of the other executive officers of the Company. The Committee will report on its actions to the Board at a subsequent Board meeting.

18. Succession Planning

The Board annually will review and evaluate executive succession planning and management development for the Company's senior officers, including the Chief Executive Officer. The Board's review will include Chief Executive Officer succession in the ordinary course, Chief Executive Officer succession in the event of an emergency and succession for other key senior management positions. As part of its review, the Board will identify and evaluate internal succession candidates for the Chief Executive Officer position, taking into account the Company's business strategy. The Chief Executive Officer will ensure that the Board has opportunities to become acquainted with the senior officers of the Company and others who may have the potential to handle significant management positions.

19. Board Contacts with Investors and Others

Generally, management should speak on behalf of the Company with institutional investors, individual shareholders, customers, media representatives, regulators and other constituencies in accordance with the Company's Disclosure Policy. Directors may meet or communicate with such parties as they see fit, but should bear in mind that securities laws prohibit selective disclosure of material information about the Company. To prevent disclosure problems, such contacts should be coordinated with the Chairman of the Board whenever possible.

20. Evaluation of Board and Committees

The Board and the Audit, Compensation and Executive Personnel, Finance, and Nominating/Corporate Governance Committees shall be responsible for annually conducting a self-evaluation to determine whether the Board and such Committees are functioning effectively. The Board's self-evaluation will address and provide the opportunity to comment on individual Director performance. Such Committees shall deliver to the Board reports setting forth the results of any evaluation. Any other Board Committee shall conduct a self-evaluation at such times as it deems necessary. Any director is free at any time to comment on the Board's, Committee's or any individual Director's performance.

21. Ethics and Compliance Code

The Nominating/Corporate Governance Committee shall review periodically the Company's ethics and compliance code for directors ("Director Ethics Code") and recommend any desirable changes to the Director Ethics Code for adoption by the Board. The Audit Committee shall review periodically the Company's ethics and compliance code for employees ("Employee Ethics Code") and recommend any desirable changes to the Employee Ethics Code for adoption by the Board. The Employee and Director Ethics

Codes shall be available on the Company's website. The Employee and Director Ethics Codes shall require any waiver of the relevant code for directors or executive officers to be made by the Board and promptly disclosed to shareholders. The Employee and Director Ethics Codes shall contain compliance standards and procedures that will facilitate their effective operation, shall address, among other things, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of Company assets, compliance with laws, rules and regulations (including insider trading laws), and shall encourage the reporting of any illegal or unethical behavior.

22. Stock Ownership of Directors

Directors should be encouraged to own a significant amount of Edison International common stock or derivative securities convertible into common stock. Within five years from the date of their initial election to the Board, directors are required to beneficially own (as determined in accordance with Rule 13d-3, or any successor provision, under the Securities Exchange Act of 1934) an aggregate amount of shares of common stock or derivative securities convertible into common stock, excluding stock options, which, together with deferred stock units held by the director, have a value equivalent to five times the amount of the annual Board retainer paid to directors.



Exhibit A-1 to Corporate Governance Guidelines

**STANDARDS FOR DIRECTOR INDEPENDENCE**

The Board has adopted the following standards to assist it in defining director independence and determining whether each director has any material relationship with the Company<sup>1</sup> that would cause the director not to be independent. The Company's standards meet or exceed the independence requirements of applicable stock exchange listing standards and Securities and Exchange Commission rules.

**A. Definition of Independent Director**

A director is "independent" only if he or she meets all of the standards listed below:

1. The director is not and has not been an employee of the Company at any time within the past three years, other than in the exclusive capacity of an interim executive officer<sup>2</sup> of the Company.
2. No immediate family member<sup>3</sup> is or has been an executive officer of the Company at any time within the past three years.
3. Neither the director nor any immediate family member has received from the Company more than \$120,000 in direct compensation during any twelve-month period within the past three years, excluding: (i) compensation for Board and Board committee service; (ii) pension or other forms of deferred compensation for prior service not contingent in any way on continued service; (iii) compensation paid to the director as an interim executive officer of the Company; and (iv) compensation paid to an immediate family member as a non-executive officer employee of the Company.
4. Neither the director nor any immediate family member has been an executive officer of another entity at any time within the past three years while any current executive officer of the Company served on the compensation committee or equivalent governing body of that entity.
5. The director is not a current partner or employee of a firm that is the present internal or external auditor of the Company, and the director has not personally

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<sup>1</sup> The "Company" includes Edison International, Southern California Edison Company, and their consolidated subsidiaries.

<sup>2</sup> "Executive officer" has the same meaning specified as the term "officer" in Rule 16a-1(f) (or any successor provision thereto) under the Securities Exchange Act of 1934, as amended.

<sup>3</sup> "Immediate family member" means a director's spouse, parent, child, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, and anyone (other than domestic employees) who shares the director's home; provided, that an individual shall not be deemed an immediate family member if the individual is no longer related to a director as a result of legal separation, divorce, death, or incapacitation.

worked on the Company's audit within the past three years as a partner or employee of such auditor.

