

# **CHARTER OF THE GOVERNANCE, CORPORATE RESPONSIBILITY AND POLITICAL OVERSIGHT COMMITTEE**

## **PURPOSE**

The purpose of the Governance, Corporate Responsibility and Political Oversight Committee (the “Committee”) of the Board of Directors (the “Board”) of FirstEnergy Corp. (the “Company”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process, the Company’s corporate governance policies and oversight of the Company’s policies and practices relating to corporate responsibility, including a particularized focus on enhancing oversight of lobbying, political contributions, and political activities, among other issues. While certain aspects of oversight have been delegated to the Committee (including oversight over management’s implementation of the Political and Lobbying Action Plan, defined below), the full Board has responsibility to actively oversee FirstEnergy’s lobbying, political contributions, and political activities.

## **COMPOSITION**

1. **Number.** The Committee shall be comprised of not fewer than three members of the Board, as shall be determined from time to time by the Board.
2. **Appointment.** The members of the Committee and its Chair (the “Chair”) shall be appointed by the Board. All of the members or any individual member of the Committee may be removed from the Committee with or without cause by the affirmative vote of a majority of the Board.
3. **Qualifications.** Each member shall qualify as “independent”, as such term is defined in the Company’s Corporate Governance Policies and the New York Stock Exchange (“NYSE”) Listing Standards.

## **RESPONSIBILITIES AND AUTHORITY**

The members of the Committee shall perform their duties as a member of any committee in good faith, in a manner the director reasonably believes to be in or not opposed to the best interests of the corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. The Committee has the authority to delegate any of its responsibilities to another committee or subcommittee, as the Committee may deem appropriate in its sole discretion, subject to applicable law, rules, regulations and NYSE listing standards.

### *Governance and Corporate Responsibility*

1. In making the recommendations and determinations required of it under this Charter, the Committee shall refer to the Amended and Restated Code of Regulations, the Corporate Governance Policies, NYSE rules and regulations and applicable law.

2. The Committee shall review the Corporate Governance Policies and each Board committee charter (including this charter) annually, and make recommendations to the Board regarding any amendments thereto.

3. Political and Lobbying Action Plan:

(i) In support of the Board's responsibility to oversee the Company's lobbying, political contributions and political activities, the Committee shall review, and recommend to the Board, a political and lobbying action plan prepared annually by management, as required by the Company's Amended and Restated Code of Regulations (the "Political and Lobbying Action Plan").

(ii) The Committee shall oversee management's implementation of the Political and Lobbying Action Plan and shall report its findings to the Board on a quarterly basis.

(iii) The Committee shall retain (and the Company shall pay for) an independent third party to conduct annual audits of management's implementation of the Political and Lobbying Action Plan to ensure compliance. Any violation or instances of non-compliance with the Political and Lobbying Action Plan shall be immediately reported to Board for immediate investigation and remediation overseen by the Committee. The independent third party engaged to perform this audit shall not simultaneously be serving as the Company's financial auditor or as a consultant to the Compensation Committee.

(iv) The Chief Legal Officer and Chief Ethics & Compliance Officer shall have direct access to the Committee. In addition, the Chief Legal Officer and Chief Ethics & Compliance Officer, together with senior Company executives directly responsible for implementing the Political and Lobbying Action Plan, shall report to the Committee on a quarterly basis.

(v) The Committee shall also annually review the Company's Corporate Political and Public Policy Engagement Policy and Political and Public Policy Engagement Practice and make recommendations to the Board regarding any amendments thereto.

4. The Committee shall oversee, review and periodically report to the Board regarding the Company's corporate citizenship practices, employee, environmental, social and governance ("EESG") strategy, initiatives and policies to the extent not otherwise overseen by one of the Board's other committees, including in the areas of sustainability, human rights, responsible business practices, corporate social responsibility programs and corporate philanthropy, to ensure they are consistent with the Company's long-term strategic objectives and good corporate citizenship.

5. The Committee shall conduct a reasonable prior review of all related party transactions for potential conflicts of interest and shall prohibit such a transaction if it determines it to be inconsistent with the interests of the Company and its shareholders or the Company's Related Person Transactions Policy (the "Policy"). The Committee shall review, approve or ratify Related Person Transaction (as defined in the Policy) and assist the Board in fulfilling its oversight duties with respect to the Policy.

6. The Committee shall review any director or chief executive officer (“CEO”) resignation letter tendered in accordance with the Company’s Corporate Governance Policies and evaluate and recommend to the Board whether such resignation should be accepted.

7. The Committee shall review and discuss with management disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that the appropriate disclosure be included in the Company’s proxy statement or Annual Report on Form 10-K, as applicable.

8. The Committee shall review and discuss with management the Company’s engagement with and responsiveness to shareholder votes on governance matters.

9. The Committee shall review shareholder proposals relating to corporate governance and other matters and recommend to the Board the Company’s response to such proposals.

10. With respect to the responsibilities above, the Committee shall ensure appropriate evaluation and oversight of related risks.

#### *Board and Committee Membership*

1. Annually, the Committee shall assess the size, structure and composition of the Board and all Board committees in light of the operating requirements of the Company and the current makeup of the Board, and make recommendations to the Board regarding any changes thereto.

