



DIVISION OF  
CORPORATION FINANCE

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

March 9, 2022

Elizabeth A. Diffley  
Faegre Drinker Biddle & Reath LLP

Re: PPL Corporation (the "Company")  
Incoming letter dated January 5, 2022

Dear Ms. Diffley:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Kenneth Steiner (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(iii). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(iii) and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

Elizabeth A. Diffley  
elizabeth.diffley@faegredrinker.com  
+1 215 988 2607 direct

Faegre Drinker Biddle & Reath LLP  
One Logan Square, Suite 2000  
Philadelphia, Pennsylvania 19103  
+1 215 988 2700 main  
+1 215 988 2757 fax

January 5, 2022

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549

**Re: PPL Corporation – Notice of Intent to Exclude from Proxy Materials Shareholder Proposal Submitted by Kenneth Steiner**

Dear Ladies and Gentlemen:

This letter is submitted on behalf of PPL Corporation, a Pennsylvania corporation (“PPL”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (as amended, the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of PPL’s intention to exclude from its proxy materials for its 2022 Annual Meeting of Shareowners scheduled for May 18, 2022 (the “2022 Proxy Materials”) a shareholder proposal and statements in support thereof (the “Proposal”) from John Chevedden as proxy on behalf of Kenneth Steiner.<sup>1</sup> PPL requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend an enforcement action to the Commission if PPL excludes the Proposal from its 2022 Proxy Materials in reliance on Rule 14a-8 and related Staff guidance.

Pursuant to Rule 14a-8(j) and *Staff Legal Bulletin No. 14D* (November 7, 2008) (“SLB 14D”), we have submitted this letter and its attachments to the Commission via e-mail at [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov). A copy of this submission is being sent simultaneously to the Mr. Chevedden on behalf of Mr. Steiner as notification of PPL’s intention to exclude the Proposal from its 2022 Proxy Materials. PPL intends to file its 2022 Proxy Materials on or about April 5, 2022, with printing to begin on or about March 29, 2022.

Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission

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<sup>1</sup> Mr. Steiner’s letter accompanying the Proposal, included in Exhibit A, specifically states, “This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting.” It also instructs PPL to direct all future communications regarding the Proposal to John Chevedden via email to facilitate prompt and verifiable communications.

or Staff. Accordingly, we are taking this opportunity to inform Mr. Chevedden and Mr. Steiner that if either elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of PPL pursuant to Rule 14a-8(k) and SLB 14D.

### **The Proposal**

PPL received the Proposal by e-mail from Mr. Chevedden on October 27, 2021. A revised Proposal was received by e-mail from Mr. Chevedden on December 7, 2021. PPL also received a copy of a broker letter reflecting Mr. Steiner's ownership of PPL shares by e-mail from Mr. Chevedden on November 3, 2021. In relevant part, the Proposal requests that PPL's board of directors "adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO." A full copy of the Proposal, including as revised, is attached hereto as Exhibit A together with the other submission correspondence. Correspondence from Mr. Chevedden accompanying the broker letter and the broker letter substantiating Mr. Steiner's ownership of PPL shares are attached hereto as Exhibit B for reference.

### **Basis for Exclusion**

PPL believes that the Proposal may be properly excluded from the 2022 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f) because the proponent failed to provide PPL with a written statement regarding availability to meet with PPL regarding the Proposal.

### **Analysis**

#### **The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f) because the Proponent Failed to Provide PPL with a Written Statement regarding the Proponent's ability to meet with PPL.**

As noted, under Rule 14a-8(f), a company may exclude from its proxy materials a proposal submitted by a proponent who fails to satisfy the procedural requirements set forth in Rule 14a-8(b). Under Rule 14a-8(b)(1)(iii), as applicable to annual meetings to be held on or after January 1, 2022, a proponent must provide the company with a written statement that the proponent is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. This written statement must include the proponent's contact information as well as business days and specific times that the proponent is available to discuss the proposal with the company and must identify times within regular business hours of the company's principal executive offices.

