

December 30, 2024

Via Online Shareholder Proposal Form

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

Re: Omission by Dominion Energy, Inc. of Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

We are writing on behalf of our client, Dominion Energy, Inc. (“Dominion Energy”), pursuant to Rule 14a-8(j)(1) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the U.S. Securities and Exchange Commission (the “SEC”) of Dominion Energy’s intention to exclude a shareholder proposal and the related supporting statement (together, the “Proposal”) submitted by John Chevedden (the “Proponent”) from its proxy solicitation materials (“Proxy Materials”) for its 2025 Annual Meeting of Shareholders (the “2025 Annual Meeting”). Dominion Energy requests confirmation that the staff of the SEC’s Division of Corporation Finance (the “Staff”) concurs with Dominion Energy’s view that the Proposal may be excluded from its Proxy Materials or, alternatively, will not recommend to the SEC that enforcement action be taken if Dominion Energy omits the Proposal from its Proxy Materials in reliance on Rule 14a-8(i)(3) and Rule 14a-8(i)(8) under the Exchange Act as described below.

This letter provides an explanation of why Dominion Energy believes that it may exclude the Proposal from its Proxy Materials and includes the attachments required by Rule 14a-8(j). A copy of this letter and its attachments are also being sent concurrently to the Proponent in accordance with Rule 14a-8(j), informing the Proponent of Dominion Energy’s intention to omit the Proposal from its Proxy Materials. In addition, we wish to take this opportunity to inform the Proponent that if he submits additional correspondence to the Staff with respect to the Proposal, a copy of that correspondence should also be furnished to the undersigned on behalf of Dominion Energy pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008).

This letter is being submitted not less than 80 calendar days before the anticipated filing of Dominion Energy's definitive proxy statement for the 2025 Annual Meeting in accordance with Rule 14a-8(j).

Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to the undersigned via email at the address noted in the last paragraph of this letter.

I. The Proposal

The Proposal sets forth the following proposed resolution to be voted upon by Dominion Energy's shareholders at the 2025 Annual Meeting:

"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."

Copies of the Proposal and the accompanying correspondence from the Proponent are attached hereto as Exhibit A.

II. Basis for Exclusion

Dominion Energy hereby respectfully requests that the Staff concur with its view that the Proposal may be excluded from its Proxy Materials pursuant to (i) Rule 14a-8(i)(3) because the Proposal contains materially misleading assertions in violation of the proxy rules, including Rule 14a-9, and (ii) Rule 14a-8(i)(8) because the Proposal questions the competence, business judgement or character of a director who is expected to be a nominee for re-election at the 2025 Annual Meeting.

III. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(3) Because the Proposal Contains Materially Misleading Assertions in Violation of Rule 14a-9.

Rule 14a-8(i)(3) permits a registrant to exclude a shareholder proposal where "the proposal or supporting statement is contrary to any of the [SEC]'s proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy solicitation materials." As the Staff explained in Staff Legal Bulletin No. 14B (Sep. 15, 2004) ("SLB No. 14B"), Rule 14a-8(i)(3) permits the exclusion of all or part of a shareholder proposal or the supporting statement if, among other things, the registrant demonstrates objectively that a factual statement is materially false or misleading. When applying this standard, the Staff has permitted the exclusion of an entire proposal that contains false and misleading statements speaking to the proposal's fundamental premise. For example, in *Ferro Corporation* (March 17, 2015), the proposal requested that the registrant reincorporate from Ohio to Delaware and in the supporting statement made a number of false and misleading factual statements about Ohio state law. Because the false and misleading statements in the supporting statement were fundamental to the

proposal itself, the Staff rendered the proposal as a whole false and misleading. Accordingly, the Staff permitted the registrant to exclude the proposal.

The fundamental flaw in the supporting statement of the Proposal is that it confuses Dominion Energy's prior independent lead director, Robert H Spilman, Jr., with its current independent lead director, Susan N. Story, who, as previously publicly disclosed in March 2024, assumed the role on May 7, 2024. It is from this fundamental flaw that other false and misleading statements flow regarding Dominion Energy's current independent lead director. Specifically:

- The Proposal states that the "lead director has 16-years long director tenure at Dominion Energy." This statement is incorrect. In fact, Ms. Story, Dominion Energy's current independent lead director, has served as a director at Dominion Energy for 7 years.
- The Proposal also states that the "Dominion lead director received the highest against director votes at Dominion Energy in 2022" and that in "2023 and 2024 the Dominion lead director came in second in the most against votes of any Dominion Energy director." While these statements are correct with respect to Mr. Spilman, Dominion Energy's former independent lead director, they are incorrect with respect to Ms. Story, Dominion Energy's current independent lead director. At Dominion Energy's 2022 Annual Meeting of Shareholders, Ms. Story received 98.1% support for her re-election, representing the fourth highest "for" vote (out of 12 nominees). At Dominion Energy's 2023 Annual Meeting of Shareholders and 2024 Annual Meeting of Shareholders, Ms. Story received, 95.8% and 95.7% support for her re-election, representing the second highest "for" vote at the 2023 Annual Meeting, and the ninth highest "for" vote at the 2024 Annual Meeting (in each case, out of 11 nominees).

