

PG&E Corp
Form DEF 14A
April 02, 2014

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

PG&E Corporation

(Name of Registrant as Specified In Its Charter)

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

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PG&E Corporation and Pacific Gas and Electric Company

Joint Notice of 2014 Annual Meetings Joint Proxy Statement

April 2, 2014

To the Shareholders of PG&E Corporation and Pacific Gas and Electric Company:

You are cordially invited to attend the 2014 annual meetings of PG&E Corporation and Pacific Gas and Electric Company. The meetings will be held concurrently on Monday, May 12, 2014, at 10:00 a.m., at the PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California. Entry to the meetings will be through the atrium on Beale Street, between Market Street and Mission Street.

The following Joint Proxy Statement contains information about matters to be considered at both the PG&E Corporation and Pacific Gas and Electric Company annual meetings.

PG&E Corporation and Pacific Gas and Electric Company shareholders will be asked to vote on the following matters: (i) nominees for director, (ii) ratification of the appointment of the independent registered public accounting firm for 2014, and (iii) advisory approval of executive compensation. The Boards of Directors and management of PG&E Corporation and Pacific Gas and Electric Company recommend that you vote "FOR" each of these items.

PG&E Corporation shareholders also will be asked to vote on a management proposal to approve the PG&E Corporation 2014 Long-Term Incentive Plan. For the reasons stated in the Joint Proxy Statement, the PG&E Corporation Board of Directors and management recommend that PG&E Corporation shareholders vote "FOR" this proposal.

Your vote on these items at the annual meetings is important. For your convenience, we offer you the option of submitting your proxy and voting instructions over the Internet, by telephone, or by mail. Whether or not you plan to attend the annual meetings, please vote as soon as possible so that your shares can be represented at the annual meetings.

Sincerely,

Anthony F. Earley, Jr.
Chairman of the Board, Chief Executive Officer,
and President of PG&E Corporation

Christopher P. Johns
President of
Pacific Gas and Electric Company

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Directions to the PG&E Corporation and Pacific Gas and Electric Company Annual Meetings of Shareholders

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Joint Notice of Annual Meetings of Shareholders of PG&E Corporation and Pacific Gas and Electric Company

April 2, 2014

To the Shareholders of PG&E Corporation and Pacific Gas and Electric Company:

The annual meetings of shareholders of PG&E Corporation and Pacific Gas and Electric Company will be held concurrently on Monday, May 12, 2014, at 10:00 a.m., at the PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California, for the purpose of considering the following matters:

For PG&E Corporation and Pacific Gas and Electric Company shareholders:

To elect the following 11 and 12 individuals, respectively, nominated by the applicable Board of Directors to each serve as director on each Board for the ensuing year:

Lewis Chew	Christopher P. Johns*	Forrest E. Miller
Anthony F. Earley, Jr.	Richard C. Kelly	Rosendo G. Parra
Fred J. Fowler	Roger H. Kimmel	Barbara L. Rambo
Maryellen C. Herring	Richard A. Meserve	Barry Lawson Williams

*

Christopher P. Johns is a nominee for director of Pacific Gas and Electric Company only.

To ratify each Audit Committee's appointment of Deloitte & Touche LLP as the independent registered public accounting firm for 2014 for each company,

To provide an advisory vote on each company's executive compensation, and

To transact any other business that may properly come before the meetings and any adjournments or postponements of the meetings. If such matters are raised by shareholders, those matters must be properly submitted consistent with the respective company's advance notice Bylaw requirements and other applicable requirements.

For PG&E Corporation shareholders only:

To approve the PG&E Corporation 2014 Long-Term Incentive Plan.

This notice serves as the notice of annual meetings for those shareholders of PG&E Corporation or Pacific Gas and Electric Company who previously elected to receive their proxy materials in paper format. All other shareholders were sent an "Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 12, 2014 and Notice of Annual Meeting of Shareholders" for PG&E Corporation or Pacific Gas and Electric Company, as applicable.

The Boards of Directors have set the close of business on March 13, 2014 as the record date for determining which shareholders are entitled to receive notice of and to vote at the annual meetings.

By Order of the Boards of Directors of
PG&E Corporation and Pacific Gas and Electric Company,

Linda Y.H. Cheng
Vice President, Corporate Governance and Corporate Secretary of
PG&E Corporation and
Pacific Gas and Electric Company

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2014 Proxy Statement Summary

This proxy statement summary highlights information to assist you in your review of this Joint Proxy Statement. The summary does not contain all of the information that you should consider, and you should read the entire Joint Proxy Statement carefully before voting.

PG&E Corporation and Pacific Gas and Electric Company ("Utility") adhere to strong corporate governance practices so that our business is managed and operated with integrity, accountability, and transparency. Our governance policies and practices are detailed in the companies' Corporate Governance Guidelines, which are adopted by the Boards of Directors. These guidelines are regularly reviewed against industry best practices by the PG&E Corporation Nominating and Governance Committee and by the Boards of Directors. In 2013, the Boards took action on the following governance matters:

Improved the depth of financial expertise on the companies' Audit Committees by designating two additional committee members as financial experts, based on Securities and Exchange Commission ("SEC") requirements.

Refreshed the composition of several Board committees by adding new members to the PG&E Corporation Compensation Committee, Nominating and Governance Committee, Nuclear, Operations, and Safety Committee, and Public Policy Committee.

Amended the PG&E Corporation Compensation Committee charter to add the requirement that all members of the Compensation Committee must meet the independence and qualification criteria established by the SEC.

Elected Richard C. Kelly to the PG&E Corporation and Utility Boards of Directors in June 2013, and appointed him as a member of the companies' Audit Committees and the PG&E Corporation Nuclear, Operations, and Safety Committee.

Reviewed and discussed a Board succession plan, and appointed Barry Lawson Williams as lead director of the PG&E Corporation Board and as independent non-executive Chairman of the Utility Board upon C. Lee Cox's retirement from the Boards effective as of the adjournment of the 2014 Joint Annual Meeting of Shareholders on May 12, 2014.

Annual Meetings of Shareholders

Time and Date	&zwsp;	10:00 a.m., Pacific Daylight Time, on Monday, May 12, 2014	&zwsp;	
Place	&zwsp;	PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California	&zwsp;	
&zwsp;	Record Date	&zwsp;	March 13, 2014	&zwsp;
&zwsp;	Voting	&zwsp;	Shareholders as of the record date are entitled to vote.	&zwsp;
			Each share of PG&E Corporation common stock, Pacific Gas and Electric Company common stock, and Pacific Gas and Electric Company preferred stock is entitled to cast one vote for the respective company's director nominees, and one vote for each of that company's other proposals.	
Admission	&zwsp;	All shareholders are invited to attend the meeting. Shareholders must have an admission ticket and valid photo identification in order to enter the meeting. Please see the instructions on page 84.	&zwsp;	

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The following items are expected to be voted on at the annual meetings.

