



## **Corporate Governance Policies**

Listed below are corporate governance policies not included in Edison International's Corporate Governance Guidelines or Board committee charters.

### **“Say-on-Pay” Policy**

Edison International will ask shareholders to cast an annual non-binding advisory vote to approve Edison International's executive compensation philosophy, policies and procedures as described in the Compensation Discussion and Analysis section of the proxy statement.

The Board will continue to monitor pending “Say-on-Pay” legislation and emerging trends, and may modify the policy in the future in response to further developments.

### **Policy on Shareholder Rights Plans**

Edison International will seek prior shareholder approval of the adoption of any shareholder rights plan unless, due to time constraints or other reasons consistent with the Board's fiduciary duties, a committee consisting solely of independent directors determines that it would be in the best interests of Edison International shareholders to adopt the plan prior to shareholder approval.

Any rights plan adopted by the Board without prior shareholder approval will automatically terminate one year after adoption of the plan unless the plan is approved by shareholders prior to such termination.

### **Policy on Director Attendance at Annual Meetings**

Director nominees are expected to attend the Edison International annual meeting of shareholders.