These unambiguously incorrect and factually inaccurate statements render the entire Proposal materially false and misleading because they speak to the Proposal's fundamental premise — Dominion Energy shareholders should support the Proposal to split the Chair and Chief Executive Officer roles because Dominion Energy's current independent lead director is not independent due to her 16-year tenure at Dominion Energy and is a "weak lead director" due to her re-election results. These statements are untrue and misleading. The current independent lead director's tenure is less than half that of the prior independent lead director and the current independent lead director had objectively higher levels of support at the meetings described by the Proponent. In fact, the Proponent's focus on "against" votes when describing Ms. Story's re-election results only serves to mislead shareholders further because it minimizes her "for" votes and portrays a false narrative that many shareholders voted against her — in reality, Ms. Story received over 95% "for" votes and less than 5% "against" votes at the 2022, 2023 and 2024 Annual Meetings. As a result, these inaccurate statements materially affect a shareholder's consideration of how to vote on the Proposal's merits.

Finally, we do not believe that the Proponent should be permitted to revise the Proposal. As the Staff has noted in SLB No. 14B, there is no provision in Rule 14a-8 that allows a proponent to revise his or her proposal and supporting statement. The Proponent had multiple opportunities to obtain correct information regarding the current independent lead director after Dominion Energy announced the transition to investors on March 1, 2024,¹² updated its website at the time of the transition in May 2024³ and included details about the transition in the Governance section of its Sustainability & Corporate Responsibility Report published in September 2024.⁴ We recognize that the Staff has had a long-standing practice of permitting proponents to make revisions that are “minor in nature and do not alter the substance of the proposal” in order to deal with proposals that “comply generally with the substantive requirements of Rule 14a-8, but contain some minor defects that could be corrected easily.” See SLB No. 14B. The Staff, however, has explained that it is appropriate for companies to exclude an “entire proposal, supporting statement or both as materially false or misleading” if “the proposal and supporting statement would require detailed and extensive editing in order to bring it into compliance with the proxy rules.” See SLB No. 14B. To correct the misstatements and refer to the correct independent lead director, the Proponent would be required to make detailed and extensive edits that would alter the Proposal’s substance and fundamental premise—that Dominion Energy should have an independent Chair not because of the Proponent’s concerns about Mr. Spilman, but for whatever justification the Proponent would include in his revisions.

Here, as discussed above, the Proposal is fundamentally flawed. If the Proponent were allowed to revise the Proposal, the Proposal would be so changed as to fundamentally alter the substance of the Proposal and, therefore, constitute a new proposal. Additionally, as the deadline for submission of proposals to Dominion Energy has already passed, the Proponent should not be allowed to resubmit his Proposal.

IV. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(8)(iii) Because the Proposal Questions the Competence, Business Judgement or Character of One Director Who is Expected to Be a Nominee for Re-Election at the 2025 Annual Meeting.

Rule 14a-8(i)(8) permits the exclusion of a shareholder proposal that “(iii) [q]uestions the competence, business judgment, or character of one or more nominees or directors.” The purpose of the exclusion is to ensure that the shareholder proposal process is not used to bypass more elaborate rules governing election contests. As the SEC has stated, “the principal purpose

¹ See Management Discussion Section, *available at*, https://s2.q4cdn.com/510812146/files/doc_financials/2023/q4/TRANSCRIPT_-_Dominion-Energy-Inc-D-US-Investor-Meeting-1-March-2024-8_00-AM-ET.pdf

² See also “Business review investor presentation – A message from the Dominion Energy Board of Directors” at 6, *available at*, https://s2.q4cdn.com/510812146/files/doc_downloads/2024/07/2024-03-01-business-review-investor-slides-vTCL.pdf

³ See Board Committees and Charters, *available at*, <https://dominionenergy.com/our-company/leadership-and-governance/board-committees-and-charters>

⁴ See 2023 Sustainability & Corporate Responsibility Report – Governance, *available at*, <https://sustainability.dominionenergy.com/scr-report/governance>

of this grounds for exclusion is to make clear, with respect to corporate elections, that Rule 14a-8 is not the proper means for conducting elections or effecting reforms in elections of that nature, since other proxy rules . . . are applicable thereto.” Exchange Act Release No. 12598 (July 7, 1976).