PG&E Corporation

Item	Board's Voting Recommendation	Page Reference (for more detail)	&zwsp;
Election of 11 directors	FOR all nominees	2	&zwsp;
Ratification of Deloitte & Touche LLP as independent auditor for 2014	FOR	24	&zwsp;
&zwsp; Advisory vote to approve executive compensation	FOR	28	&zwsp;
&zwsp; Approval of the PG&E Corporation 2014 Long-Term Incentive Plan	FOR	63	&zwsp;

Pacific Gas and Electric Company

Item	Board's Voting Recommendation	Page Reference (for more detail)	&zwsp;
Election of 12 directors	FOR all nominees	2	&zwsp;
Ratification of Deloitte & Touche LLP as independent auditor for 2014	FOR	24	&zwsp;
Advisory vote to approve executive compensation	FOR	28	&zwsp;

Director Nominees

We are asking shareholders of each company to vote "FOR" all of the director nominees listed below. Each nominee currently serves as a director and is therefore seeking re-election. In 2013, each incumbent PG&E Corporation director attended at least 95 percent of the total number of applicable PG&E Corporation Board and Board committee meetings, and each incumbent Utility director attended at least 86 percent of the total number of applicable Utility Board and Board committee meetings. Each director is elected annually by a majority of the votes represented and voting.

Below is summary information about each director nominee.

Nominee	Age	Director Since	Principal Occupation	Current Committee Memberships	Other Public Company Boards	&zwsp;
&zwsp; Lewis Chew	51	September 2009	Executive Vice President and Chief Financial Officer, Dolby Laboratories, Inc.	Audit Executive Public Policy		&zwsp;
Anthony F. Earley, Jr.	64	September 2011 (PG&E Corporation);	Chairman of the Board, Chief Executive Officer, and President, PG&E Corporation	Executive	Ford Motor Company	&zwsp;

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&zwsp;	Fred J. Fowler	68	June 2012 (Utility)	Retired Chairman of the Board, Spectra Energy Partners, LP, and Retired President and Chief Executive Officer, Spectra Energy Corp	Nuclear, Operations, and Safety Public Policy	Encana Corporation Spectra Energy Partners, LP	&zwsp;
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Table of Contents**Director Nominees***Continued*

	Nominee	Age	Director Since	Principal Occupation	Current Committee Memberships	Other Public Company Boards
	Maryellen C. Herring	70	October 2005	Retired Executive Vice President, General Counsel, and Secretary, APL Limited	Audit Compensation Executive Nominating and Governance Executive	ABM Industries Incorporated
&zwsp;	Christopher P. Johns*	53	February 2010	President, Pacific Gas and Electric Company		
	Richard C. Kelly	67	June 2013	Retired Chairman and Chief Executive Officer, Xcel Energy Inc.	Audit Nuclear, Operations, and Safety	Canadian Pacific Railway
&zwsp;	Roger H. Kimmel	67	January 2009	Vice Chairman, Rothschild Inc.	Finance Nominating and Governance Public Policy	Endo Health Solutions Inc.
	Richard A. Meserve	69	December 2006	President, Carnegie Institution of Washington	Executive Nominating and Governance Nuclear, Operations, and Safety Public Policy	
&zwsp;	Forrest E. Miller	61	February 2009	Retired Group President Corporate Strategy and Development, AT&T Inc.	Audit Compensation	
	Rosendo G. Parra	54	September 2009	Retired executive, Dell Inc.	Finance Nominating and Governance Nuclear, Operations, and Safety	Brinker International NII Holdings, Inc.
&zwsp;	Barbara L. Rambo	61	January 2005	Chief Executive Officer, Taconic Management Services	Compensation Executive Finance Nominating and Governance	International Rectifier Corporation West Marine, Inc.
	Barry Lawson Williams	69	September 1990 (Utility); December 1996 (PG&E Corporation)	Retired Managing General Partner, and President, Williams Pacific Ventures, Inc.	Audit Compensation Executive Finance	CH2M Hill Companies, Ltd. The Simpson Manufacturing Company Inc. SLM Corporation

*Christopher P. Johns is a nominee for the Utility Board only and a member of the Utility Executive Committee only.

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Corporate Governance Highlights

	&zwsp;	
Substantial majority of independent directors (11 of 12 PG&E Corporation directors and 11 of 13 Utility directors)		No supermajority vote requirements
	&zwsp;	
Independent key Board committees (excluding Executive Committees)		Succession planning for CEO and senior management
	&zwsp;	
Independent lead director since 2003 (if the Chairman is not independent)		Executive and director stock ownership guidelines
	&zwsp;	
Executive sessions of independent directors at each regular Board meeting		Board oversight of risk management, and proxy disclosure on its roles and responsibilities
	&zwsp;	
Annual evaluation of CEO performance by independent directors		Board oversight and transparent public disclosure of political activities
	&zwsp;	
Annual Board and committee self-evaluations		Policy against obtaining certain types of services from the independent registered public accountant
	&zwsp;	
Annual election of directors		No poison pill; shareholder approval required for adoption
	&zwsp;	
Majority vote for directors, with mandatory resignation policy and plurality carve-out for contested elections		Confidential voting policy
	&zwsp;	
One share one vote		

Auditors

As a matter of good corporate governance, we are asking shareholders of each company to ratify the selection of Deloitte & Touche LLP ("D&T") as each company's independent auditor for 2014. We provide information on fees paid to D&T on page 25.

Advisory Approval of Executive Compensation

We are asking shareholders of each company to approve on an advisory basis the compensation paid to that company's executive officers named in the Summary Compensation Table of this Joint Proxy Statement ("Named Executive Officers"). Each Board recommends a "FOR" vote because it believes that the applicable company's compensation policies and practices are effective in achieving the companies' goals of rewarding sustained financial and operating performance and excellence, aligning the executives' long-term interests with those of our shareholders, and motivating executives to remain with the companies for long and productive careers.

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The following are significant developments from recent years regarding executive compensation:

The officer severance policy was amended to eliminate gross-ups on payments made upon severance in connection with a change in control.

The officer severance policy was amended to generally reduce the benefits payable upon termination without cause (including in connection with a change in control).

Executive stock ownership guidelines were increased to 6 times base salary for the PG&E Corporation CEO and 3 times base salary for the Utility President, the PG&E Corporation CFO, the PG&E Corporation Senior Vice President and General Counsel, and certain other senior officers.

The Long-Term Incentive Plan was amended to prohibit share recycling and cash buyouts for stock options and stock appreciation rights.

The PG&E Corporation Compensation Committee charter was amended to add the requirement that all members of that committee must meet the independence and qualification criteria established by the SEC.

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The officer final average pay supplemental pension plan was closed to new participants and replaced with a defined contribution supplemental plan for all officers hired after December 31, 2012.

Executive Compensation Elements

Named Executive Officers received the following types of compensation during 2013.

