UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

March 13, 2019

Sarah K. Solum
Davis Polk & Wardwell LLP
sarah.solum@davispolk.com

Re: PG&E Corporation
Incoming letter dated January 17, 2019

Dear Ms. Solum:

This letter is in response to your correspondence dated January 17, 2019 concerning the shareholder proposal (the "Proposal") submitted to PG&E Corporation (the "Company") by Jing Zhao (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated January 18, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: Jing Zhao
***

*** FISMA & OMB Memorandum M-07-16

March 13, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: PG&E Corporation
Incoming letter dated January 17, 2019

The Proposal recommends that the Company reform its structure to combine with Pacific Gas and Electric Company into one organization under one board and one executive team, under applicable laws and regulation rules, to address senior executive compensation paid by the two companies.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(6). We are unable to conclude that the Company would lack the power or authority to implement the Proposal. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(6).

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(7). In our view, the Proposal transcends ordinary business matters. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

Michael Killoy
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

***

January 18, 2019

Via email shareholderproposals@sec.gov
U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549-2736

Re: Shareholder Proposal to PG&E Corporation 2019 Meeting

Ladies and Gentlemen:

This is to rebut PG&E Corporation/Davis Polk & Wardwell LLP letter of January 17, 2019. There is no reason to deprive of shareholders' right to vote on this issue.

1. My proposal is not about PG&E Corporation's ordinary business operations. The board has the full flexibility to implement my proposal with applicable law and regulations.

2. PG&E Corporation has the power and authority to implement my proposal. PG&E Corporation only lacks the willingness to implement my proposal. For example, PG&E Corporation and Pacific Gas and Electric Company have conducted joint annual meetings and use one same email CorporateSecretary@pge.com, why it lacks the power and authority to work with Pacific Gas and Electric Company to implement my proposal? Especially after the deadly wild fire, the public and the regulators request PG&E Corporation and Pacific Gas and Electric Company take right actions, such to reform the Company's structure. Taking right actions, such as implementing my proposal, is not only assured, but also required from the public, and hence the regulators.

Should you have any questions, please contact me at *** or ***

Respectfully,

Jing Zhao

Jing Zhao

Cc: PG&E Corporation CorporateSecretary@pge.com
Davis Polk & Wardwell LLP Ning Chiu ning.chiu@davispolk.com, Sarah Solum sarah.solum@davispolk.com

New York
Northern California
Washington DC
São Paulo
London
Paris
Madrid
Tokyo
Beijing
Hong Kong

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4000 tel
212 701 5800 fax

January 17, 2019

Re: **Shareholder Proposal of Mr. Jing Zhao Pursuant to Rule 14a-8 of the Securities Exchange Act of 1934**

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549
(*Via email: shareholderproposals@sec.gov*)

Dear Sir or Madam:

On behalf of PG&E Corporation, a California corporation (the "**Company**"), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), we are filing this letter with respect to the shareholder proposal and supporting statement submitted by Mr. Jing Zhao (the "**Proponent**"), on November 5, 2018 (the "**Proposal**") for inclusion in the proxy materials that the Company intends to distribute in connection with its 2019 Annual Meeting of Shareholders (the "**2019 Proxy Materials**"). A copy of the Proposal and other correspondence is attached hereto as Exhibit A.

We hereby request confirmation that the staff of the Office of Chief Counsel (the "**Staff**") will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from its 2019 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), *Shareholder Proposals* (November 7, 2008), Question C, we have submitted this letter and any related correspondence to the Commission via email to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), this letter is being filed with the Commission no later than 80 calendar days before the Company files its definitive 2019 Proxy Materials. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as notification of the Company's intention to omit the Proposal from the 2019 Proxy Materials. This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper.

*** FISMA & OMB Memorandum M-07-16

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders recommend that PG&E Corporation reform PG&E's structure to combine with Pacific Gas and Electric Company into one organization under one board and one executive team, under applicable laws and regulation rules.

REASONS FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2019 Proxy Materials pursuant to:

- Rule 14a-8(i)(7), because the Proposal relates to the Company's ordinary business operations; and
- Rule 14a-8(i)(6), because the Company lacks the power and authority to implement the Proposal.

1. The Proposal may be excluded under Rule 14a-8(i)(7) because the Proposal deals with matters related to the Company's ordinary business operations.