In Exchange Act Release No. 56914, at n.56 (Dec. 6, 2007), the SEC acknowledged that “a proposal [that] relates to ‘an election for membership on the company’s board of directors or analogous governing body’ . . . is subject to exclusion under Rule 14a-8(i)(8) if it could have the effect of . . . questioning the competence or business judgment of one or more directors.” The SEC codified this interpretation in 2010 through amendments to Rule 14a-8(i)(8) that expressly allow for the exclusion of a proposal that “[q]uestions the competence, business judgment, or character of one or more nominees or directors.” Exchange Act Release No. 62764 (Aug. 25, 2010).

The language of the Proposal makes clear that the Proposal seeks to specifically target a member of Dominion Energy’s Board of Directors (the “Board”) whom Dominion Energy expects the Board to nominate for re-election at the 2025 Annual Meeting. As stated below, the Staff has consistently concurred with the exclusion of shareholder proposals that intend to question the competence and business judgment of particular directors nominated for re-election at the annual meeting. Considering this, we believe that the Proposal is excludable in reliance on Rule 14a-8(i)(8) as relating to the election of a director to the Board.

The Proposal unequivocally shows that the Proponent intends for the Proposal to serve as a referendum on the Board’s prior independent lead director and current director, Mr. Spilman, whom Dominion Energy expects to stand for re-election as a director at the 2025 Annual Meeting. The Proposal explicitly references Mr. Spilman through his director tenure and his voting results received at Dominion Energy’s 2022, 2023 and 2024 Annual Meetings and seeks to tie him to Dominion Energy’s stock price since 2020 when Mr. Spilman became the independent lead director. By doing so, the Proposal questions his competence, business judgement and character as Dominion Energy’s independent lead director in order to justify the Proposal’s request to split the Chair and Chief Executive Officer roles.

While, on its face, the Proposal appears only to seek adoption of a policy requiring the Chair of the Board to be an independent director, considered as a whole, the Proposal is properly excludable under Rule 14a-8(i)(8). The Proposal warrants itself by criticizing Mr. Spilman’s competence and business judgment. The Proposal states “[t]he reason to have a weak lead director is that the weak lead director knows he is on a short leash because he can be gone in a flash, and it will not set off any alarms.” This allegation openly critiques a director whom Dominion Energy intends to nominate for re-election by characterizing the director as “weak” and thereby questioning his ability to competently serve as a director. This criticism is augmented by the Proposal’s suggestion that Mr. Spilman is not entitled to his position on the Board and “knows he is on a short leash because he can be gone in a flash.” Finally, the Proposal insinuates that Mr. Spilman “violates the most important attribute of a Lead Director – independence,” despite meeting the independence requirements under Dominion Energy’s

independence standards contained in its Corporate Governance Guidelines and the New York Stock Exchange and SEC rules and regulations. These statements show the true purpose of the Proposal, which uses the pretense of adopting a policy requiring an independent Chair in order to question the competence and business judgment of a director that Dominion Energy expects to stand for re-election at the 2025 Annual Meeting.

The Staff has consistently permitted the exclusion of shareholder proposals that result in the questioning of the suitability of a specific nominee to serve on the board. In making this determination, the Staff views the proposal and the supporting statement together. *See Brocade Communication Systems, Inc.* (Jan. 31, 2007); *Exxon-Mobil Corp.* (March 20, 2002); *AT&T Corp. (Communication Workers of America Pension Fund)* (Feb. 13, 2001); *Honeywell International Inc. (John Gilbert)* (March 2, 2000) (in each case, the Staff concurred with the exclusion of the proposal under Rule 14a-8(i)(8), noting that “the proposal, together with the supporting statement” appeared to “question the business judgment” of a board member or members).

Similarly, the Staff has consistently permitted registrants to exclude shareholder proposals that request changes to board policies when the proposal personally targets directors standing for election at the same meeting at which the proposal will be voted upon by shareholders. For example, in *Rite Aid Corp.* (April 1, 2011), the Staff concurred with the exclusion of a shareholder proposal seeking to prohibit nomination of any non-executive board member “who has had any financial or business dealings . . . with any member of senior management or the [c]ompany” where the supporting statement criticized individual directors and questioned their suitability to serve on the board by describing the terms of relationships between them and management to suggest that the relationships created conflicts of interest. Moreover, in *Marriott International, Inc.* (March 12, 2010), the Staff concurred with the exclusion of a proposal requesting a reduction in the size of the board where the proposal criticized the business judgment of members of the board of directors who the registrant expected to nominate for re-election. Likewise, in *General Electric Co.* (Jan. 29, 2009), the Staff concurred with the exclusion of a shareholder proposal that sought to influence the interpretation of its governance principles where the supporting statement identified one of the directors as the “antithesis of good governance,” and specified that the director should have resigned and that the director’s continued presence “besmirched” the registrant. In concurring with exclusion under Rule 14a-8(i)(8), the Staff explicitly noted that “the proposal, together with the supporting statement, appears to question the business judgment of a board member whom [the registrant] expects to nominate for reelection at the upcoming annual meeting of shareholders.”