&zwsp; TYPE	&zwsp; &zwsp;	FORM	&zwsp; &zwsp;	TERMS	&zwsp; &zwsp;
&zwsp; Cash	&zwsp; &zwsp;	Salary	&zwsp; &zwsp;	Determined annually, though merit increase adjustments may be made mid-year.	&zwsp; &zwsp;
		&zwsp; Short-Term Incentive	&zwsp; &zwsp;	Based on corporate performance against pre-established operational and performance goals that are set annually.	&zwsp; &zwsp;
Equity	&zwsp; &zwsp;	Restricted Stock Units	&zwsp; &zwsp;	The Board and the Compensation Committee have discretion to adjust payments (e.g., for external factors or individual performance) and to reduce awards to zero.	&zwsp; &zwsp;
		&zwsp; Performance Shares	&zwsp; &zwsp;	Generally have a four-year vesting period (20 percent in years 1 through 3, and 40 percent in year 4) while employed or after retirement. (The 2014 annual awards have a three-year pro-rata vesting schedule.)	&zwsp; &zwsp;
				Generally vest after a three-year performance period.	
Retirement	&zwsp; &zwsp;	Pension	&zwsp; &zwsp;	Payout is based on Total Shareholder Return relative to 12 peer companies selected by the Compensation Committee.	&zwsp; &zwsp;
				Benefits are based on final average pay and number of years of service.	
				Vested benefits are payable at age 55.	
		&zwsp; Supplemental Pension	&zwsp; &zwsp;	Benefits may be reduced unless at least 35 years of service or age 65.	&zwsp; &zwsp;

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Benefits are based on final average pay plus short-term incentive, and number of years of service.

Benefit is reduced unless at least 35 years of service or age 65, and by amounts payable from pension.

Vested benefits are payable at later of age 55 or separation from service.

Other &zwsp; Perquisites &zwsp; &zwsp;

Limited perquisites include safety- and security-based car transportation services for the PG&E Corporation CEO and the Utility President, on-site parking, executive health services, partial subsidy of financial services, and accidental death and dismemberment insurance.

Also includes the following items that are available to other management employees: health club fee reimbursement and relocation services.

Lump-sum annual cash stipend paid in lieu of providing broader perquisite benefits.

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Other Key Compensation Features

	&zwsp;	
Annual say-on-pay vote, and investor outreach to key institutions		Increased executive stock ownership guidelines with retention requirements
	&zwsp;	
Clawback policy		Policy against granting additional credited service under the Supplemental Executive Retirement Plan
	&zwsp;	
"Double trigger" for change-in-control severance		No tax gross-ups (except for programs generally available to all management employees)
	&zwsp;	
Policy restricting hedging and pledging of either company's stock		Golden Parachute Restriction Policy
	&zwsp;	
Compensation Committee review of tally sheets		Policy regarding independence of compensation consultant
	&zwsp;	
Shareholder approval required for option repricing		Consideration of realizable pay

2015 Annual Meetings

Deadline for submission of shareholder proposals for inclusion in the proxy statement:	&zwsp; December 3, 2014
Deadline for written notice of other business and nominations for director:	&zwsp; February 17, 2015

General Information About the Annual Meetings and Voting

Answers to many frequently asked questions about the annual meetings and voting, including how to vote shares held in employee benefit plans, can be found in the Q&A section beginning on page 82 of this Joint Proxy Statement.

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PG&E Corporation and Pacific Gas and Electric Company

Joint Proxy Statement

The Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company ("Utility") (each a "Board" and together, the "Boards") are soliciting proxies for use at the companies' 2014 annual meetings of shareholders, including any adjournments or postponements.

This Joint Proxy Statement describes certain matters that management expects will be voted on at the annual meetings, gives you information about PG&E Corporation and the Utility and their respective Boards and management, and provides general information about the voting process and attendance at the annual meetings.

Beginning on or about April 2, 2014, PG&E Corporation and the Utility mailed to its respective shareholders (1) a Notice of Annual Meeting and Internet Availability of Proxy Materials ("Notice of Internet Availability") or (2) a copy of the Joint Notice of Annual Meetings of Shareholders ("Joint Notice"), the Joint Proxy Statement, a proxy card or voting instruction card, and the PG&E Corporation and Pacific Gas and Electric Company 2013 Annual Report ("2013 Annual Report"). The materials were sent to anyone who owned shares of common stock of PG&E Corporation and/or shares of preferred stock of the Utility at the close of business on March 13, 2014. This date is the record date set by the Boards to determine which shareholders may vote at the annual meetings.

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**Item No. 1:
Election of Directors of PG&E Corporation and
Pacific Gas and Electric Company**

Shareholders are being asked to elect 11 directors to serve on the Board of PG&E Corporation and 12 directors to serve on the Board of the Utility. The 11 nominees for director of PG&E Corporation also are nominees for director of the Utility. Christopher P. Johns is a nominee for director of the Utility only.

All nominees are current directors who were elected by shareholders at the 2013 annual meeting, with the exception of Richard C. Kelly, who was elected to the PG&E Corporation and Utility Boards on June 19, 2013.

If elected as director, all of the nominees have agreed to serve and will hold office until the next annual meetings or until their successors shall be elected and qualified, except in the case of death, resignation, or removal of a director.

If any of the nominees become unavailable at the time of the annual meetings to accept nomination or election as a director, the proxyholders named on the PG&E Corporation or Utility proxy card (as applicable) will vote for substitute nominees at their discretion.

Two individuals who served as directors of PG&E Corporation and the Utility during 2013 are not nominated for re-election at the 2014 annual meetings: David R. Andrews, who passed away on December 30, 2013, and C. Lee Cox, who is retiring from the Boards effective as of the adjournment of the 2014 annual meetings because he has reached the age specified in each Board's retirement policy (which is described on page 16 of this Joint Proxy Statement).

The following pages provide information about the nominees for director, including principal occupations and directorships held during the past five years, certain other directorships, age, length of service as a director of PG&E Corporation and/or the Utility, and membership on Board committees. Information regarding each nominee's ownership of PG&E Corporation and Utility stock is provided in the section entitled "Security Ownership of Management," which begins on page 76 of this Joint Proxy Statement.

The Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company Unanimously Recommend a Vote FOR Each of the Nominees for Director Presented in This Joint Proxy Statement.

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Nominees for Directors of PG&E Corporation and Pacific Gas and Electric Company

The Boards select nominees for director, based on recommendations received from the Nominating and Governance Committee of the PG&E Corporation Board.

The Boards believe that each nominee for director is a qualified, dedicated, ethical, and highly regarded individual. The information provided below includes a chart and a description of each nominee's specific experience, qualifications, attributes, and skills that indicate why that person should serve as a director of the applicable company, in light of the company's business and structure. The Boards do not believe that each nominee must possess all of the characteristics shown in the chart below in order for each Board, as a whole, to function effectively.

Collectively, the distribution of the nominees' experience, skills, and expertise, among other characteristics, reflects a balanced and multi-disciplinary Board, and appropriately meets the needs of the companies.

*

Includes Christopher P. Johns, who is a nominee for the Utility only.