Moreover, Rule 14a-8(f)(1) permits a company to exclude a proposal from its proxy materials if (i) the proponent does not satisfy the eligibility requirements in Rule 14a-8(b), (ii) the company notifies the proponent of the deficiency within 14 days of receiving the proposal and (iii) the proponent does not send the company a response to correct the deficiency within 14 days of receipt of the company's deficiency notice. As described below, each of these requirements for exclusion has been satisfied here.

None of the original Proposal submission materials, the correspondence providing Mr. Steiner's broker letter, or the revised Proposal, included a written statement regarding the proponent's ability to meet with PPL. On November 8, 2021, within 14 days of receiving the Proposal, as required by Rule 14a-8, PPL notified Mr. Chevedden in a letter sent by e-mail (attached as Exhibit C hereto) of the resulting eligibility deficiency (the "Deficiency Letter"), attaching a copy of Rule 14a-8 and requesting acknowledgment of receipt. As instructed by Mr. Steiner in his letter accompanying the Proposal, PPL emailed the Deficiency Letter to Mr. Chevedden at his given e-mail address, but in an abundance of caution to ensure evidence of delivery would be obtained, also arranged to send him a copy via Federal Express. The related correspondence, together with the PPL e-mail server notice of delivery and Federal Express tracking information notifying of delivery is attached as Exhibit C to this letter. Later on November 8, 2021, the same day that PPL sent the Deficiency Letter, Mr. Chevedden confirmed receipt by sending PPL an e-mail, attached as Exhibit D hereto, that a hardcopy was not needed.

The Deficiency Letter notified Mr. Chevedden, as proxy for Mr. Steiner, of the requirements of Rule 14a-8, informed him that the defect could be remedied by providing a written statement regarding the proponent's ability to meet with PPL to discuss the Proposal, and informed him that the response must be post-marked or transmitted to PPL no later than 14 calendar days from the date of receipt of the Deficiency Letter. As of the date hereof, PPL has not received a response addressing the deficiency.

The Staff has consistently permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed to provide timely evidence of eligibility to submit a shareholder proposal in response to a timely deficiency notice from the company. *See, e.g., The Walt Disney Co.* (Sept. 28, 2021)\*<sup>2</sup> (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal, including the proponent's availability to meet with the company, after receiving the company's timely deficiency notice); *PG&E Corp.* (May 26, 2020)\* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *Huntsman Corp.* (Jan. 16, 2020)\* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponents failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *Comcast Corp.* (Feb. 26, 2018) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *Facebook, Inc.* (Feb. 26, 2018) (same); *Amazon.com, Inc.* (Feb. 6, 2018) (same); *see also, e.g., PPL Corp.* (February 12, 2021)\* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 24 calendar days after receiving the company's timely deficiency notice); *Exxon Mobil Corp.* (Feb. 14, 2018) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 53 days after receiving the company's timely deficiency notice); *Ambac Financial Group, Inc.* (Dec. 15, 2016) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 48 days after receiving the company's timely deficiency notice); *Prudential Financial, Inc.* (Dec. 28, 2015) (permitting exclusion under

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<sup>2</sup> \*Citations marked with an asterisk indicate Staff decisions issued without a letter.

January 5, 2022

Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 23 days after receiving the company's timely deficiency notice).

The Proposal did not include a written statement regarding the proponent's ability to meet with PPL and no response has been provided to remedy the deficiency. Accordingly, PPL may exclude the Proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f).

### Conclusion

Based upon the foregoing analysis, PPL respectfully requests that the Staff confirm that it will not recommend any enforcement action to the Commission if PPL excludes the Proposal from its 2022 Proxy Materials pursuant to Rule 14a-8. We would be happy to provide you with any additional information and answer any questions that you may have regarding this matter. Should you disagree with the conclusions set forth in this letter, we would appreciate the opportunity to confer with you prior to the determination of the Staff's final position.