Additionally, the Staff has consistently allowed exclusion of proposals that question the personal suitability of a specific individual to serve on the board, including instances where only the supporting statement contained the director-specific information. *See Brocade Communication Systems, Inc.* (Jan. 31, 2007) (shareholder proposal criticizing directors who disregarded certain stockholder votes was excludable); *Exxon Mobil Corp.* (March 20, 2002) (shareholder proposal condemning the chief executive officer for causing “reputational harm” to the registrant and for “destroying shareholder value” was excludable); *AT&T Corp.* (Feb. 13,

2001) (shareholder proposal criticizing the board chairman, who was also the chief executive officer, for registrant performance was excludable); *Honeywell International Inc.* (March 2, 2000) (stockholder proposal making directors who fail to enact resolutions adopted by shareholders ineligible for election was excludable). *See also Black & Decker Corp.* (Jan. 21, 1997) (concurring with the exclusion of a proposal under the predecessor to Rule 14a-8(i)(8) that questioned the independence of board members where contentions in the supporting statement questioned the business judgment, competence and service of a chief executive officer standing for reelection to the board); *Delta Air Lines, Inc.* (July 21, 1992) (concurring with the exclusion of a proposal that “calls into question the qualifications of at least one director for reelection and thus the proposal may be deemed an effort to oppose the management’s solicitation on behalf of the reelection of this person” in reliance on the predecessor to Rule 14a 8(i)(8)).

Most recently and most analogously, earlier this year, the Staff allowed the exclusion of a similar proposal brought by the Proponent under Rule 14a-8(i)(8). *See Kraft Heinz Company* (March 13, 2024). In fact, the first four paragraphs of the proposal in *Kraft Heinz* are identical to the first four paragraphs of the Proposal here. Moreover, the proposal in *Kraft Heinz* also attempted to question the competence, business judgement and character of the company’s independent lead director by way of insults and opinionated misstatements without citations. For example, in *Kraft Heinz*, the Proponent claimed that “the proposal is important to Kraft Heinz because the current Kraft Heinz lead director... does not seem to have enough stature to be lead director and seems lucky to have such a title.” The Proponent also stated that Kraft Heinz’s lead director was “happy to just go along for the ride.” These insults and misstatements are very similar to the Proponent’s statements with respect to Mr. Spilman – the reason Dominion Energy has a “weak lead director is that the weak lead director knows he is on a short leash because he can be gone in a flash, and it will not set of any alarms.” In truth, the only significant difference between the proposal in *Kraft Heinz* and the Proposal here is that the proposal in *Kraft Heinz* identifies the independent lead director by name, whereas the Proposal identifies Mr. Spilman by referring to his tenure and voting record.

Consistent with *Kraft Heinz*, *Rite Aid Corp.*, *Marriott International, Inc.*, *General Electric Co.* and the other precedent noted above, the Proposal may be properly excluded pursuant to Rule 14a-8(i)(8). Here, the Proposal requests a change to the leadership structure of the Board and, when read together with the supporting statement, makes clear that the Proposal is intended to target Mr. Spilman, Dominion Energy’s prior independent lead director and current director, by questioning his competence, business judgment and character.

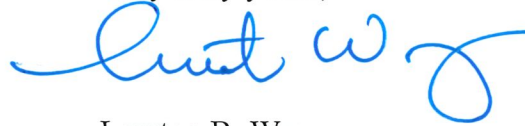
Considering the well-established precedent and analysis set forth above, we believe that the Proposal questions “the competence, business judgment, or character of one or more . . . directors,” who currently serves on the Board and is currently expected to be nominated for reelection at the 2025 Annual Meeting. For these reasons, Dominion Energy believes that the Proposal may be properly excluded from its Proxy Materials under Rule 14a-8(i)(8).

V. Conclusion

Based on the foregoing, we respectfully request that the Staff concur with Dominion Energy's view or, alternatively, not recommend enforcement action to the SEC if Dominion Energy excludes the Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(3) and Rule 14a-8(i)(8).

Should the Staff have any questions regarding this matter or need any additional information, please do not hesitate to contact me at 804-775-4711 or by email at lway@mcguirewoods.com.