The PG&E Corporation and Utility Boards have actively sought candidates for director nominees, given the fact that two of the incumbent directors were nearing the age specified in each Board's retirement policy and thus would not be nominated for re-election in 2014. Richard C. Kelly was elected to the Boards of both PG&E Corporation and the Utility, effective June 19, 2013. Mr. Kelly was identified and recommended by Anthony F. Earley, Jr., Chairman of the Board, Chief Executive Officer ("CEO"), and President of PG&E Corporation, and Mr. Kelly is nominated for re-election in 2014.

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Lewis Chew

Mr. Chew is Executive Vice President and Chief Financial Officer of Dolby Laboratories, Inc. (audio, imaging, and voice technologies) and has held that position since 2012. He previously was Senior Vice President, Finance and Chief Financial Officer of National Semiconductor Corporation (design, manufacturing, and sale of semiconductor products) (2001 to 2011). Mr. Chew also was a Partner and certified public accountant at KPMG, LLP (accounting firm), where he served mainly technology and financial institution clients.

Mr. Chew, 51, has been a director of PG&E Corporation and the Utility since September 2009. He currently is Chair of the PG&E Corporation Public Policy Committee and a member of the PG&E Corporation and Utility Audit Committees and Executive Committees. As an executive of a large business customer in the Utility's service area, he brings insights from a customer's perspective to the Board. Mr. Chew has specific financial expertise and executive management and leadership skills gained from serving as a chief financial officer of other large public companies and as an audit partner at KPMG, LLP. He also has experience managing and overseeing all financial functions at a large public company, as well as information technology, investor relations, business planning, corporate controllership, strategic planning, business development, worldwide operations finance, and global internal audit functions.

Anthony F. Earley, Jr.

Mr. Earley is Chairman of the Board, Chief Executive Officer, and President of PG&E Corporation and has held that position since September 2011. Prior to joining PG&E Corporation, Mr. Earley was the Executive Chairman of DTE Energy Company (integrated energy company) (October 2010 to September 2011). He also served as that company's Chairman of the Board and Chief Executive Officer (1998 to 2010) and President and CEO. He previously served as President and Chief Operating Officer of Long Island Lighting Company (electric and gas utility in New York).

Mr. Earley has been a director of Ford Motor Company (global automotive and financial services company) since 2009 and serves on that company's compensation, nominating and governance, and sustainability committees. Previously, he was a director of Masco Corporation (home improvement and building products and services) (2001 to 2012) and a director of Comerica Incorporated (financial services) (2000 to 2009). Mr. Earley is a member of the executive committee and the compensation committee of the Edison Electric Institute and is former Chairman of that association. He also serves as a director of the Nuclear Energy Institute and is a member of its executive committee and its organization and compensation committee. In addition, he has served as a director or trustee of many community organizations.

Mr. Earley, 64, has been a director of PG&E Corporation since September 2011 and a director of the Utility since June 2012. He currently is Chair of the PG&E Corporation and Utility Executive Committees. Mr. Earley has extensive knowledge and experience across all aspects of the energy industry, including electric and gas utility operations, nuclear energy, and energy policy and regulation. He brings executive management, business, and civic leadership skills gained from a significant number of years as a CEO and a director of other large public companies.

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Fred J. Fowler

Mr. Fowler served as Chairman of the Board of Spectra Energy Partners, LP (master limited partnership that owns natural gas transmission and storage assets) from December 2008 until his retirement in November 2013 and currently serves as a director of that company. Previously, Mr. Fowler was President and Chief Executive Officer of Spectra Energy Corp (natural gas gathering and processing, transmission and storage, and distribution company) (2006 to 2008) and served as a director of that company (2006 to 2009). Before that, Mr. Fowler held various executive positions with Duke Energy Corporation (gas and electric energy company) and its subsidiaries and predecessor companies, including President and Chief Operating Officer of Duke Energy.

Mr. Fowler has been a director of Encana Corporation (natural gas producer) since 2010 and is a member of that company's corporate responsibility, environment, health and safety committee and its human resources and compensation committee. Previously, he was Chairman of the Board of DCP Midstream Partners, LP (owner, operator, and developer of midstream energy assets) (2007 to 2009) and a director of DCP Midstream, LLC (natural gas gatherer and processor and natural gas liquids producer) (2000 to 2009). He also is the former Chairman of the Board of the Interstate Natural Gas Association of America and a former director of the Gas Research Institute, the Gas Technology Institute, and the Institute of Nuclear Power Operations.

Mr. Fowler, 68, has been a director of PG&E Corporation and the Utility since March 2012. He currently is a member of the PG&E Corporation Nuclear, Operations, and Safety Committee and the PG&E Corporation Public Policy Committee. Mr. Fowler brings extensive knowledge, experience, and skills in gas and electric utility operations, nuclear power, and regulatory matters. He also brings leadership, management, and business skills developed as an executive and a director of numerous public and privately held companies.

Maryellen C. Herringer

Ms. Herringer is retired Executive Vice President, General Counsel, and Secretary of APL Limited (international transportation and logistics services company). She held various executive positions at APL Limited and was responsible for overseeing the legal, risk management, corporate communications, human resources, internal audit, tax, and community affairs functions. Prior to joining APL Limited, Ms. Herringer was a partner in the international law firm of Morrison & Foerster LLP, Senior Vice President and General Counsel of Transamerica Corporation (insurance and financial services), and a partner in the law firm of Orrick, Herrington & Sutcliffe LLP.

Ms. Herringer has been a director of ABM Industries Incorporated (facilities services) since 1993 and has served as that company's non-executive Chairman of the Board since March 2006. She is a member of that company's compensation committee and its executive committee. In addition, she currently is a member of the boards of trustees of Mills College, Vassar College, and the San Francisco Museum of Modern Art.

Ms. Herringer, 70, served as interim lead director of PG&E Corporation and the Utility and interim non-executive Chairman of the Utility Board from May 1 to September 12, 2011. She has been a director of PG&E Corporation and the Utility since October 2005. She currently is Chair of the PG&E Corporation Nominating and Governance Committee and a member of the PG&E Corporation Compensation Committee and the PG&E Corporation and Utility Audit Committees and Executive Committees. Ms. Herringer brings leadership, business, legal, and management skills developed as an executive and a director of, and legal counsel to, other large public companies. Her specific expertise includes legal, corporate governance, risk management, and internal audit matters, as well as corporate transactions and mergers and acquisitions.

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Christopher P. Johns

Mr. Johns is President of Pacific Gas and Electric Company and has held that position since August 2009. During his career at the Utility, he has held the positions of Senior Vice President, Financial Services (May 2009 to July 2009), Senior Vice President and Treasurer (October 2005 to April 2009), and other officer positions within the finance and accounting functions. Mr. Johns also has held a number of executive positions at PG&E Corporation, including Chief Financial Officer (2005 to 2007).