Please do not hesitate to contact me at [elizabeth.diffley@faegredrinker.com](mailto:elizabeth.diffley@faegredrinker.com) or (215) 988-2607 if we can be of any further assistance in this matter.

Thank you for your consideration.

Very truly yours,

Elizabeth A. Diffley



Enclosures

cc: Elizabeth Stevens Duane, PPL Corporation, via email  
W. Eric Marr, PPL Corporation, via email  
Kenneth Steiner (Proponent) and John Chevedden (Proxy), via email to Chevedden

**EXHIBIT A – PROPOSAL AND SUBMISSION CORRESPONDENCE**

**From:** John Chevedden <[REDACTED]>  
**Sent:** Wednesday, October 27, 2021 12:30 PM  
**To:** Joanne H. Raphael  
**Cc:** Duane, Elizabeth Stevens; Marr, Wayne Eric; Leyden, Arden A  
**Subject:** Rule 14a-8 Proposal (PPL)``  
**Attachments:** 27102021\_2.pdf

**EXTERNAL email. STOP and THINK before responding, clicking on links, or opening attachments.**

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Dear Ms. Raphael,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

If you confirm proposal receipt in the next day a broker letter can be promptly forwarded that will save you from making a formal request.

Sincerely,

John Chevedden

**From:** Duane, Elizabeth Stevens [REDACTED]  
**Sent:** Wednesday, October 27, 2021 3:48 PM  
**To:** John Chevedden  
**Cc:** Marr, Wayne Eric; Leyden, Arden A  
**Subject:** RE: Rule 14a-8 Proposal (PPL)``

Dear Mr. Chevedden:

We are in receipt of your proposal.

Kind regards,

-Elizabeth

**Elizabeth Stevens Duane** | [Associate General Counsel and Assistant Corporate Secretary](#)  
Office of General Counsel | phone: [REDACTED]



## Business Use

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**From:** John Chevedden [REDACTED]  
**Sent:** Wednesday, October 27, 2021 12:30 PM  
**To:** Joanne H. Raphael [REDACTED]  
**Cc:** Duane, Elizabeth Stevens [REDACTED] Marr, Wayne Eric [REDACTED] Leyden, Arden A [REDACTED]  
**Subject:** Rule 14a-8 Proposal (PPL)``

**EXTERNAL email. STOP and THINK before responding, clicking on links, or opening attachments.**

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Dear Ms. Raphael,



Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

If you confirm proposal receipt in the next day a broker letter can be promptly forwarded that will save you from making a formal request.

Sincerely,

John Chevedden

Kenneth Steiner

[REDACTED]

Ms. Joanne H. Raphael  
Corporate Secretary  
PPL Corporation (PPL)  
Two North Ninth Street  
Allentown PA 18101  
PH: [REDACTED]  
FX: [REDACTED]

Dear Ms. Raphael,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I intent to continue to hold through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

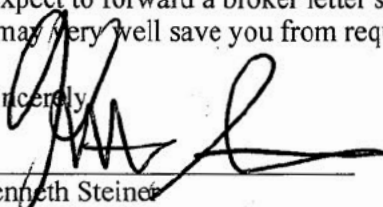
My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden at:

[REDACTED]  
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [REDACTED]

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,

  
Kenneth Steiner

10/12/21  
Date

cc: Elizabeth Stevens Duane [REDACTED]  
Assistant Secretary

PH: [REDACTED]

FX: [REDACTED]

Wayne Eric Marr [REDACTED]  
Arden A. Leyden [REDACTED]

**Proposal 4 – Independent Board Chairman**

Shareholders request that the Board of Directors adopt a policy, and amend the governing documents as necessary, to require the Chair of the Board of Directors to be an independent member of the Board. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

This proposal topic won 52% support at Boeing and 54% support at Baxter International in 2020. Boeing then adopted this proposal topic in 2020. The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman who is completely independent of the CEO and our company.