Very truly yours,



Lawton B. Way

Enclosures

cc: John Chevedden
Amanda B. Tornabene, Dominion Energy, Inc.
Noopur N. Garg, Dominion Energy, Inc.
Karen Doggett, Dominion Energy, Inc.
Meredith S. Thrower, Dominion Energy, Inc.
Amanda W. Shannon, Dominion Energy, Inc.
Hannah Thompson Frank, McGuireWoods LLP
W. Lake Taylor, Jr., McGuireWoods LLP
Preston T. Williams, McGuireWoods LLP

EXHIBIT A

(Copy of the Proposal and Accompanying Correspondence)

[D – Rule 14a-8 Proposal, November 18, 2024]
[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.

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 on an expedited basis.

It is a best practice to adopt this policy soon. However this policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

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.

A lead director is no substitute for an independent Board Chairman. The Dominion Energy Lead Director violates the most important attribute of a Lead Director – independence. As director tenure goes up director independence goes down. The Dominion lead director has 16-years long director tenure at Dominion Energy.

The Dominion lead director received the highest against director votes at Dominion Energy in 2022. In 2023 and 2024 the Dominion lead director came in second in the most against votes of any Dominion Energy director.

The reason to have a weak lead director is that the weak lead director knows he is on a short leash because he can be gone in a flash and it will not set off any alarms.

It is important to have an independent Board Chairman given the context of worse than stagnate Dominion Energy long-term stock performance. The Dominion stock price was at \$85 in 2020 and down to \$57 in late 2024. Giving the 2 most important Dominion jobs to one person is not working at Dominion.

Please vote yes:

Independent Board Chairman – Proposal 4

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

From: John Chevedden [REDACTED]
Sent: Tuesday, November 19, 2024 12:46 AM
To: Andrew R Klimek (Services - 6); Amanda B Tornabene (Services - 6); Karen Doggett (Services - 6)
Subject: [EXTERNAL] Rule 14a-8 Proposal (D)
Attachments: Scan2024-11-18_214438.pdf

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Rule 14a-8 Proposal (D)

Dear Mr. Klimek,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting

if needed.

John Chevedden

Mr. Carlos M. Brown
Corporate Secretary
Dominion Energy Inc. (D)
120 Tredegar Street
Richmond, Virginia 23219
PH: [REDACTED]

Dear Mr. Brown,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.


Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

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

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: [REDACTED]

[D – Rule 14a-8 Proposal, November 18, 2024]
[This line and any line above it – *Not* for publication.]

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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.

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 on an expedited basis.

It is a best practice to adopt this policy soon. However this policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

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.

A lead director is no substitute for an independent Board Chairman. The Dominion Energy Lead Director violates the most important attribute of a Lead Director – independence. As director tenure goes up director independence goes down. The Dominion lead director has 16-years long director tenure at Dominion Energy.

The Dominion lead director received the highest against director votes at Dominion Energy in 2022. In 2023 and 2024 the Dominion lead director came in second in the most against votes of any Dominion Energy director.

The reason to have a weak lead director is that the weak lead director knows he is on a short leash because he can be gone in a flash and it will not set off any alarms.

It is important to have an independent Board Chairman given the context of worse than stagnate Dominion Energy long-term stock performance. The Dominion stock price was at \$85 in 2020 and down to \$57 in late 2024. Giving the 2 most important Dominion jobs to one person is not working at Dominion.

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.

The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

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 proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



From: Andrew R Klimek (Services - 6)
Sent: Tuesday, November 19, 2024 10:37 AM
To: John Chevedden
Cc: Amanda B Tornabene (Services - 6); Karen Doggett (Services - 6); Noopur N Garg (Services - 6)
Subject: RE: [EXTERNAL] Rule 14a-8 Proposal (D)

Mr. Chevedden,

I confirm your email and the attached shareholder proposal was received on November 19, 2024. Could you include Noopur Garg on correspondence regarding your proposal going forward?

Best regards,
Andrew

Andrew Klimek
Senior Corporate Governance Specialist
Dominion Energy Services, Inc.
600 East Canal Street, Richmond, VA 23219
[REDACTED]

From: John Chevedden [REDACTED]
Sent: Tuesday, November 19, 2024 12:46 AM
To: Andrew R Klimek (Services - 6) [REDACTED]; Amanda B Tornabene (Services - 6) [REDACTED]; Karen Doggett (Services - 6) [REDACTED]
Subject: [EXTERNAL] Rule 14a-8 Proposal (D)

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Rule 14a-8 Proposal (D)

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The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

From: John Chevedden [REDACTED]
Sent: Tuesday, November 19, 2024 7:34 PM
To: Andrew R Klimek (Services - 6); Amanda B Tornabene (Services - 6); Karen Doggett (Services - 6); Noopur N Garg (Services - 6)
Subject: [EXTERNAL] D

CAUTION! This message was NOT SENT from DOMINION ENERGY

Are you expecting this message to your DE email? Suspicious? Use PhishAlarm to report the message. Open a browser and type in the name of the trusted website instead of clicking on links. DO NOT click links or open attachments until you verify with the sender using a known-good phone number. Never provide your DE password.