Prior to becoming an officer of the Utility, Mr. Johns was a partner at KPMG Peat Marwick (accounting firm). Mr. Johns is a graduate of the Massachusetts Institute of Technology Reactor Technology Course for Utility Executives. He serves on the executive committees of the boards of the American Gas Association and the Western Energy Institute, is Chair of the American Gas Association Foundation, and serves on the boards of directors of the Edison Electric Institute, The First Tee of San Francisco, and San Francisco RBI. He also is a member of the Board of Trustees of the San Francisco Ballet.

Mr. Johns, 53, has been a director of the Utility since February 2010. He currently is a member of the Utility's Executive Committee. He brings a detailed knowledge of the Utility's operations, including oversight of electric and gas operations, energy supply, information technology, shared services, strategy, and regulatory relations. He also has experience with the Utility's and PG&E Corporation's finance and accounting functions, along with management, leadership, and problem-solving skills gained in his years as an executive of PG&E Corporation and the Utility and as a partner at KPMG Peat Marwick.

Richard C. Kelly

Mr. Kelly served as Chairman and Chief Executive Officer of Xcel Energy Inc. (utility supplier of electric power and natural gas service operating in eight Western and Midwestern states) from 2005 until his retirement in September 2011. From 2000 to 2011, he held various executive positions at Xcel Energy Inc., including President, Chief Operating Officer, and Chief Financial Officer. Prior to the merger forming Xcel Energy Inc. in 2000, Mr. Kelly held a variety of finance-related positions at predecessor companies New Century Energies and Public Service of Colorado. He was a director of Xcel Energy Inc. from 2004 to 2011.

Mr. Kelly has been a director of Canadian Pacific Railway (transcontinental railway in Canada and the United States) since August 2008 and is chair of that company's audit committee and a member of its finance committee. He previously was a director of BrightSource Energy, Inc. (solar thermal technology company) (2011 to 2012) and served as Chairman of that company's board of directors (2012). Mr. Kelly is former Chairman of the Edison Electric Institute, a former board member of the Electric Power Research Institute and the Nuclear Energy Institute, and a former member of the National Petroleum Council and the National Advisory Council of the National Renewable Energy Laboratory. He currently serves as Chairman of the Board of Trustees of Regis University.

Mr. Kelly, 67, has been a director of PG&E Corporation and the Utility since June 2013. He currently is a member of the PG&E Corporation and Utility Audit Committees and the PG&E Corporation Nuclear, Operations, and Safety Committee. Mr. Kelly brings over 40 years of diverse energy experience and leadership as a utility industry executive. His specific expertise includes finance, mergers and acquisitions, utility operations, clean energy, and nuclear and renewable power.

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Roger H. Kimmel

Mr. Kimmel is Vice Chairman of Rothschild Inc. (international investment banking firm) and has held that position since January 2001. His investment banking work includes cross-border and domestic public company mergers and acquisitions, capital market transactions, corporate governance, and advising special committees of boards of directors. Prior to joining Rothschild Inc., Mr. Kimmel was a partner in the international law firm of Latham & Watkins LLP, where his practice focused on mergers and acquisitions, capital markets, and corporate governance matters.

Mr. Kimmel has been non-executive Chairman of Endo Health Solutions Inc. (formerly Endo Pharmaceuticals Holdings Inc.) (pharmaceutical company) since May 2007 and also serves as chair of that company's nominating and governance committee and as a member of its audit committee and transactions committee. Previously, he served as a director of Schiff Nutrition International, Inc. (vitamins and nutritional supplements company) until that company was acquired in December 2012. Mr. Kimmel has been Chairman of the Board of Trustees of the University of Virginia Law School Foundation (not-for-profit) since 2009.

Mr. Kimmel, 67, has been a director of PG&E Corporation and the Utility since January 2009. He currently is a member of the PG&E Corporation Finance Committee, the PG&E Corporation Nominating and Governance Committee, and the PG&E Corporation Public Policy Committee. Mr. Kimmel brings business, finance, and legal skills, as well as leadership and problem-solving skills developed as an executive and a director of, and legal counsel to, other large public companies. His specific expertise includes corporate transactions, finance, investment banking, international business, corporate governance, and legal matters.

Richard A. Meserve

Dr. Meserve is President of the Carnegie Institution of Washington (not-for-profit scientific research institution) and has held that position since April 2003. He has a Ph.D. in applied physics and a law degree, and has served on a part-time basis as Senior Of Counsel to the international law firm of Covington & Burling LLP since April 2004. Prior to joining the Carnegie Institution of Washington, Dr. Meserve was Chairman of the U.S. Nuclear Regulatory Commission. He previously was a partner of Covington & Burling LLP. He also has served as a member of the Blue Ribbon Commission on America's Nuclear Future

(chartered by the Secretary of Energy) (2010 to 2012), as legal counsel to President Carter's science and technology advisor, and as a law clerk to Justice Harry A. Blackmun of the U.S. Supreme Court. Dr. Meserve is the Chairman of the International Nuclear Safety Group, which is chartered by the International Atomic Energy Agency. He currently is co-chairman of the U.S. Department of Energy's Nuclear Energy Advisory Committee and a member of the Secretary of Energy Advisory Board.

Dr. Meserve has served as chair of the nuclear committee of Energy Future Holdings Corporation since 2010 and also has been a director of Tri Alpha Energy, Inc. since 2012. He previously was a director of Luminant (competitive power generation subsidiary of Energy Future Holdings Corporation) (2008 to 2010). He is a member of the independent advisory committees of UniStar Nuclear Energy LLC (design, licensing, construction, and operation of new nuclear power plants) and Constellation Energy Nuclear Group, LLC (existing nuclear power plant owner and operator). Dr. Meserve also serves as a member of the board of trustees of Universities Research Association, Inc. (consortium of research-oriented universities), and serves on the Council and Trust of the American Academy of Arts and Sciences and on the Council of the National Academy of Engineering.

Dr. Meserve, 69, has been a director of PG&E Corporation and the Utility since December 2006. He currently is Chair of the PG&E Corporation Nuclear, Operations, and Safety Committee and a member of the PG&E Corporation Nominating and Governance Committee, the PG&E Corporation Public Policy Committee, and the PG&E Corporation and Utility Executive Committees. Dr. Meserve brings technical, legal, regulatory, and public policy expertise in numerous areas, including nuclear power, energy policy, and climate change, as well as leadership and business skills developed as an executive and a director of, and an advisor to, national and international scientific, research, and legal organizations.

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Forrest E. Miller

Mr. Miller served as Group President-Corporate Strategy and Development of AT&T Inc. (communications holding company) from 2007 until his retirement in March 2012. In that position, he was responsible for enterprise-wide strategic planning, business development, and mergers and acquisitions. Previously, Mr. Miller served as Group President of AT&T Corp., the Global Enterprise division of AT&T Inc., and held a variety of executive positions at SBC Communications (communications holding company) and its predecessor Pacific Telesis Group.

Mr. Miller currently serves as a trustee of Trinity University in San Antonio, Texas, the Dallas Museum of Art, and the Baylor Health Care System Foundation in Dallas, Texas.