Rule 14a-8(i)(7) allows a company to omit a shareholder proposal from its proxy materials if such proposal deals with a matter relating to the company's ordinary business operations. The general policy underlying the "ordinary business" exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at annual shareholders meetings." Exchange Act Release No. 34-40018 (May 21, 1998) (the "**1998 Release**"). This general policy reflects two central considerations: (i) "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight" and (ii) the "degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

The Proposal implicates the Company's ordinary business operations by focusing on basic decisions about its corporate structure. The subject matter of the Proposal is the same as in *The Goldman Sachs Group, Inc.* (Jan. 26, 2017), where the Staff determined that a proposal related to the study of the benefits and drawbacks of that company's current corporate structure as a bank holding company could be omitted from proxy materials pursuant to Rule 14a-8(i)(7).

As described in "Item 1. Business" in the 2018 Annual Report on Form 10-K, PG&E Corporation, incorporated in California in 1995, is a holding company. Pacific Gas and Electric Company (the "**Utility**"), incorporated in California in 1905, is its primary operating subsidiary and a public utility operating in northern and central California. PG&E Corporation became the holding company of the Utility and its subsidiaries in 1997. As a "public utility holding company" as defined under the Public Utility Holding Company Act of 2005, the Company is subject to regulatory oversight by the Federal Regulatory Energy Commission ("**FERC**"). The Utility is subject to numerous federal, state and other laws, including by the California Public Utilities Commission ("**CPUC**").

The decisions regarding whether to organize as a holding company takes into account numerous detailed factors, as explained in a proxy statement in 1996[1] that asked shareholders to approve the formation of the holding company and the restructuring of its existing businesses, including the Utility, to operate under the holding company. The board of directors and management at that time believed that the restructuring was in the best interest of shareholders in order to enable the Utility to respond more effectively and efficiently to competitive changes taking place in the gas and electric utility industry. Management believed that the formation of the holding company would mean that the Utility could continue to operate efficiently while allowing other businesses to respond more flexibly to regulatory and other industry changes, including new business opportunities and challenges. The restructuring was also intended to provide the Company with greater financing flexibility.

The Utility had operated primarily for the construction and operation of utility generation, transmission and distribution facilities for its customers, but facets of the traditional utility business were becoming less regulated and more competitive, as the CPUC explored alternatives for encouraging competition in the generation of electricity. In addition, industry changes represented new business opportunities and possible expansion in investments outside California. After extensive review and analysis, management determined that the corporate separation and financing flexibility afforded by a holding company structure would increase the Company's ability to better respond to the changing environment, including, for example, the ability to separate a component of the business from the core utility business, operating new businesses through subsidiaries separate from the Utility, insulating the Utility from the risks and earnings volatility associated with different types of activities and the ability to use financing techniques that are better suited to the particular requirements of the company's other businesses without impacting the capital structure of the Utility.

These considerations of the competitive landscape, financial impact, capital allocation, investment opportunities, customer relations, products and services, legal and regulatory requirements and multiple other complex issues are fundamental to the Company's ordinary business operations, involving the expertise and professional judgment of Company's management who are best positioned to make decisions about the Company's corporate structure.

Unlike some proposals that the Staff has determined were not ordinary business matters, the Proposal does not implicate any extraordinary transactions or even any particular businesses that the Company and Utility may conduct, and nowhere in the Proposal does it allude to a merger or sale of the Company, or the exploration of strategic alternatives. The Company's status as a holding company operating through the Utility as a subsidiary has pervasive and complex effects on the day-to-day operations and internal structure throughout the organization, including the structure of existing businesses, capital allocation and funding mechanisms, products and services offered to customers, operating expenses and costs, investments in businesses and oversight by regulators. The decision of how to organize its corporate structure is precisely the type of decision of a complex nature which shareholders, as a group, would not be in a position to make an informed judgment.

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[1] https://www.sec.gov/Archives/edgar/data/1004980/0000950149-96-000136.txt

The Proposal Does Not Relate to a Social Policy Issue

A proposal generally will not be excludable under Rule 14a-8(i)(7) where it raises a significant policy issue. Staff Legal Bulletin 14E (October 27, 2009). However, the Staff has indicated that even proposals relating to social policy issues may be excludable in their entirety if they do not "transcend the day-to-day business matters" discussed in the proposals. 1998 Release. In line with the 1998 Release, the Staff has permitted the exclusion of proposals that, while addressing a significant social policy issue, nonetheless relate to ordinary business matters. For instance, in *FMC Corp.* (February 25, 2011, recon. denied March 16, 2011), the Staff concurred that a company could exclude a proposal requesting that the company implement a "product stewardship program" that would pause the sale of certain pesticides that were allegedly harmful to wildlife and humans. Even though the relevant proposal in FMC Corp touched on issues of environmental harm, the Staff concluded that the Proposal "relates to the products offered for sale by the company." *See also Apache Corporation* (March 5, 2008); *FedEx Corporation* (July 14, 2009); *The Walt Disney Company* (November 30, 2007).