This proposal topic won 44% shareholder support at our 2020 annual meeting. This likely represented 51% support from the shares that have access to independent proxy voting advice and are not forced to rely on the biased views of management. PPL management should feel obligated to support the votes of 51% of shares that have access to independent proxy voting advice.

Although our current Chairman, Mr. Craig Rogerson, is technically independent, there is no rule that our next Chairman will be independent.

In regard to technically independent Mr. Rogerson has 17-year long tenure. As director tenure goes up director independence goes down.

Mr. Rogerson also received 119 million negative votes at our 2021 annual meeting. This was up to 25-times the negative votes of other PPL directors. Perhaps Mr. Rogerson is on the road to recovery – Mr. Rogerson received 210 million negative votes in 2019.

Meanwhile Ms. Phoebe Wood went from 9 million negative votes in 2020 to 47 million vote in 2021. As chair of the PPL Governance Committee, Ms. Wood’s ironic role is to resist shareholder proposals such as this proposal in spite of the substantial shareholder support this shareholder proposal receives.

With the current CEO serving as Chair this means giving up a substantial check and balance safeguard that can only occur with an independent Board Chairman.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of the lead director duties to the CEO office and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

The lack of an independent Board Chairman is an unfortunate way to discourage new outside ideas and an unfortunate way to encourage the CEO to pursue pet projects that would not stand up to effective oversight.

If an independent director is not available from inside or outside the company then a non-independent director from inside or outside the company, other than the CEO, can be named as Chairman for a term of 3 months to 6 months.

Please vote yes:

**Independent Board Chairman – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

The color version of the below graphic is to be published immediately after the bold title line of the proposal.

Will consider withdrawal of the graphic if management commits to a fair presentation of the proposal which includes:

- No management graphic in connection with the rule 14a-8 proposals in the proxy or ballot.
- No proxy or ballot text suggesting that the proposal will be moot due to lack of presentation.
- No ballot electioneering text repeating the negative management recommendation.
- Management will give me the opportunity to correct any typographical errors.
- Management will give me advance notice if it does a special solicitation that mentions this proposal.



FOR

*Shareholder  
Rights*

**From:** [John Chevedden](#)  
**To:** [Leyden, Arden A](#)  
**Subject:** Rule 14a-8 Proposal (PPL)`` REVISED  
**Date:** Tuesday, December 7, 2021 11:56:27 AM  
**Attachments:** [07122021\\_5.pdf](#)

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**EXTERNAL email. STOP and THINK before responding, clicking on links, or opening attachments.**

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Dear Ms. Duane,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

Please confirm receipt.

Sincerely,

John Chevedden

[PPL – Rule 14a-8 Proposal, October 27, 2021, Revised December 7, 2021]

[This line and any line above it – *Not* for publication.]

**Proposal 4 – Independent Board Chairman**

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as follows:

Selection of the Chairman of the Board The Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board.

The Chairman shall not be a former CEO of the company.

This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

This proposal topic won 52% support at Boeing and 54% support at Baxter International in 2020. Boeing then adopted this proposal topic in 2020. The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman who is completely independent of the CEO and our company.

This proposal topic won 44% shareholder support at our 2020 annual meeting. This likely represented 51% support from the shares that have access to independent proxy voting advice and are not forced to rely on the biased views of management. PPL management should feel obligated to support the votes of 51% of shares that have access to independent proxy voting advice.

Although our current Chairman, Mr. Craig Rogerson, is technically independent, there is no rule that our next Chairman will be independent.

In regard to technically independent Mr. Rogerson has 17-year long tenure. As director tenure goes up director independence goes down.

Mr. Rogerson also received 119 million negative votes at our 2021 annual meeting. This was up to 25-times the negative votes of other PPL directors. Perhaps Mr. Rogerson is on the road to recovery – Mr. Rogerson received 210 million negative votes in 2019.