Mr. Miller, 61, has been a director of PG&E Corporation and the Utility since February 2009. He currently is a member of the PG&E Corporation and Utility Audit Committees and the PG&E Corporation Compensation Committee. He will become Chair of the Audit Committees and a member of the PG&E Corporation and Utility Executive Committees upon Barry Lawson Williams' appointment as Chair of the PG&E Corporation Compensation Committee on May 12, 2014. Mr. Miller brings strategic management, leadership, and business skills developed as an executive of other large public companies in both regulated and competitive markets, as well as specific expertise in a number of areas, including strategic planning, corporate finance, audit, mergers and acquisitions, government and regulatory affairs, and human resources.

Rosendo G. Parra

Mr. Parra is a retired executive of Dell Inc. (international information technology company). He held various executive and senior management positions at Dell Inc., including Senior Vice President for the Home and Small Business Group and Senior Vice President and General Manager, Dell Americas. In those roles, he led Dell Inc.'s activities in the Americas, including marketing, sales, manufacturing, logistics/distribution, call center operations, and services to all customer segments in the Americas. Mr. Parra also is a co-founder of Daylight Partners (technology-focused venture capital firm) and has been a Partner of that firm

since December 2007.

Mr. Parra has been a director of Brinker International (casual restaurant dining company) since December 2004 and is chair of that company's compensation committee and a member of its governance and nominating committee. He also has been a director of NII Holdings, Inc. (mobile communications services in Latin America) since October 2008 and is chair of that company's corporate governance and nominating committee and a member of its compensation committee.

Mr. Parra, 54, has been a director of PG&E Corporation and the Utility since September 2009. He currently is a member of the PG&E Corporation Finance Committee, the PG&E Corporation Nominating and Governance Committee, and the PG&E Corporation Nuclear, Operations, and Safety Committee. Mr. Parra brings business management, leadership, and problem-solving skills developed as an executive and a director of other large public companies, and specific experience in various areas, including technology, product development, manufacturing, sales, marketing, and customer service.

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Barbara L. Rambo

Ms. Rambo is Chief Executive Officer of Taconic Management Services (management consulting and services company) and has held that position since October 2009. Prior to joining Taconic Management Services, she was CEO, Vice Chair, and a director of Nietech Corporation (payments technology company) (during the period 2002 to 2009). Ms. Rambo previously held various executive and management positions at Bank of America, including Group Executive Vice President and head of Commercial Banking.

Ms. Rambo has been a director of International Rectifier Corporation (power management technologies) since December 2009 and serves on that company's compensation committee and its corporate governance and nominating committee. She also has been a director of West Marine, Inc. (boating supply retailer) since November 2009; she is lead independent director of that company, chair of that company's nomination and governance committee, and a member of that company's compensation committee and its audit and finance committee.

Ms. Rambo, 61, has been a director of PG&E Corporation and the Utility since January 2005. She currently serves as Chair of the PG&E Corporation Finance Committee and is a member of the PG&E Corporation Compensation Committee (having served as its interim Chair from May 1 to September 12, 2011), the PG&E Corporation Nominating and Governance Committee, and the PG&E Corporation and Utility Executive Committees. Ms. Rambo brings leadership and business skills developed as an executive and a director of other large public companies, with a focus on the financial services and technology sectors, and specific experience in various areas, including corporate finance, capital markets, sales and marketing, operations, and executive management.

Barry Lawson Williams

Mr. Williams is retired Managing General Partner of Williams Pacific Ventures, Inc. (business investment and consulting) and also has served as President of that company since 1987. Mr. Williams has been a general partner in various real estate joint ventures located primarily within the Utility's service territory.

Mr. Williams has been a director of CH2M Hill Companies, Ltd. (engineering) since 1996 and is chair of that company's audit committee and a member of its compensation and risk committees. In addition, he has been a director of The Simpson Manufacturing Company Inc. (building construction products) since 1994 and is chair of that company's acquisitions and strategy committee and a member of its compensation and leadership development committee, its governance and nominating committee, and its growth committee. He will retire from The Simpson Manufacturing Company Inc.'s board in May 2014. Mr. Williams also has been a director of SLM Corporation (student loans and financial services) since July 2000 and is chair of that company's audit committee. He has been a member of the Board of Trustees of The Northwestern Mutual Life Company (life and disability insurance and annuities) since 1986 and is chair of that company's operations, technology, and marketing committee. Previously, Mr. Williams was a director of Ameron International Corporation (multi-national manufacturer of highly engineered products and materials for the chemical, industrial, energy, transportation, and infrastructure markets) (2010 to 2011) and R.H. Donnelley Corporation (marketing services company) (1998 to 2010). He also is a director or trustee of several not-for-profit organizations.

Mr. Williams, 69, has been a director of the Utility since September 1990 and a director of PG&E Corporation since December 1996. He currently serves as Chair of the PG&E Corporation and Utility Audit Committees and is a member of the PG&E Corporation Compensation Committee, the PG&E Corporation Finance Committee, and the PG&E Corporation and Utility Executive Committees. On May 12, 2014, upon C. Lee Cox's retirement from the PG&E Corporation and Utility Boards of Directors, Mr. Williams will become lead director of PG&E Corporation and independent non-executive Chairman of Board of the Utility. At that time, Mr. Williams also will become Chair of the PG&E Corporation Compensation Committee and will step down from his position as Chair of the companies' Audit Committees. Mr. Williams brings management, leadership, and business skills developed as an executive and a director of numerous public and privately held companies. He has experience in numerous areas, including financial, audit, engineering, construction, real estate, and environmental matters, as well as mediation expertise. Mr. Williams' involvement in the local community provides a valuable perspective on the Utility's customer base. He also has an in-depth knowledge of PG&E Corporation and the Utility.

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Corporate Governance

PG&E Corporation and the Utility are committed to good corporate governance practices that provide a framework within which the Boards and management of PG&E Corporation and the Utility can pursue the companies' business objectives. The foundation for these practices is the independent nature of each Board and its fiduciary responsibility to the company's shareholders. These practices are reviewed against industry trends and input from the companies' top institutional investors.

Corporate Governance Guidelines

Corporate governance practices are documented in Corporate Governance Guidelines ("Guidelines") that are adopted by the Boards of PG&E Corporation and the Utility. The Guidelines are reviewed and updated from time to time as recommended by the Nominating and Governance Committee of the PG&E Corporation Board. Other corporate governance practices also are set forth in the charters of the various committees of the PG&E Corporation and Utility Boards.

Board Leadership Structure

Independent Lead Director; Executive Session Meetings

The lead director, when one is appointed, is elected from among the independent chairs of the standing PG&E Corporation and Utility Board committees. The lead director must have at least one year of experience as a director of the respective company, serves a term of three years (as lead director), and may be re-elected to consecutive terms. Specific duties for the lead director are substantially similar at both companies.

The lead director acts as a liaison between management (including any executive Chairman) and the independent directors, presides at all Board meetings at which the Chairman is not present, and has authority to call special meetings of the independent directors.