Mr. Klimek,
Thank you for the proposal acknowledgment.
John Chevedden


From: Andrew R Klimek (Services - 6)
Sent: Friday, November 22, 2024 4:12 PM
To: John Chevedden
Cc: Amanda B Tornabene (Services - 6); Karen Doggett (Services - 6); Noopur N Garg (Services - 6)
Subject: RE: Rule 14a-8 Proposal (D)
Attachments: Chevedden Letter vF.pdf; Rule 14a-8.pdf; SLB 14F.pdf; SLB 14G.pdf; SLB 14L.pdf

Mr. Chevedden,

Please see the attached letter regarding the proposal you submitted for inclusion in Dominion Energy, Inc.'s proxy statement for the 2025 Annual Meeting of Shareholders. Also attached for your reference are copies of Rule 14a-8 of the Securities Exchange Act of 1934 and Staff Legal Bulletins 14F, 14G and 14L issued by the Securities and Exchange Commission.

We respectfully request confirmation of receipt of this email, including the attached letter and referenced documents.

Best regards,
Andrew

Andrew Klimek
Senior Corporate Governance Specialist
Dominion Energy Services, Inc.
600 East Canal Street, Richmond, VA 23219




November 22, 2024

Sent via Electronic Mail

Mr. John Chevedden
[REDACTED]

Dear Mr. Chevedden:

This letter confirms receipt on November 19, 2024 (the "Submission Date"), via email, of the shareholder proposal that you submitted pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in Dominion Energy, Inc.'s ("Dominion Energy" or the "Company") proxy statement for the 2025 Annual Meeting of Shareholders (the "Proposal").

The Proposal contains a procedural deficiency, which the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act") require us to bring to your attention.

Proof of continuous ownership

As explained by Rule 14a-8(b) under the Exchange Act and SEC guidance, in order to be eligible to submit your Proposal, you must submit proof of continuous ownership of:

- i. At least \$2,000 in market value of Dominion Energy's common stock for at least three years preceding and including the Submission Date;
- ii. At least \$15,000 in market value of Dominion Energy's common stock for at least two years preceding and including the Submission Date; or
- iii. At least \$25,000 in market value of Dominion Energy's common stock for at least one year preceding and including the Submission Date.

Please note that you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of owned Dominion Energy common stock necessary to be eligible to submit your Proposal.

As of the date of this letter, we have not received your proof of ownership of Dominion Energy common stock. To remedy this defect, please submit sufficient proof of your continuous ownership of the requisite number of Dominion Energy shares during the applicable time period preceding and including the Submission Date.

According to Dominion Energy's records, you are not a registered holder of Dominion Energy common stock. As explained in Rule 14a-8(b), if you are not a registered holder of Dominion Energy common stock, you may provide proof of ownership by submitting either:

- a written statement from the record holder of your Dominion Energy common stock (usually a bank or broker that is a Depository Trust Company ("DTC") participant) verifying that, as of the Submission Date, you continuously held the requisite number of shares of Dominion Energy common stock for the applicable time period outlined above; or
- if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 with the SEC, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the applicable eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level and your written statement that you continuously held the required number of shares for the applicable eligibility period as of the date of the statement.

If you intend to demonstrate ownership by submitting a written statement from the record holder of your stock as set forth above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the DTC, a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14G, only DTC participants or affiliates of DTC participants are viewed by the SEC as record holders of the securities deposited at DTC. You can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC's participant list, which is available on the Internet at <https://www.dtcc.com/client-center/dtc-directories>. You should be able to determine who the DTC participant is by asking your bank, broker or other securities intermediary.

If your shares are held by a bank, broker or other securities intermediary that is a DTC participant or an affiliate of a DTC participant, then you need to submit a written statement from your bank, broker, or other securities intermediary verifying that you continuously owned the required amount of the Company's common stock for the required amount's applicable time period. If your shares are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, then you need to submit proof of ownership through the DTC participant through which the shares are held verifying that you continuously owned the required amount of the Company's common stock for the required amount's applicable period. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your bank, broker or other securities intermediary, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that for the applicable time period, the required amount of the Company's common stock was continuously held: (1) one from the bank, broker or other securities intermediary confirming your ownership and (2) one from the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary.