The Proposal does not implicate a social policy. While the supporting statement criticizes the Company and the Utility's executive compensation practices, the primary objective of the Proposal relates to asking the Company to reform its corporate structure and questions whether the holding company and the operating subsidiary should be combined with one board and management team, rather than stay separate. Executive compensation may be one of the reasons that the Proponent has submitted the Proposal, but it is not itself the subject matter of the Proposal that shareholders are being asked to vote on. As Staff Legal Bulletin No. 14J (October 23, 2018) indicates, the Staff will concur in the exclusion of proposals that have as their underlying concern ordinary business matters even if they touch on executive compensation, when the focus of the proposal is an ordinary business matter.

For all the reasons stated above, the Company believes the Proposal is properly excludable under Rule 14a-8(i)(7).

2. The Company may omit the Proposal pursuant to Rule 14a-8(i)(6) because the Company lacks the power and authority to implement the Proposal.

Rule 14a-8(i)(6) permits the exclusion of a shareholder proposal if the company would lack the power or authority to implement the proposal. Here, even if the Company determined to move forward with combining the Company and the Utility into one entity, it could not do so unilaterally and would instead be required to seek regulatory approval. Such approval is not assured and is beyond the Company's control.

The Commission has acknowledged that exclusion under Rule 14a-8(i)(6) "may be justified where implementing a proposal would require intervening actions by independent third parties." *See* 1998 Release, at note 20. Further, the Staff has permitted exclusion of proposals that seek implementation through the action of third parties. For example, in *American Home Products Corp.* (Feb. 3, 1997), the proponent requested that advertising and literature associated with the company's product incorporate certain warnings. In granting no-action relief, the Staff stated that the proposal was excludable from the company's proxy materials under former Rule 14a-8(c)(6) because it would be beyond the company's power to lawfully effectuate the proposal as the company was not "free to add statements to its products labeling without regulatory approval or to add precautionary

language to its advertisements beyond those approved for the product labeling." The Staff took a similar position in *Alza Corporation* (Feb. 12, 1997). In that case, the proponent requested that the company change the content of its product advertising and literature to address specific warnings related to its product. In granting no-action relief, the Staff found that the proposal was excludable under former Rule 14a-8(c)(6) because the company did not have the unilateral authority to change the content of its product advertising and literature without the involvement and approval of the U.S. Food and Drug Administration and thus did not have the power to effectuate the proposal as requested by the proponent. *See, e.g., eBay Inc.* (Mar. 26, 2008) (concurring in the exclusion of a proposal prohibiting the sale of dogs and cats on the company's affiliated Chinese website, where the website was a joint venture which eBay did not control and therefore eBay could not implement the proposal without the consent of its joint venture partner); *Catellus Development Corp.* (Mar. 3, 2005) (concurring in the exclusion of a proposal requesting that the company take certain actions related to property it managed but no longer owned); *AT&T Corp.* (Mar. 10, 2002) (concurring in the exclusion of a proposal requesting a bylaw amendment concerning independent directors that would "apply to successor companies," where the Staff noted that it did "not appear to be within the board's power to ensure that all successor companies adopt a bylaw like that requested by the proposal"); *SCEcorp (Recon.)* (Dec. 20, 1995) (concurring in the exclusion of a proposal to require unaffiliated fiduciary trustees of the company's employee stock plan, due to the lack of power by the company to compel the third parties to do so); and *The Southern Co.* (Feb. 23, 1995) (concurring in the exclusion of a proposal requesting that the board of directors take steps to ensure ethical behavior by employees serving in the public sector).

The Company and the Utility are subject to oversight by numerous regulators, including the CPUC and the FERC, in all aspect of its business, and the Company must obtain certain authorizations from regulators in order to combine the two entities. As provided by section 854 of the California Public Utilities Code, without CPUC authorization, any direct or indirect merger, acquisition, or change in control of a public utility is void and of no effect. Section 203(a)(1)(B) of the Federal Power Act also generally requires FERC approval for the merger of a public utility with another entity, such that the Company and the Utility would likely seek FERC approval of the proposed transaction. Further, any corporate actions to combine the Company and the Utility into a single operating public utility likely would require the issuance of securities on behalf of the resulting operational public utility, change the nature of the enterprise's indebtedness or capitalization, and transfer the predecessor entities' assets and liabilities of the resulting operating utility. CPUC approval is required for securities issuances and major transfers of assets of a public utility. In addition, and as disclosed in a Current Report on Form 8-K, and filed with the Commission on January 14, 2019, the Company currently expects that it will file for reorganization under Chapter 11 of the U.S. Bankruptcy Code on or about January 29, 2019, in which case the proposed action would require approval from the Bankruptcy Court.