The lead director presides over the executive session meetings at all regularly scheduled meetings of the companies' Boards. Each such executive session meeting has an agenda that includes standing items for discussion by the independent directors without management present. These executive session meetings are used to, among other things, review the performance of the PG&E Corporation CEO, review executive development for management succession planning, discuss corporate governance issues, and provide feedback to the CEO.

The lead director also actively participates in the planning of the regular meetings of the Boards, including suggesting and reviewing agenda topics and approving information sent to the Boards.

The lead director may receive written communications (in care of the Corporate Secretary) from the companies' shareholders and other interested parties. The lead director also is available for consultation and direct communication with major shareholders.

During 2013, C. Lee Cox was the independent lead director of both PG&E Corporation and the Utility, as well as the independent non-executive Chairman of the Board of the Utility.

The Boards reappointed Mr. Cox as lead director of PG&E Corporation and as the independent non-executive Chairman of the Board of the Utility from January 1, 2014 until his retirement following the 2014 annual meetings. The Boards appointed Barry Lawson Williams to become independent lead director of PG&E Corporation and the independent non-executive Chairman of the Utility upon Mr. Cox's retirement at the adjournment of the companies' 2014 annual meetings; in these roles, Mr. Williams will preside over executive session meetings of the Boards. The Utility Board did not appoint a separate independent lead director, given that Mr. Cox is, and Mr. Williams will be, an independent non-executive Chairman.

Chairman of the Board

At both PG&E Corporation and the Utility, the Chairman of the Board is a member of the Board of Directors. The primary duty of the Chairman is to preside over meetings of the Board, including special meetings. The Chairman also is consulted regarding nominees for the Board and the composition and chairmanship of Board committees. If the Chairman is not an independent director, then following each executive session

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meeting of the independent directors, the lead director, or his or her designee, has a discussion with the Chairman regarding the executive session meeting.

PG&E Corporation and the Utility each believe that it is in the best interests of the company and its shareholders to have a flexible rule regarding whether the offices of Chairman and CEO should be separate. When a vacancy occurs in the office of either the Chairman or the CEO, the applicable Board will consider the circumstances existing at that time and will determine whether the role of Chairman should be separate from that of the CEO and, if the roles are

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separate, whether the Chairman should be elected from management or from among the non-management directors. In addition, at least annually, each Board reviews the respective company's Board leadership structure to assess whether it is appropriate.

In the past, PG&E Corporation and the Utility each have had both combined and separate Chairman and CEO positions. In each case, the applicable Board was able to consider all eligible directors and not exclude any eligible candidate from consideration for the position of Chairman. More recently, when the positions have been combined, each company also has had a strong and independent lead director.

At PG&E Corporation, Anthony F. Earley, Jr. has served as the Chairman, CEO, and President since September 13, 2011. The PG&E Corporation Board believes that having Mr. Earley serve concurrently as the company's Chairman and CEO is the appropriate Board leadership structure at this time, even after considering the fact that approximately 33 percent of the shares voted at the 2013 annual meeting supported a shareholder proposal to separate the positions of Chairman and CEO. Among other things, Mr. Earley's extensive utility and leadership experience allows him to serve as an effective link between the Board and management, and to raise key issues (including those related to various business risks overseen by the Boards) and stakeholder interests to the Board's attention as the Board carries out its duties. Because the CEO bears primary responsibility for managing PG&E Corporation's day-to-day business issues, he is well positioned to chair regular Board meetings and help ensure that key issues, business risks, and stakeholder interests are addressed by the Board. Further, the presence of an independent lead director enhances the Board's authority to act independently from management, notwithstanding the fact that the Chairman also is an executive officer of the company.

At the Utility, the positions of Chairman and principal executive officer have been separated. The independent non-executive Chairman of the Utility is C. Lee Cox. Christopher P. Johns is President of the Utility, serving as the principal executive officer. The Board has appointed Barry Lawson Williams to become the independent non-executive Chairman of the Utility upon Mr. Cox's retirement from the Boards upon the adjournment of the 2014 annual meetings. The Utility Board believes that by separating the roles of Chairman and principal executive officer, the Utility is able to benefit from the complementary skill sets and business experiences of Messrs. Cox and Johns, and Messrs. Williams and Johns. As a subsidiary of PG&E Corporation, the Utility also benefits from Mr. Earley's position as Chairman and CEO of PG&E Corporation. Mr. Earley, however, may not serve in either capacity at the Utility. In conformance with certain rules of the California Public Utilities Commission, the same individual may not serve as Chairman of the Board, CEO, or President, or in a functionally equivalent position, of both PG&E Corporation and the Utility.

Board and Director Independence and Qualifications

Both PG&E Corporation's Board and the Utility's Board have satisfied each Board's objective that at least 75 percent of the directors should be independent, as defined in that company's Guidelines. The New York Stock Exchange ("NYSE") rules also require that a majority of PG&E Corporation's directors be independent, as defined by the NYSE, and that independent directors meet regularly. The Utility Board is exempt from NYSE MKT (formerly NYSE AMEX) rules requiring that at least a majority of the directors meet the stock exchange's definition of "independent director" because PG&E Corporation holds approximately 96 percent of the voting power of the Utility and the Utility is a "controlled subsidiary." The definition of "independence" in each company's Guidelines is more stringent than, and fully satisfies, the NYSE and NYSE MKT definitions. The definition of independence is set forth in each company's Guidelines, which are available on each company's website (see "Website Availability of Governance Documents" on page 81 of this Joint Proxy Statement").

The Boards of PG&E Corporation and the Utility each have affirmatively determined that each of the following directors has been independent while serving on the Boards: David R. Andrews, Lewis Chew, C. Lee Cox, Fred J. Fowler, Maryellen C. Herring, Richard C. Kelly, Roger H. Kimmel, Richard A. Meserve, Forrest E. Miller, Rosendo G. Parra, Barbara L. Rambo, and Barry Lawson Williams. During the period of the individual's service on the Boards, he or she:

Has not had any relationship with either PG&E Corporation or the Utility that would interfere with the exercise of independent judgment,

Has been "independent" as defined by applicable NYSE and NYSE MKT rules, and

Has satisfied each of the categorical standards adopted by the Boards for determining whether a specific relationship is "material" and a director is independent. These categorical standards are set forth in Exhibit A to each company's Guidelines.

In the process of determining each director's independence, the Boards considered transactions between PG&E Corporation or the Utility and their respective directors and their immediate family members, and certain entities with which the directors

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or their immediate family members were affiliated. These transactions only involved the Utility's provision of utility services at rates or charges fixed in conformity with law or governmental authority, which the Boards determined were not material and did not affect the director's independence.

Board Committee Duties

The standing committees of the PG&E Corporation Board are the Executive Committee, the Audit Committee, the Compensation Committee, the Finance Committee, the Nominating and Governance Committee, the Nuclear, Operations, and Safety Committee, and the Public Policy Committee. The Utility Board has two standing committees: the Executive Committee and the Audit Committee. For each of the standing committees listed above, the applicable company's Board has adopted a formal charter that sets forth the committee's duties and responsibilities; the charters are available on the companies' websites (see "Website Availability of Governance Documents" on page 81 of this Joint Proxy Statement). The duties and responsibilities of each committee are described below.