The SEC's Rule 14a-8 requires that you must remedy the item described above no later than 14 calendar days from the date on which you received this letter. To meet this deadline, the written proof of ownership must be postmarked or transmitted electronically to Dominion Energy no later than 14 calendar days from the date on which you receive this letter. Please confirm receipt of this letter. Your documentation and/or response may be sent via electronic mail to me [REDACTED] or by

Mr. Chevedden

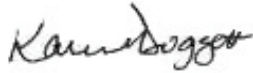
Page 3

postal or overnight mail to Karen Doggett, Dominion Energy, Inc., 600 East Canal Street, 20th Floor, Richmond, VA 23219.

Finally, please note that in addition to the eligibility deficiency cited above, Dominion Energy reserves the right in the future to raise any further bases upon which the Proposal may be properly excluded under Rule 14a-8 of the Exchange Act.

If you should have any questions regarding this matter, I can be reached at [REDACTED]. For your reference, I have enclosed a copy of Rule 14a-8, Staff Legal Bulletin No. 14F, Staff Legal Bulletin No. 14G and Staff Legal Bulletin No. 14L.

Sincerely,

A handwritten signature in cursive script, appearing to read "Karen Doggett".

Karen W. Doggett
Assistant Corporate Secretary

From: John Chevedden [REDACTED]
Sent: Friday, November 22, 2024 9:19 PM
To: Andrew R Klimek (Services - 6); Amanda B Tornabene (Services - 6); Karen Doggett (Services - 6)
Subject: [EXTERNAL] D

CAUTION! This message was NOT SENT from DOMINION ENERGY

Are you expecting this message to your DE email? Suspicious? Use PhishAlarm to report the message. Open a browser and type in the name of the trusted website instead of clicking on links. DO NOT click links or open attachments until you verify with the sender using a known-good phone number. Never provide your DE password.

Hard copy not needed.

From: Karen Doggett (Services - 6)
Sent: Monday, December 2, 2024 7:16 AM
To: John Chevedden
Cc: Amanda B Tornabene (Services - 6); Noopur N Garg (Services - 6); Andrew R Klimek (Services - 6)
Subject: Dominion Energy, Inc. Call

Dear Mr. Chevedden,

We are able to do a call at 12:00 p.m. PT/3 p.m. ET on Tuesday, December 3. We utilize Microsoft Teams as our conferencing tool and can send calendar invitation with the link/dial in information.

Sincerely,

Karen Doggett

Karen W. Doggett
Assistant Corporate Secretary and Director-Governance
Dominion Energy Services, Inc.
600 East Canal Street, Richmond, VA 23219
[REDACTED]

Karen W. Doggett
Assistant Corporate Secretary and Director-Governance
Dominion Energy Services, Inc.
600 East Canal Street, Richmond, VA 23219
[REDACTED]

From: John Chevedden [REDACTED]
Sent: Tuesday, November 19, 2024 12:46 AM
To: Andrew R Klimek (Services - 6) [REDACTED]; Amanda B Tornabene (Services - 6) [REDACTED]; Karen Doggett (Services - 6) [REDACTED]
Subject: [EXTERNAL] Rule 14a-8 Proposal (D)

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Rule 14a-8 Proposal (D)

Dear Mr. Klimek,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

From: John Chevedden [REDACTED]
Sent: Monday, December 2, 2024 7:41 PM
To: Karen Doggett (Services - 6); Noopur N Garg (Services - 6)
Subject: [EXTERNAL] D

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Dear Ms. Doggett,
Is Dec 3 at 1:30 pm PT okay.
John Chevedden

From: Karen Doggett (Services - 6)
Sent: Tuesday, December 3, 2024 7:26 AM
To: John Chevedden
Cc: Amanda B Tornabene (Services - 6); Noopur N Garg (Services - 6); Andrew R Klimek (Services - 6)
Subject: RE: [EXTERNAL] D

Dear Mr. Chevedden,

We are unable to meet at 1:30 p.m. PT, but could do a call at 2:00 p.m. PT instead. If that works for you, I can update the meeting invitation.

Sincerely,

Karen Doggett

Karen W. Doggett
Assistant Corporate Secretary and Director-Governance
Dominion Energy Services, Inc.
600 East Canal Street, Richmond, VA 23219
[REDACTED]

From: John Chevedden [REDACTED]
Sent: Monday, December 2, 2024 7:41 PM
To: Karen Doggett (Services - 6) [REDACTED]; Noopur N Garg (Services - 6)
Subject: [EXTERNAL] D

CAUTION! This message was NOT SENT from DOMINION ENERGY

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Dear Ms. Doggett,
Is Dec 3 at 1:30 pm PT okay.
John Chevedden

Subject: Dominion Energy, Inc./J. Chevedden Call
Location: Microsoft Teams Meeting

Start: Tue 12/3/2024 5:00 PM
End: Tue 12/3/2024 5:30 PM
Show Time As: Tentative

Recurrence: (none)