Unlike *DTE Energy Company* (Feb. 2, 2018), the Proposal does not ask for a report in the form of an economic analysis of the cost and benefits of closing a plant prior to the expiration of a regulatory license. In that letter, the Staff did not permit the proposal to be excluded although the company had argued that it could not unilaterally close the nuclear power plant in question without regulatory approval. Rather than requesting a report or other analysis

about the Company's corporate structure, the Proposal instead recommends simply that the Company change it.

For the reasons discussed above, the Company does not have the ability to implement the action in the Proposal because the intervention of a third party, the Company and the Utility's regulators, are required. In view of the foregoing, the Company lacks the power or authority to implement the Proposal and, therefore, believes the Proposal may be excluded from the 2019 Proxy Materials under Rule 14a-8(i)(6).

CONCLUSION

Accordingly, consistent with the Staff's previous interpretations of Rule 14a-8(i)(7) and 14a-8(i)(6), the Company believes that the Proposal may be excluded because it relates to the Company's ordinary business operations and the Company lacks the power and authority to implement the Proposal.

* * *

The Company respectfully requests the Staff's concurrence with its decision to omit the Proposal from the 2019 Proxy Materials and further requests confirmation that the Staff will not recommend any enforcement action. Please call the undersigned at (650) 752-2011 if you should have any questions or need additional information or as soon as a Staff response is available.

Respectfully yours,

Sarah K. Solum

Attachment
cc w/ att: Jing Zhao
Linda Y.H. Cheng (PG&E Corporation)

EXHIBIT A

Solomon, Billie

From: Corporate Secretary <CorporateSecretary@pge.com>
Sent: Tuesday, November 6, 2018 8:32 AM
To: Cheng, Linda Y H; Chan, Eileen; Conti, Ellen; Stetler, Janice; Chang, Frances (Law)
Subject: FW: Shareholder Proposal to 2019 Annual Meetings
Attachments: PG&E2019proposal.pdf; Unique-05387656-11-05-2018_16_34_06_CST.pdf

Good morning,

We have received this shareholder proposal as of November 5, 2018, 11:35pm from Mr. Jing Zhao regarding Corporation Structure Reform.

I have not yet counted the number of characters, or read the proposal thoroughly, but I will do so this morning.

Please let me know if you have any questions.

Thank you,
Lia

Lia Michelle Ma
Shareholder Services Analyst
Pacific Gas and Electric Company
Office of the Corporate Secretary
Ph: 415 973-8728 | lia.ma@pge.com

From: JING ZHAO ***
Sent: Monday, November 05, 2018 11:32 PM
To: Corporate Secretary <CorporateSecretary@pge.com>
Subject: Shareholder Proposal to 2019 Annual Meetings

Attached please find my proposal with share letter.
Regards,

Jing Zhao
US-Japan-China Comparative Policy Research Institute

***

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November 5, 2018

(via E-Mail: CorporateSecretary@pge.com, Fax: 415-973-8719 and post mail)

Office of the Corporate Secretary

PG&E Corporation/Pacific Gas and Electric Company

P.O. Box 770000

San Francisco, California 94177

Re: Shareholder Proposal to 2019 Annual Meetings

Dear Secretary:

Enclosed please find my shareholder proposal for inclusion in PG&E Corporation's proxy materials for the 2019 annual meetings and a letter confirming my PG&E Corporation shares. I will continuously hold these shares until the 2019 annual meetings.

Should you have any questions, please contact me at *** or ***

Yours truly,

Jing Zhao

Jing Zhao

Enclosure: Shareholder proposal

Letter of shares

Shareholder Proposal on Corporation Structure Reform

Resolved: shareholders recommend that PG&E Corporation reform PG&E's structure to combine with Pacific Gas and Electric Company into one organization under one board and one executive team, under applicable law and regulation rules.

