

**EDISON INTERNATIONAL**  
**CHARTER FOR THE SAFETY AND OPERATIONS COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**Adopted by the Board of Directors**

**February 28, 2019**

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

**Section 1. Size of the Committee.**

The Safety and Operations Committee ("Committee") of the Board of Directors ("Board") of Edison International ("Company") 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 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.

**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 II – MEETINGS AND OTHER ACTIONS**

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

The Committee shall hold meetings on a regularly scheduled basis and as necessary. Meetings shall be scheduled at the direction of the Chair, or as requested by one-half of the members of the Committee. 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 Company's Secretary shall keep, or appoint an appropriate employee of the Company to keep, regular minutes of all Committee proceedings. The minutes of each meeting shall be reviewed and approved by legal counsel and the Chair. The approved minutes shall become a permanent corporate record maintained by the Company's 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 except as limited by said Article III of the Bylaws of the Company. Any matter which requires approval of the Committee may be approved by the Board in lieu of Committee approval.

## **ARTICLE III –SAFETY AND OPERATIONS COMMITTEE RESPONSIBILITIES**

### **Section 1. Duties and Responsibilities.**

The Committee shall have the following duties and responsibilities:

1. Review and monitor the Company's safety programs, policies and practices relating to:
  - The Company's safety culture, goals and risks;
  - Significant safety-related incidents involving employees, contractors or members of the public; and
  - The measures and resources to prevent, mitigate or respond to safety-related incidents.
2. Monitor the Company's safety and operational and service excellence performance metrics.
3. Review and monitor the Company's operations, significant developments, resources, risks and risk mitigation plans relating to:
  - Reliability, affordability and customer service;
  - Cyber and physical security;
  - Business resiliency and emergency response;
  - Information technology; and
  - Decommissioning of the San Onofre Nuclear Generating Station.
4. Perform such additional functions as the Committee determines are necessary or prudent to fulfill the Committee's duties and responsibilities.