Meanwhile Ms. Phoebe Wood went from 9 million negative votes in 2020 to 47 million vote in 2021. As chair of the PPL Governance Committee, Ms. Wood's ironic role is to resist shareholder proposals such as this proposal in spite of the substantial shareholder support this shareholder proposal receives.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of the lead director duties to the CEO office and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

Please vote yes:

**Independent Board Chairman – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

**EXHIBIT B – COVER EMAIL & BROKER LETTER**

**From:** [John Chevedden](#)  
**To:** [Duane, Elizabeth Stevens](#)  
**Cc:** [Marr, Wayne Eric](#); [Leyden, Arden A](#)  
**Subject:** (PPL) blb  
**Date:** Wednesday, November 3, 2021 3:33:47 PM  
**Attachments:** [03112021\\_5.pdf](#)

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**EXTERNAL email. STOP and THINK before responding, clicking on links, or opening attachments.**

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Dear Ms. Duane,  
Please see the attached broker letter.  
Please confirm receipt.  
John Chevedden



**From:** Duane, Elizabeth Stevens [REDACTED]  
**Sent:** Wednesday, November 3, 2021 3:56 PM  
**To:** John Chevedden  
**Cc:** Marr, Wayne Eric; Leyden, Arden A  
**Subject:** RE: (PPL) blb

Dear Mr. Chevedden:

We are in receipt of Mr. Steiner's broker letter.

Kind regards,

-Elizabeth

[Elizabeth Stevens Duane](#) | [Associate General Counsel and Assistant Corporate Secretary](#)  
Office of General Counsel | phone: [REDACTED]



## Business Use

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**From:** John Chevedden [REDACTED]  
**Sent:** Wednesday, November 3, 2021 3:33 PM  
**To:** Duane, Elizabeth Stevens [REDACTED]  
**Cc:** Marr, Wayne Eric [REDACTED]; Leyden, Arden A [REDACTED]  
**Subject:** (PPL) blb

**EXTERNAL email. STOP and THINK before responding, clicking on links, or opening attachments.**

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Dear Ms. Duane,  
Please see the attached broker letter.  
Please confirm receipt.  
John Chevedden



11/3/2021

Kenneth Steiner  
[REDACTED]

Re: Your TD Ameritrade account ending in [REDACTED]

Kenneth Steiner,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Mr. Kenneth Steiner held and had held continuously since at least September 1, 2018, at least 200 shares each of:

[REDACTED]

- PPL Corporation (PPL)

[REDACTED]

The DTC clearinghouse number for TD Ameritrade is [REDACTED]

If we can be of any further assistance, please let us know. Just log in to your account and go to Client Services > 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,

<<Associate Name>>  
Resource Specialist  
TD Ameritrade

TD Ameritrade understands the importance of protecting your privacy. From time to time we need to send you notifications like this one to give you important information about your account. If you've opted out of receiving promotional marketing communications from us, containing news about new and valuable TD Ameritrade services, we will continue to honor your request.

Market volatility, volume, and system availability may delay account access and trade execution.

TD Ameritrade, Inc., member FINRA/SIPC ([www.finra.org](http://www.finra.org), [www.sipc.org](http://www.sipc.org)), a subsidiary of The Charles Schwab Corporation. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2021 Charles Schwab & Co. Inc. All rights reserved.

Distributed by TD Ameritrade, Inc., 200 South 108th Avenue, Omaha, NE 68154-2631.

**EXHIBIT C – DEFICIENCY LETTER, FEDERAL EXPRESS TRACKING  
INFORMATION AND RELATED CORRESPONDENCE**

**From:** Duane, Elizabeth Stevens [REDACTED]  
**Sent:** Monday, November 8, 2021 11:16 AM  
**To:** John Chevedden  
**Cc:** Marr, Wayne Eric; Leyden, Arden A  
**Subject:** PPL Corporation - Steiner Shareowner Proposal  
**Attachments:** PPL - Steiner Deficiency Ltr 110821 with Rule 14a-8 (1050623\_1).PDF

Dear Mr. Chevedden:

Please see PPL Corporation's attached Notice of Deficiency Relating to the Kenneth Steiner Shareholder Proposal.