Supporting Statement

According to Joint Notice of 2018 Annual Meetings Joint Proxy Statement of PG&E Corporation and Pacific Gas and Electric Company summary compensation table (p.61), PG&E Corporation's CEO and President Ms. Williams took $8,597,220, Pacific Gas and Electric Company's President and COO Mr. Stavropoulos took $6,413,256, and PG&E Corporation's Executive Chair of the Board Mr. Earley took $6,012,329 (with early retirement before the end of 2017), totaling $21,022,805 in 2017 when California residents suffered devastating lose and lives from wild fires and other natural and unnatural causes! Mr. Earley also took $11,730,646 in 2016 and $12,198,394 in 2015. Californians cannot afford to award three bosses for one and same poor public utilities service at the same time with such an absurd high compensation.

Furthermore, according to the Wall Street Journal "Better Ways to Measure Your Boss's Pay" (July 4, 2017): "Summary compensation tables massively understate what executives earn and don't tell investors what they need to know." "In 2015—the last year for which full data is available—the average pay of the 500 highest-paid U.S. executives was $17.1 million according to fair-value estimates, but $32.6 million according to realized pay."

The division of PG&E Corporation and Pacific Gas and Electric Company is unnecessary for and harmful to public service, and is unethical for two groups of executive officers to award themselves with absurd compensation. There is no such a "joint venture" of public service in other advanced democratic societies.

TD Ameritrade

11/05/2018

Jing Zhao
***

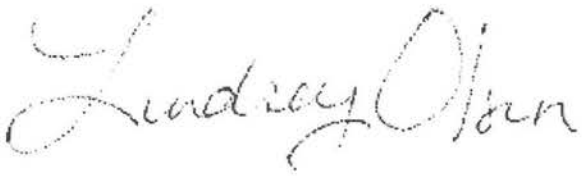
Re: Your TD Ameritrade Account Ending in ***

Dear Jing Zhao,

Thank you for allowing me to assist you today. As you requested, this letter is to confirm you have continuously held 65 shares of PG&E Corporation (PCG) since October 16, 2017, and continue to hold this position today.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,



Lindsey Olsen
Resource Specialist
TD Ameritrade

Solomon, Billie

From: Corporate Secretary <CorporateSecretary@pge.com>
Sent: Friday, November 9, 2018 4:05 PM
To: JING ZHAO
Subject: RE: Shareholder Proposal to 2019 Annual Meetings

Good afternoon Mr. Zhao,

We acknowledge receipt of your shareholder proposal. A formal response from Linda Y.H. Cheng, Vice President, Corporate Governance and Corporate Secretary, PG&E Corporation, will be sent within the next couple of days.

Regards,

J. Ellen Conti
Manager – Corporate Secretary Operations
Office of the Corporate Secretary
PG&E Corporation
(415) 973-8200

From: JING ZHAO ***
Sent: Monday, November 05, 2018 11:32 PM
To: Corporate Secretary <CorporateSecretary@pge.com>
Subject: Shareholder Proposal to 2019 Annual Meetings

Attached please find my proposal with share letter.
Regards,

Jing Zhao
US-Japan-China Comparative Policy Research Institute

Solomon, Billie

From: Corporate Secretary <CorporateSecretary@pge.com>
Sent: Friday, November 16, 2018 12:38 PM
To: ***
Subject: Shareholder Proposal
Attachments: Zhao Jing response-111618-final.pdf

Mr. Zhao,

Please see the attached letter from Linda Y.H. Cheng in response to the shareholder proposal you submitted to PG&E Corporation on November 5, 2018.

Thank you,

Office of the Corporate Secretary
PG&E Corporation
415.973.8200

PG&E Corporation

Linda Y.H. Cheng
Vice President,
Corporate Governance
and Corporate Secretary

77 Beale Street, 24th Floor
Mail Code B24W
San Francisco, CA 94105

415.973.8200

November 16, 2018

VIA E-MAIL *** and UPS

Mr. Jing Zhao
***

Dear Mr. Zhao:

This will acknowledge receipt on November 5, 2018 of a shareholder proposal and supporting statement (the "Proposal") submitted by you for consideration at PG&E Corporation's 2019 annual meeting.

The Securities and Exchange Commission's (SEC's) regulations regarding the inclusion of shareholder proposals in a company's proxy statement are set forth in its Rule 14a-8, a copy of which is attached.

Please note that PG&E Corporation reserves the right to omit the Proposal from its proxy statement if a valid basis for such action exists under SEC Rule 14a-8.

Sincerely,

Linda YH Cheng

Vice President, Corporate Governance
and Corporate Secretary

LYHC:lmm