

EDISON INTERNATIONAL
CHARTER FOR THE PRICING COMMITTEE
OF THE BOARD OF DIRECTORS
Adopted by the Board of Directors
December 9, 2021

ARTICLE I – PURPOSE OF THE COMMITTEE

The purpose of the Pricing Committee (“Committee”) of the Board of Directors (“Board”) of Edison International (“Company”) shall be to assist the Board in its oversight of the Company’s issuance of common stock and preferred stock.

ARTICLE II – COMPOSITION OF THE COMMITTEE AND SUBCOMMITTEES

Section 1. Size of the Committee.

The Committee shall consist of not less than two members of the Board.

Section 2. Nomination and Appointment of Members.

Each Committee member shall be appointed by the Board in accordance with the requirements of any applicable law, regulation or stock exchange listing standard, and shall serve until a successor shall be appointed by the Board. In the event any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall be either 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 members as chair (“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.

ARTICLE II – MEETINGS AND OTHER ACTIONS

Section 1. Meeting Times, Agendas and Quorum.

The Committee shall meet when it deems necessary. 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.

Section 2. Meeting Minutes.

The Corporate Secretary shall keep, or appoint an appropriate employee of the Company to keep, regular minutes of all Committee 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 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 – PRICING AND RELATED RESPONSIBILITIES

Section 1. Duties and Responsibilities.

The Committee shall have the following authorities, duties, and responsibilities:

- (a) The Committee shall be responsible for determining the final terms of any offering, issuance, or sale of common stock or preferred stock of the Company (each, a “Stock Transaction”) that has been duly authorized and approved by the Board, and (subject to any limitation set forth in the resolutions authorizing the Stock Transaction) shall have the authority to act in the name and on behalf of the Board, and shall exercise all powers of the Board, including the authority set forth in Article Fourth of the Company’s Restated Articles of Incorporation, in connection with any such Stock Transaction.
- (b) Without limiting the generality of the foregoing, the Committee shall have the authority to determine whether and when to launch and consummate any Stock Transaction, to determine the exact number of shares offered in any Stock Transaction, to reserve for original issuance the maximum number of shares of common stock of the Company into which any Stock Transaction instrument may be convertible or exchangeable, and to determine the form and terms of any Stock Transaction, including, as applicable, (i) the public offering price or other sale price for the offered shares, (ii) the discount given to any underwriters, (iii) any compensation paid to any placement agent, (iv) the identity of the purchase or purchasers in any Stock Transaction, (v) the terms of any conversion or exchange of any Stock Transaction instrument into common stock of the Company, (vi) the formula or other means by which any Stock Transaction instrument derives its value from, or is otherwise linked to, common stock of the Company, (vii) the dividend

rate, dividend payment dates and other terms of any cash or stock dividends accumulating or payable with respect to preferred stock, whether payable in cash or in other securities or property (including shares of common stock of the Company), and including any floor price associated with any dividend payable in shares of common stock of the Company, (viii) the conversion or exchange terms of preferred stock, if any, including the mandatory conversion or exchange date, any conversion or other rights upon a fundamental change or otherwise at the election of a holder of preferred stock, the minimum and maximum number of converted common stock shares of the Company issuable upon conversion of shares of preferred stock and any formula associated with such determination, which number and formula may differ depending on the circumstances of the applicable conversion, (ix) the liquidation preference per share of preferred stock, (x) anti-dilution adjustments to the preferred stock, (xi) voting rights of the preferred stock, which may include the terms and conditions of an automatic increase in the size of the Board upon the failure of the Company to timely pay dividends on the preferred stock for a specified period or periods, and the right of the holders of the preferred stock to elect directors to fill such newly created seats on the Board, (xii) any other pricing terms in connection with such Stock Transaction, and (xiii) such other matters as the Pricing Committee shall determine to be necessary or appropriate in connection with such Stock Transaction.

- (c) Perform such additional functions as the Committee determines are necessary or prudent to fulfill the Committee's duties and responsibilities.