We would appreciate your email confirmation of receipt.

Kind regards,

-Elizabeth

**Elizabeth Stevens Duane** | [Associate General Counsel and Assistant Corporate Secretary](#)  
Office of General Counsel | phone: [REDACTED]



Business Use

**Elizabeth Stevens Duane**  
Associate General Counsel and  
Assistant Corporate Secretary

**PPL Corporation**  
Two North Ninth Street  
Allentown, PA 18101-1179  
www.pplweb.com



November 8, 2021

**VIA EMAIL AND FEDERAL EXPRESS**

John Chevedden  
[REDACTED]  
[REDACTED]  
[REDACTED]

Re: Notice of Deficiency Relating to Steiner Shareholder Proposal

Dear Mr. Chevedden:

On October 27, 2021, PPL Corporation (the "Company") received correspondence from you containing a proposal for consideration at the Company's 2022 Annual Meeting of Shareowners (the "Submission") submitted by Kenneth Steiner. Mr. Steiner designated you or your designee as proxy to act on his behalf with the respect to the proposal. The Company would like to inform you that it has identified a procedural deficiency in the Submission.

The Submission does not include the written statement required by Rule 14a-8 that the proponent is able to meet with the Company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal. To remedy this defect, the proponent must provide the Company with such a written statement, which must include contact information as well as business days and specific times that the proponent is available to discuss the proposal with the Company. The proponent must identify times that are within the regular business hours of the Company's principal executive offices.

The SEC's rules require that any responses to this letter be post-marked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to Elizabeth Stevens Duane at Two North Ninth Street, Allentown, PA 18101 or [REDACTED]. **The failure to correct the deficiencies within this timeframe will provide the Company with a basis to exclude the proposal contained in the Submission from the Company's proxy materials for its 2022 Annual Meeting of Shareowners.**

If you have any questions, please contact me at the above-noted email address or [REDACTED]. For your reference, I also enclose/attach a copy of Rule 14a-8.

Sincerely yours,

A handwritten signature in blue ink, appearing to read "Elizabeth Stevens Duane". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Elizabeth Stevens Duane

Attachment

## §240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?* (1) To be eligible to submit a proposal, you must satisfy the following requirements:

(i) You must have continuously held:

(A) At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year; or

(D) The amounts specified in paragraph (b)(3) of this section. This paragraph (b)(1)(i)(D) will expire on the same date that §240.14a-8(b)(3) expires; and

(ii) You must provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; and

(iii) You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices. If you elect to co-file a proposal, all co-filers must either:

(A) Agree to the same dates and times of availability, or

(B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers; and

(iv) If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

(A) Identifies the company to which the proposal is directed;

(B) Identifies the annual or special meeting for which the proposal is submitted;

(C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;

(D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;

(E) Identifies the specific topic of the proposal to be submitted;

(F) Includes your statement supporting the proposal; and

(G) Is signed and dated by you.

(v) The requirements of paragraph (b)(1)(iv) of this section shall not apply to shareholders that are entities so long as the representative's authority to act on the shareholder's behalf is apparent and self-evident such that a reasonable person would understand that the agent has authority to submit the proposal and otherwise act on the shareholder's behalf.

(vi) For purposes of paragraph (b)(1)(i) of this section, you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

(2) One of the following methods must be used to demonstrate your eligibility to submit a proposal:

(i) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the meeting of shareholders.

(ii) If, like many shareholders, you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(A) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. You must also include your own written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; or

(B) The second way to prove ownership applies only if you were required to file, and filed, a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter), and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, demonstrating that you meet at least one of the share ownership requirements under paragraph (b)(1)(i)(A) through (C) of this section. If you have filed one or more of these documents with the SEC, you may demonstrate your eligibility to submit a proposal by submitting to the company:

(1) A copy of the schedule(s) and/or form(s), and any subsequent amendments reporting a change in your ownership level;

(2) Your written statement that you continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively; and

(3) Your written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the company's annual or special meeting.