6. No immediate family member is a current partner of the present internal or external auditor of the Company or has personally worked on the Company's audit within the past three years as a partner or employee of such auditor.
7. The director is not a current employee or executive officer, and no immediate family member is a current executive officer, of any entity to which the Company made, or from which the Company received, payments (excluding contributions to a tax-exempt entity) for property or services in any fiscal year of that entity ending within the past three years in an amount that exceeded the greater of \$1,000,000 or 2% of that entity's consolidated gross revenues for that fiscal year.
8. The director is affirmatively determined by resolution of the Board to have no other material relationship with the Company, either directly, indirectly through an immediate family member, or as a partner, shareholder<sup>4</sup> or executive officer of an entity that has a relationship with the Company.<sup>5</sup>

## **B. Relationships Not Affecting Independence**

The Board has determined that the following types of relationships with the Company are not material. As a result, the Board does not consider the following relationships in making independence determinations under Standard A.8, provided that the director otherwise satisfies the Board's definition of independence in Standards A.1 through A.7 above:

1. Any relationship that did not exist or occur since the beginning of the preceding calendar year.
2. An immediate family member has been employed in a non-executive officer capacity by the Company or any other entity that has a relationship with the Company.
3. Any relationship described in Standards A.3 or A.7 in which the applicable dollar or percentage threshold was not exceeded.
4. The director or an immediate family member is an employee or executive officer of a tax-exempt entity that received contributions from the Company which did not exceed the threshold set forth in Standard A.7 above for the entity's preceding fiscal year.

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<sup>4</sup> A "shareholder" for equity securities has the same meaning as "beneficial owner" defined in Rules 13d-3 or 16a-1(a)(2) (or any successor provisions thereto) under the Securities Exchange Act of 1934, as amended. A record owner that is not also a beneficial owner is not considered to be a shareholder.

<sup>5</sup> In determining whether a relationship is material or not, and therefore whether a director is independent, the director whose relationship is under consideration shall abstain from the vote on his or her independence.

5. The director or an immediate family member is a former employee or executive officer of any entity that made payments to or received payments or contributions from the Company.
6. The director or an immediate family member has served on the board of another entity that has a relationship with the Company.
7. The director or an immediate family member has served on the board of another entity while an executive officer or another director of the Company also served on the board.
8. The director or an immediate family member has been an executive officer of an entity while a former executive officer of the Company served on the compensation committee or equivalent governing body of that entity.
9. The director and immediate family members are or were the shareholders of any class of equity or debt securities: (i) of the Company, if the director and immediate family members received no extra benefit not shared on a pro rata basis by other security holders; or (ii) of any other entity that has a relationship with the Company, if the director and immediate family members held, in the aggregate, 10% or less of such class of securities.
10. The director or an immediate family member is or was a partner, shareholder or executive officer of an entity:
  - In which the Company is or was the shareholder of 10% or less of any class of equity or debt securities, if the Company received no extra benefit not shared on a pro rata basis by other security holders;
  - To which the Company is or was indebted, if the total amount of indebtedness does not or did not exceed the greater of \$1,000,000 or 2% of the entity's consolidated gross assets at the end of its preceding fiscal year; or
  - Which is or was indebted to the Company, if the total amount of indebtedness does not or did not exceed the greater of \$1,000,000 or 2% of the entity's consolidated gross assets at the end of its preceding fiscal year.

Exhibit A-2 to Corporate Governance Guidelines

**GUIDELINES FOR NOMINATION AS A DIRECTOR**

**General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should hold or have held a generally recognized position of leadership.
3. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company.
4. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its Committees, and are expected to attend annual meetings of shareholders.
5. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include shareholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all shareholders.
6. The value of diversity on the Board should be considered. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability, or any other basis proscribed by law.
7. Nominees should normally be able to serve for at least five years before reaching the retirement age of 72.
8. Nominees should be encouraged to own a significant amount of Edison International common stock or derivative securities convertible into common stock. Within five years from the date of their initial election to the Board, nominees who have served on the Board are required to beneficially own (as determined in accordance with Rule 13d-3, or any successor provision, under the Securities Exchange Act of 1934) an aggregate amount of shares of common stock or derivative securities convertible into common stock, excluding stock options, which, together with deferred stock units held by the nominee, have a value equivalent to five times the amount of the annual Board retainer paid to existing directors.
9. Nominees should not serve on more than three other public, for-profit company boards of directors.

### **Application of Criteria to Existing Directors**

1. The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above.
2. Directors ordinarily should not be nominated for re-election to the Board after reaching age 72. If, however, the Nominating/Corporate Governance Committee and the Board determine that there is good cause to extend a director's Board service, a director may be renominated after reaching such age.

### **Additional Criteria for Officer/Directors**

1. Officers serving as directors should generally be limited to the Chairman of the Board and the Chief Executive Officer. In the event these positions are held by one individual, the Board may include one additional officer.
2. An officer of the Company serving as a director should resign from the Board at the time he or she ceases to be an officer. A retired officer may be invited to continue as a director at the discretion of the Nominating/Corporate Governance Committee and the Board.

### **Criteria for Composition of the Board of Directors**

1. At least a majority of the members of the Board shall be independent directors, as determined by the Board in accordance with the guidelines set forth on Exhibit A-1.
2. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that will assist the Board in fulfilling its responsibilities.

### **Review of Criteria**

1. From time to time the Nominating/Corporate Governance Committee will review these criteria and recommend revisions for the approval of the Board whenever such revisions are considered to be in the best interests of the Company.
2. In addition to the general criteria set forth above, the Nominating/Corporate Governance Committee will conduct a review, prior to recommending the slate of nominees for election at each annual meeting of shareholders or prior to recommending any candidate to fill a Board vacancy, of specific skills, backgrounds, qualifications and other abilities and characteristics that may be useful to the Board in light of the existing and prospective business environment faced by the Company. Such specific criteria should be discussed with the Board and considered in evaluating potential nominees.