Meeting Status: Not yet responded

Organizer: Karen Doggett (Services - 6)

Required Attendees: Amanda B Tornabene (Services - 6); Noopur N Garg (Services - 6); John Chevedden

Optional Attendees: Andrew R Klimek (Services - 6)

Microsoft Teams [Need help?](#)



Meeting ID:

Passcode:

Dial in by phone

 United States, Richmond

[Find a local number](#)

Phone conference ID:  #

Join on a video conferencing device

Tenant key: 

Video ID: 

[More info](#)

For organizers: 

From: John Chevedden [REDACTED]
Sent: Thursday, December 5, 2024 11:57 AM
To: Andrew R Klimek (Services - 6); Amanda B Tornabene (Services - 6); Karen Doggett (Services - 6)
Subject: [EXTERNAL] Broker Letter (D)
Attachments: Scan2024-12-05_084842(5).pdf

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Broker Letter (D)



December 04, 2024

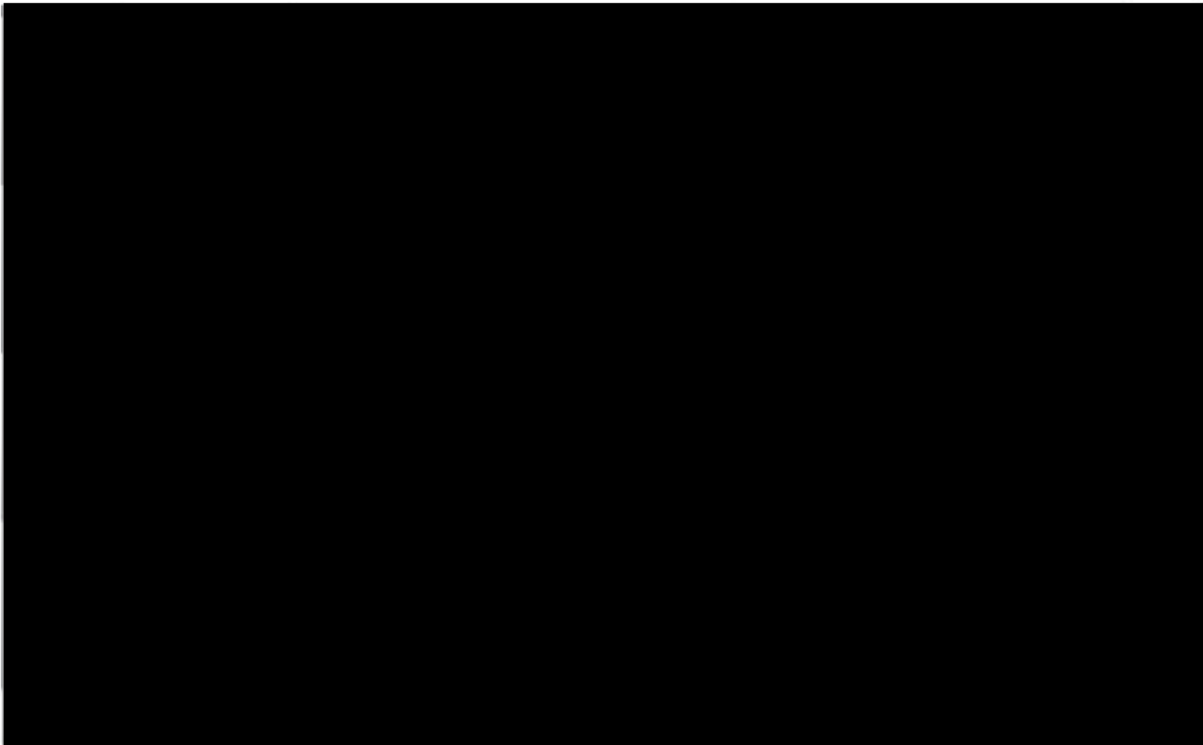
Account #: [REDACTED]
Questions:

John Chevedden
[REDACTED]

Information regarding shares in your account.

Dear John Chevedden,

I'm following up on your request for information regarding the account referenced above.



The account currently holds 100 shares of DOMINION ENERGY INC (D).

Our records indicate that 100 shares of DOMINION ENERGY INC (D) were purchased prior to October 1, 2021 and have been continuously held in this account since October 1, 2021.

This letter is for informational purposes only and is not an official record of your account.

Thank you for your understanding in this matter. We appreciate the opportunity to serve you if you have any questions or if we can help in any other way, please call us at 1-800-472-9813, Monday through Friday, 8:30 a.m. to 7:00 p.m. ET, or after hours at 1-800-435-4000.

Sincerely,

Timothy Roe

Timothy Roe
Manager, CS&S Escalation Support - Supervisor Hotline