(3) If you continuously held at least \$2,000 of a company's securities entitled to vote on the proposal for at least one year as of January 4, 2021, and you have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company, you will be eligible to submit a proposal to such company for an annual or special meeting to be held prior to January 1, 2023. If you rely on this provision, you must provide the company with your written statement that you intend to continue to hold at least \$2,000 of such securities through the date of the shareholders' meeting for which the proposal is submitted. You must also follow the procedures set forth in paragraph (b)(2) of this section to demonstrate that:

(i) You continuously held at least \$2,000 of the company's securities entitled to vote on the proposal for at least one year as of January 4, 2021; and

(ii) You have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company.

(iii) This paragraph (b)(3) will expire on January 1, 2023.

(c) *Question 3:* How many proposals may I submit? Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5:* What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.



(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?* (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?* Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) *Question 8: Must I appear personally at the shareholders' meeting to present the proposal?* (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) *Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?* (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

NOTE TO PARAGRAPH (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law*: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

NOTE TO PARAGRAPH (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules*: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest*: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance*: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority*: If the company would lack the power or authority to implement the proposal;

(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections*: If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

NOTE TO PARAGRAPH (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

NOTE TO PARAGRAPH (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*. If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:

- (i) Less than 5 percent of the votes cast if previously voted on once;
- (ii) Less than 15 percent of the votes cast if previously voted on twice; or
- (iii) Less than 25 percent of the votes cast if previously voted on three or more times.

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10*: What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11*: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12:* If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13:* What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

[63 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008; 76 FR 6045, Feb. 2, 2011; 75 FR 56782, Sept. 16, 2010; 85 FR 70294, Nov. 4, 2020]

EFFECTIVE DATE NOTE: At 85 FR 70294, Nov. 4, 2020, §240.14a-8 was amended by adding paragraph (b)(3), effective Jan. 4, 2021 through Jan. 1, 2023.

**From:** Microsoft Outlook  
[REDACTED]  
**To:** John Chevedden  
**Sent:** Monday, November 8, 2021 11:16 AM  
**Subject:** Relayed: PPL Corporation - Steiner Shareowner Proposal

**Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:**

[John Chevedden](#) [REDACTED]

Subject: PP Corporation ! Steiner Shareo" ner Proposal

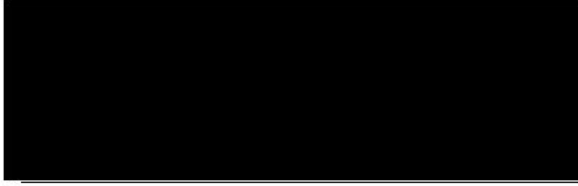
ORIGIN ID:REDA [REDACTED]  
ELIZABETH DIFFLEY  
FAEGRE DRINKER LLP  
ONE LOGAN SQUARE, STE. 2000

SHIP DATE: 08NOV21  
ACTWGT: 0.50 LB  
CAD: 253998737/W/SX13600

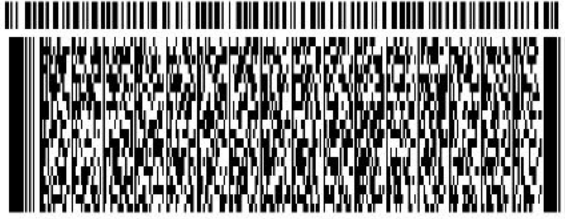
PHILADELPHIA, PA 19103  
UNITED STATES US

BILL SENDER

TO **JOHN CHEVEDDEN**



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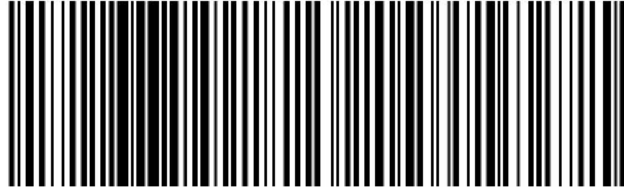
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3785346