2. The Committee shall develop and periodically review membership qualifications for the Board and all Board committees. Any assessment of a prospective Board or committee candidate should include, at a minimum, consideration of diversity, age, background and training, business experience and skills, dedication and commitment, business judgment, analytical skills, problem-solving abilities and familiarity with regulatory environment. In addition, the Committee may consider such other attributes as it deems appropriate, all in the context of the perceived needs of the Board or applicable committee at that point in time.

While it is not necessary that each Director possess all of the below listed criteria, each Director should contribute some knowledge, experience, or skill in at least one domain that is important to the Company, including:

- Management or senior leadership position which demonstrates significant business experience and skills;
- Accounting or finance;
- The electric utilities industry;

- EESG
- Cybersecurity; or
- Other significant and relevant areas deemed by the Committee to be valuable to the Company.

3. The Committee shall define specific criteria for Director independence and committee membership in a manner that is consistent with the Corporate Governance Policies and NYSE and Securities and Exchange Commission (“SEC”) rules and regulations. Additionally, the Committee shall make recommendations to the Board regarding the independence of each Director, including any specific independence and financial literacy requirements applicable to each Director’s committee membership. Notwithstanding the foregoing, it shall be the responsibility of the full Board to make any required independence and financial literacy determinations as to members of the Board and each committee, as appropriate.

4. The Committee shall make recommendations to the Board regarding membership on, chairs of and removal from committees, taking into account: (i) a prospective candidate’s independence, (ii) the qualifications set forth in Section 2 above, (iii) the needs of each committee, (iv) the desires of individual Directors, (v) the suggestions of the the Chair of the Board, and if applicable, the Lead Independent Director, and (vi) other applicable requirements under NYSE and SEC rules and regulations.

5. The Committee shall monitor compliance with Board and Board committee membership criteria, including on-going compliance with respect to Director independence requirements. Notwithstanding the foregoing, it shall be the responsibility of the full Board to monitor compliance with membership criteria and independence with respect to members of this Committee.

6. Annually, the Committee shall make recommendations for the nomination of director candidates based on the criteria set forth herein and the evolving needs of the Company.

7. The Committee shall investigate and consider suggestions for candidates for membership on the Board, including candidates recommended by shareholders. The Committee will give due consideration to all candidates recommended by shareholders that are (i) submitted in writing to the Committee, in care of the Corporate Secretary of the Company, (ii) received at least 120 days before the publication of the Company’s annual proxy statement from a shareholder or group of shareholders owning 0.5 percent or more of the Company’s voting stock for at least one year, and (iii) accompanied by a description of the recommended candidate’s qualifications and other relevant biographical information, together with the written consent of the recommended candidate to be named in the proxy statement and to serve on the Board. The Committee may request additional information regarding any prospective candidate as it deems necessary. So long as shareholders nominating Director candidates shall have complied

with the procedural requirements set forth in the Amended and Restated Code of Regulations, the Committee shall apply the same criteria and employ substantially similar procedures for evaluating shareholder nominees for the Board as it would for evaluating any other Board nominee.

8. In consultation with the CEO, the Chair of the Board, Lead Independent Director (where applicable) and the full Board, the Committee shall search for, recruit, screen, interview and recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board. The Committee shall be guided by this Charter, the Amended and Restated Code of Regulations, the Corporate Governance Policies and other applicable laws and regulations in recruiting and selecting Director candidates. In making its recommendations to the Board, the Committee shall consider candidates for directorships proposed by the CEO and, within the bounds of law and practicability, by any other senior executive officer or any Director.

9. If a vacancy on the Board or any Board committee occurs, the Committee should identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy in accordance with the Amended and Restated Code of Regulations.

10. The Committee should (a) develop and oversee a Company orientation program for new directors and a continuing education program for current directors, (b) periodically review these programs, and (c) update them as necessary.

#### Evaluation

1. The Committee shall conduct an annual performance evaluation of the Committee.

2. At least annually, the Committee shall facilitate and oversee the evaluation of the Board, its committees, and individual Directors, and evaluate the quality, sufficiency and currency of information furnished by management to the Directors in connection with Board and committee meetings and other activities of the Directors. The Committee delegated the duty to oversee the evaluation of management to the Compensation Committee.

#### **AUTHORITY TO RETAIN AND TERMINATE ADVISERS**

In the course of its duties, the Committee shall have the authority, at the Company's expense, to retain, replace and terminate independent counsel and other advisers, as it deems necessary to carry out its duties. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein.

The Company will provide the appropriate funding, as determined by the Committee, for payment of compensation to any independent counsel or other advisors employed by the Committee.

## **MEETINGS**

The Committee shall meet as frequently as it may determine necessary to carry out its responsibilities as set forth herein but not less than once per year. The Chair should, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda therefor and supervising the conduct thereof. Any Committee member may submit items to be included in the agenda. Meetings and actions of the Committee will be governed by the same rules applicable to the Board.

Meeting agendas and materials should be distributed to the Committee members in advance of the meeting. Following each meeting, a report of the Committee's activities and recommendations should be presented at the next regularly scheduled meeting of the Board. The Committee should ensure the minutes of each meeting be kept and filed with the minutes of the Company.

## **AMENDMENT**

This Charter and any provision contained herein may be amended or repealed by the Board.

Revised: September 19, 2022