

**EDISON INTERNATIONAL**  
**CHARTER FOR THE NOMINATING AND GOVERNANCE**  
**COMMITTEE OF THE BOARD OF DIRECTORS**

**Adopted by the Board of Directors**

**December 10, 2020**

**ARTICLE I – PURPOSE OF THE COMMITTEE**

The purpose of the Nominating and Governance Committee ("Committee") of the Board of Directors ("Board") of Edison International ("Company") shall be to:

- identify and recommend to the Board individuals qualified to serve as directors of the Company;
- advise the Board with respect to Board composition and procedures;
- develop and recommend to the Board on an ongoing basis Corporate Governance Guidelines applicable to the Company;
- advise the Board with respect to corporate governance matters; and
- oversee the evaluation of the Board.

**ARTICLE II – COMPOSITION OF THE COMMITTEE AND SUBCOMMITTEES**

**Section 1.     Size of the Committee and Membership Requirements.**

The Committee shall consist of not less than two members of the Board. Only those directors who are determined to be “independent directors” under the Company’s Corporate Governance Guidelines are eligible to serve on the Committee.

**Section 2.     Nomination and Appointment of Members.**

Each Committee member shall be appointed by resolution adopted by a majority of the exact number of authorized directors and shall serve until a successor shall be appointed. In the event any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided that

in no event shall the Committee consist of less than two members.

**Section 3. Committee Chair.**

The Board shall designate one of the Committee's members as the Chair who shall preside over meetings of the Committee and report Committee actions to the Board. If the Chair is not present, the Committee may designate an acting Chair.

**Section 4. Subcommittees.**

The Board may form Subcommittees for any purpose and may delegate to such Subcommittees such power and authority as the Board deems appropriate; provided however, that a Subcommittee shall consist of at least two members of the Committee and that the Board shall not delegate any power or authority required by any law, regulation or stock exchange listing standard to be exercised by the Board as a whole. Each Subcommittee member shall be appointed by resolution adopted by a majority of the exact number of authorized directors and shall serve until a successor shall be appointed. In the event any member of any Subcommittee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided in no event shall any Subcommittee consist of less than two members. The Board shall determine the Chair of the Subcommittees.

**ARTICLE III – MEETINGS AND OTHER ACTIONS**

**Section 1. Meeting Times, Agendas and Quorum.**

The Committee shall meet at least three times per year as circumstances require, including prior to the annual shareholders' meeting. The frequency, length, and agendas of meetings shall be determined by the Chair in consultation with Committee members and company management. Any Committee member may request the inclusion of items on the agenda or raise subjects at a meeting that are not on the meeting agenda. One-third of the members of the Committee shall constitute a quorum for the transaction of business, provided that in no event shall a quorum be less than two members. The Committee shall report on its actions at a subsequent Board meeting.

## **Section 2. Meeting Minutes.**

The Corporate Secretary shall keep or appoint an appropriate person to keep regular minutes of all Committee and Subcommittee proceedings. If no appointed person is present, the Committee may designate an acting secretary. The minutes of each meeting shall be reviewed by legal counsel and shall be signed by the Corporate Secretary and the Chair after approval by the Committee. The approved minutes shall become a permanent corporate record maintained by the Corporate Secretary.

## **Section 3. Authority of the Committee.**

Unless otherwise provided in this Charter, the meetings and any other actions of the Committee or any Subcommittee shall be governed by the provisions of Article III of the Bylaws of the Company applicable to meetings and actions of the Board, and the Committee shall have all of the authority of the Board in fulfilling its duties and responsibilities, including the authority at the Company's expense to conduct or authorize investigations or studies of matters within the Committee's scope of responsibilities and to obtain advice and assistance from internal and external advisors, except as limited by any applicable law, regulation or stock exchange listing standard or Article III of the Bylaws of the Company.

## **ARTICLE IV – NOMINATING AND RELATED RESPONSIBILITIES**

The Committee shall have the following authority, duties, and responsibilities with respect to nominations of Board members and related matters:

- (a) Review annually, or more frequently as needed, the appropriate experience, skills and characteristics required of Board members in the context of the composition of the Board and, in consultation with management, make recommendations to the Board regarding the size and composition of the Board as appropriate.
- (b) Seek out, identify, investigate, consult with management and review a pool of potential candidates for membership on the Board that reflects diversity of skills, backgrounds, gender, race, ethnicity and sexual orientation, using the Guidelines for Nomination as a Director attached to the Company's Corporate Governance Guidelines.

- (c) Review the background and qualifications of potential candidates for membership on the Board including directors who may be up for renomination, make recommendations to the Board regarding the candidates to fill Board vacancies, propose to the Board a slate of directors for submission to the Company's shareholders at each annual meeting of shareholders and recommend to the Board the inclusion of the slate in the proxy statement.
- (d) Review the suitability of continued service as a Board member when he or she has a significant change in status, including an employment change and any change affecting his or her independence.
- (e) Oversee the annual evaluation of the Board, its committees, and the Company's Board Chair, and establish procedures to allow for exercise of this oversight function.
- (f) Oversee and monitor the orientation program for new directors, and periodically review continuing education activities for all directors.
- (g) Perform such additional functions as are necessary or prudent to fulfill the Committee's duties and responsibilities under this Article IV, which shall include the sole authority to retain or terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

## **ARTICLE V – CORPORATE GOVERNANCE RESPONSIBILITIES**

The Committee shall have the following authority, duties, and responsibilities with respect to corporate governance activities:

- (a) Review periodically the Corporate Governance Guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of any applicable law, regulation or stock exchange listing standard, and recommend any desirable changes to the Board.

- (b) Review periodically any significant environmental, social and governance (“ESG”) trends that may impact the Company, ensure the oversight of relevant ESG issues by the Board and its committees, and make recommendations to the Board as appropriate.
- (c) Review periodically the charters of each Board committee, consider any other corporate governance issues that arise from time to time, including shareholder proposals, and develop appropriate recommendations for the Board.
- (d) At each annual organizational meeting of the Board, make recommendations to the Board regarding Board committee, committee chair and independent Board Chair assignments in accordance with the requirements of any applicable law, regulation or stock exchange listing standard.
- (e) Review at least annually, and periodically as needed, any transactions required to be reported under Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.
- (f) Review periodically the Company’s ethics and compliance code for directors (the “Director Ethics Code”) to assure that the Director Ethics Code is appropriate for the Company and complies with the requirements of any applicable law, regulation or stock exchange listing standard, and recommend any desirable changes to the Board. The Committee shall also review periodically the processes and procedures supporting compliance with the Director Ethics Code.
- (g) Perform such additional functions as are necessary or prudent to fulfill the Committee’s duties and responsibilities under this Article V.

## **ARTICLE VI – EVALUATION OF THE COMMITTEE**

The Committee shall perform an annual evaluation of its own performance and of the adequacy of this Charter, and submit to the Board that evaluation, including any recommended changes to the Committee’s membership, Charter or procedures.

## **ARTICLE VII – POSTING OF THE CHARTER**

This Charter shall be available on the Company's Internet website, as disclosed in the Company's annual proxy statement.