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0201 2858 3414 3630

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*package id*  
0465787

*ship date*  
Mon, Nov 08 2021

John Chevedden  
[Redacted]

*return label*  
No

*notification type*  
Delivery

*notification recipients*  
[Redacted]

*from*  
Elizabeth Diffley (02606)  
Faegre Drinker LLP  
One Logan Square, Ste.  
2000  
Philadelphia, PA 19103-  
6969  
US

*billing*  
PPL Corporation  
[Redacted]

*operator*  
Sonya Jones  
[Redacted]

*create time*  
11/08/21, 10:01AM

*vendor*  
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*tracking number*  
285834143630  
*service*  
FedEx Priority Overnight®  
*packaging*  
FedEx® Envelope  
*signature*  
Deliver Without Signature  
*courtesy quote*  
20.16

*Quote may not reflect all  
accessorial charges*

**From:** [Diffley, Elizabeth A.](#)  
**To:** [Duane, Elizabeth Stevens](#)  
**Cc:** [Lucas, Jennifer M.](#)  
**Subject:** FW: FedEx Shipment 285834143630: Your package has been delivered  
**Date:** Tuesday, November 9, 2021 4:08:11 PM

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FYI

**Elizabeth A. Diffley**

Partner

*She/Her/Hers*

[REDACTED]

[REDACTED]

[REDACTED]

[Faegre Drinker Biddle & Reath LLP](#)

One Logan Square, Ste. 2000

Philadelphia, Pennsylvania 19103, USA

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**From:** TrackingUpdates@fedex.com [REDACTED]  
**Sent:** Tuesday, November 9, 2021 1:25 PM  
**To:** Diffley, Elizabeth A. [REDACTED]  
**Subject:** FedEx Shipment 285834143630: Your package has been delivered

**This Message originated outside your organization.**

FedEx



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Delivered to [REDACTED]

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PSShip eMail Notification

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<b>TRACKING NUMBER</b>	<a href="#">285834143630</a>
<b>FROM</b>	Faegre Drinker LLP One Logan Square, Ste. 2000 Philadelphia, PA, US, 19103
<b>TO</b>	John Chevedden [REDACTED] [REDACTED]
<b>REFERENCE</b>	[REDACTED]
<b>SHIPPER REFERENCE</b>	[REDACTED]
<b>SHIP DATE</b>	Mon 11/08/2021 03:29 PM
<b>DELIVERED TO</b>	Residence
<b>PACKAGING TYPE</b>	FedEx Envelope
<b>ORIGIN</b>	Philadelphia, PA, US, 19103
<b>DESTINATION</b>	[REDACTED]
<b>SPECIAL HANDLING</b>	Deliver Weekday Residential Delivery NSR

**NUMBER OF PIECES** 1  
**TOTAL SHIPMENT WEIGHT** 0.50 LB  
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**Name:** Elizabeth Diffley

**Email:** [REDACTED]

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**EXHIBIT D – ACKNOWLEDGEMENT CORRESPONDENCE**

**From:** [John Chevedden](#)  
**To:** [Duane, Elizabeth Stevens](#)  
**Cc:** [Marr, Wayne Eric](#); [Leyden, Arden A](#)  
**Subject:** (PPL)  
**Date:** Monday, November 8, 2021 8:33:47 PM

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Hard copy not needed.

JOHN CHEVEDDEN

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January 10, 2022

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 1 Rule 14a-8 Proposal**  
**PPL Corporation (PPL)**  
**Independent Board Chairman**  
**Kenneth Steiner**

Ladies and Gentlemen:

This is in regard to the January 5, 2022 no-action request.

In any event Mr. Kenneth Steiner and I had a telephone meeting with 2 representatives of the company this morning.

Sincerely,

  
John Chevedden

cc: Kenneth Steiner

Elizabeth Stevens Duane