Executive Committees

The PG&E Corporation and Utility Boards each have an Executive Committee that may exercise any of the powers and perform any of the duties of the applicable Board. This authority is subject to provisions of law and certain limits imposed by the PG&E Corporation Board or the Utility Board (as the case may be). The Executive Committees meet as needed.

Audit Committees

The PG&E Corporation and Utility Boards each have an Audit Committee, established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, that advises and assists the applicable Board with respect to, among other things:

The integrity of the respective company's financial statements,

Financial and accounting practices,

Internal controls, and external and internal auditing programs,

Selection and appointment of the applicable company's independent registered public accounting firm, pre-approval of all audit and non-audit services provided by the independent registered public accounting firm, and evaluation of the independence, qualifications, and performance of the independent registered public accounting firm,

Business ethics, and compliance with laws, regulations, and policies,

Related party transactions, and

Guidelines and policies for managing and assessing major risks, and, to the extent that any aspect of risk assessment and management is delegated to another Board committee, review of processes by which such risk assessment and management are undertaken.

Compensation Committee

The Compensation Committee of PG&E Corporation advises and assists the Boards of PG&E Corporation and the Utility with respect to:

Compensation of directors,

Employment, compensation, and benefits policies and practices,

Potential risks arising from compensation policies and practices,

Development, selection, and compensation of policy-making officers,

Evaluation of management and long-range planning for officer development and succession, and

Retention and oversight of any of the Committee's independent compensation consultants, legal counsel, or other advisors.

The Performance Award Subcommittee of the Compensation Committee, to the extent necessary, takes action regarding executive compensation that is intended to qualify for exemption under Internal Revenue Code Section 162(m). This Subcommittee consists solely of "outside directors," as defined in federal income tax laws and regulations, and performs its functions to the extent that the Compensation Committee includes any member who does not satisfy this definition of "outside director."

Finance Committee

The Finance Committee of PG&E Corporation advises and assists the Boards of PG&E Corporation and the Utility with respect to the financial and capital investment policies and objectives of PG&E Corporation and its subsidiaries, including specific actions required to achieve those objectives. Among other things, the Committee reviews:

Long-term financial and investment plans and strategies,

Annual financial plans,

Dividend policy,

Short-term and long-term financing plans,

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Proposed capital projects,

Proposed divestitures,

Strategic plans and initiatives,

Major commercial banking, investment banking, financial consulting, insurance, and other financial relationships,

Major financial risk exposures associated with (i) energy commodities and derivatives, (ii) merger and acquisition transactions considered by the Committee, and (iii) selected risks identified in consultation with the PG&E Corporation and Utility Boards and their respective committees and assigned by the Audit Committee to the Finance Committee for discussion, and

Use of derivative instruments, which may include, without limitation, any election to use the Dodd-Frank Wall Street Reform and Consumer Protection Act's End-User Exception.

Each year, the Finance Committee also presents for the PG&E Corporation and Utility Boards' review and concurrence (1) a multi-year outlook for PG&E Corporation and its subsidiaries that, among other things, summarizes projected financial performance and establishes the basis for the annual budget, and (2) an annual financial performance plan that establishes financial objectives and sets operating expense and capital spending budgets that reflect the first year of the approved multi-year outlook. Members of the Boards receive a monthly report that compares actual to budgeted financial performance and provides other information about financial performance.

Nominating and Governance Committee

The Nominating and Governance Committee of PG&E Corporation advises and assists the Boards of PG&E Corporation and the Utility with respect to:

The selection of directors, including reviewing the appropriate skills and characteristics required of Board members, reviewing the qualifications of Board candidates, and recommending nominees for election to the Boards,

The chairmanship and membership of Board committees, and the nomination of a lead director of each company's Board, if necessary,

Corporate governance matters, including the companies' governance principles and practices, and the review of shareholder proposals, and

Evaluation of the Boards' performance and effectiveness.

Nuclear, Operations, and Safety Committee

The Nuclear, Operations, and Safety Committee of PG&E Corporation advises and assists the Boards of PG&E Corporation and the Utility with respect to the oversight and review of (i) significant safety (including public and employee safety), operational performance, and compliance issues related to the Utility's nuclear, generation, gas and electric transmission, and gas and electric distribution operations and facilities ("Operations and Facilities"), and (ii) risk management policies and practices related to the Operations and Facilities.

Among other things, the Nuclear, Operations, and Safety Committee:

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Reviews safety and operational issues related to (1) the impact of new or changing laws, regulations, policies, and practices, (2) continuous improvement in the Operations and Facilities, and (3) incorporation of safety and operational goals into executive compensation programs,

Reviews the principal risks arising out of the Operations and Facilities, the process used by management to analyze and identify these risks, and the effectiveness of programs to manage or mitigate these risks,

Reviews the results of the Utility's goals, programs, policies, and practices with respect to promoting a strong safety culture, and

Periodically visits the Utility's nuclear and other operating facilities.

Public Policy Committee

The Public Policy Committee of PG&E Corporation advises and assists the Boards of PG&E Corporation and the Utility with respect to public policy, sustainability, and corporate responsibility issues that could affect significantly the interests of the customers, shareholders, or employees of PG&E Corporation or its subsidiaries.

Among other things, the Public Policy Committee reviews the policies and practices of PG&E Corporation and its subsidiaries with respect to:

Protection and improvement of the quality of the environment, and compliance with environmental and hazardous waste management standards and regulations,

Charitable contributions and community investment programs and activities,

Political contributions and political activities,

Diversity, inclusion, and workforce development,

Development of diverse suppliers to PG&E Corporation, the Utility, and their respective subsidiaries, and

Significant societal, governmental, and environmental trends and issues that may affect operations.

Table of Contents**Committee Membership**

The membership of PG&E Corporation's and the Utility's standing Board committees is shown in the table below.

	Executive Committees	Audit Committees	Compensation Committee	Finance Committee	Nominating and Governance Committee	Nuclear, Operations, and Safety Committee	Public Policy Committee
<i>Independent Non-Employee Directors:</i>							
L. Chew ⁽¹⁾	X	X					X*
C. L. Cox ⁽²⁾	X		X ^{*(2)}	X		X	
F. J. Fowler						X	X
M. C. Herringer	X	X	X		X*		
R. C. Kelly ⁽¹⁾		X				X	
R. H. Kimmel				X	X		X
R. A. Meserve	X				X	X*	X
F. E. Miller ⁽¹⁾		X ^{*(3)}	X				
R. G. Parra				X	X	X	
B. L. Rambo	X		X	X*	X		
B. L. Williams ⁽¹⁾⁽⁴⁾	X	X ^{*(4)}	X ^{*(4)}	X			
<i>Employee Directors:</i>							