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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended March 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _________ to ___________

Commission File Number	Registrant; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
1-11459	**PPL Corporation** (Exact name of Registrant as specified in its charter) Pennsylvania Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-2758192
1-905	**PPL Electric Utilities Corporation** (Exact name of Registrant as specified in its charter) Pennsylvania Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-0959590
1-2893	**Louisville Gas and Electric Company** (Exact name of Registrant as specified in its charter) Kentucky 220 West Main Street Louisville, KY 40202-1377 (502) 627-2000	61-0264150
1-3464	**Kentucky Utilities Company** (Exact name of Registrant as specified in its charter) Kentucky and Virginia One Quality Street Lexington, KY 40507-1462 (502) 627-2000	61-0247570

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s):	Name of each exchange on which registered
Common Stock of PPL Corporation	PPL	New York Stock Exchange
Junior Subordinated Notes of PPL Capital Funding, Inc. 2007 Series A due 2067	PPL/67	New York Stock Exchange

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

PPL Corporation	Yes	☒	No	☐
PPL Electric Utilities Corporation	Yes	☒	No	☐
Louisville Gas and Electric Company	Yes	☒	No	☐
Kentucky Utilities Company	Yes	☒	No	☐

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit such files).

PPL Corporation	Yes	☒	No	☐
PPL Electric Utilities Corporation	Yes	☒	No	☐
Louisville Gas and Electric Company	Yes	☒	No	☐
Kentucky Utilities Company	Yes	☒	No	☐

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, non-accelerated filers, smaller reporting companies or emerging growth companies. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
PPL Corporation	☒	☐	☐	☐	☐
PPL Electric Utilities Corporation	☐	☐	☒	☐	☐
Louisville Gas and Electric Company	☐	☐	☒	☐	☐
Kentucky Utilities Company	☐	☐	☒	☐	☐

If emerging growth companies, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

PPL Corporation	☐
PPL Electric Utilities Corporation	☐
Louisville Gas and Electric Company	☐
Kentucky Utilities Company	☐

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act).

PPL Corporation	Yes	☐	No	☒
PPL Electric Utilities Corporation	Yes	☐	No	☒
Louisville Gas and Electric Company	Yes	☐	No	☒
Kentucky Utilities Company	Yes	☐	No	☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

PPL Corporation	Common stock, $0.01 par value, 737,740,859 shares outstanding at April 26, 2024.
PPL Electric Utilities Corporation	Common stock, no par value, 66,368,056 shares outstanding and all held by PPL Energy Holdings LLC, a wholly-owned, indirect subsidiary of PPL Corporation, at April 26, 2024.
Louisville Gas and Electric Company	Common stock, no par value, 21,294,223 shares outstanding and all held by LG&E and KU Energy LLC, a wholly-owned, indirect subsidiary of PPL Corporation, at April 26, 2024.
Kentucky Utilities Company	Common stock, no par value, 37,817,878 shares outstanding and all held by LG&E and KU Energy LLC, a wholly-owned, indirect subsidiary of PPL Corporation, at April 26, 2024.

This document is available free of charge at the Investors section of PPL Corporation's website at www.pplweb.com. However, other information on this website does not constitute a part of this Form 10-Q.

PPL CORPORATION
PPL ELECTRIC UTILITIES CORPORATION
LOUISVILLE GAS AND ELECTRIC COMPANY
KENTUCKY UTILITIES COMPANY

FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2024

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This combined Form 10-Q is separately filed by the following Registrants in their individual capacity: PPL Corporation, PPL Electric Utilities Corporation, Louisville Gas and Electric Company and Kentucky Utilities Company. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant, except that information under "Forward-Looking Information" relating to subsidiaries of PPL Corporation is also attributed to PPL Corporation.

Unless otherwise specified, references in this Report, individually, to PPL Corporation, PPL Electric Utilities Corporation, Louisville Gas and Electric Company and Kentucky Utilities Company are references to such entities directly or to one or more of their subsidiaries, as the case may be, the financial results of which subsidiaries are consolidated into such Registrants' financial statements in accordance with GAAP. This presentation has been applied where identification of particular subsidiaries is not material to the matter being disclosed, and to conform narrative disclosures to the presentation of financial information on a consolidated basis.

GLOSSARY OF TERMS AND ABBREVIATIONS

PPL Corporation and its subsidiaries

CEP Reserves - CEP Reserves Inc., a cash management subsidiary of PPL that maintains cash reserves for the balance sheet management of PPL and certain subsidiaries.

KU - Kentucky Utilities Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity, primarily in Kentucky.

LG&E - Louisville Gas and Electric Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity and the distribution and sale of natural gas in Kentucky.

LKE - LG&E and KU Energy LLC, a subsidiary of PPL and the parent of LG&E, KU and other subsidiaries.

LKS - LG&E and KU Services Company, a subsidiary of LKE that provides administrative, management and support services primarily to LG&E and KU, as well as to LKE and its other subsidiaries.

Narragansett Electric - The Narragansett Electric Company, an entity that serves electric and natural gas customers in Rhode Island. On May 25, 2022, PPL and its subsidiary, PPL Rhode Island Holdings announced the completion of the acquisition of Narragansett Electric, which continues to provide services under the name Rhode Island Energy. Narragansett Electric is sometimes referred to as Rhode Island Energy or RIE.

PPL - PPL Corporation, the ultimate parent holding company of PPL Electric, PPL Energy Funding Corporation, PPL Capital Funding, LKE, RIE and other subsidiaries.

PPL Capital Funding - PPL Capital Funding, Inc., a financing subsidiary of PPL that provides financing for the operations of PPL and certain subsidiaries. Debt issued by PPL Capital Funding is fully and unconditionally guaranteed as to payment by PPL.

PPL Electric - PPL Electric Utilities Corporation, a public utility subsidiary of PPL engaged in the regulated transmission and distribution of electricity in its Pennsylvania service area and that provides electricity supply to its retail customers in this area as a PLR.

PPL Energy Holdings - PPL Energy Holdings, LLC, a subsidiary of PPL and the parent holding company of PPL Energy Funding Corporation, LKE, PPL Electric, PPL Rhode Island Holdings, PPL Services and other subsidiaries.

PPL Rhode Island Holdings - PPL Rhode Island Holdings, LLC, a subsidiary of PPL Energy Holdings formed for the purpose of acquiring Narragansett Electric to which certain interests of PPL Energy Holdings in the Narragansett Stock Purchase Agreement were assigned.

PPL Services - PPL Services Corporation, a subsidiary of PPL that provides administrative, management and support services to PPL and its subsidiaries.

RIE - Rhode Island Energy, the name under which Narragansett Electric continues to provide services since its acquisition by PPL and its subsidiary, PPL Rhode Island Holdings on May 25, 2022.

Other terms and abbreviations

£ - British pound sterling.

2023 Form 10-K - Annual Report to the SEC on Form 10-K for the year ended December 31, 2023.

Act 11 - Act 11 of 2012 that became effective in April 2012. The Pennsylvania legislation authorized the PAPUC to approve two specific ratemaking mechanisms: the use of a fully projected future test year in base rate proceedings and, subject to certain conditions, a DSIC.

Act 129 - Act 129 of 2008 that became effective in October 2008. The law amended the Pennsylvania Public Utility Code and created an energy efficiency and conservation program and smart metering technology requirements, adopted new PLR electricity supply procurement rules, provided remedies for market misconduct and changed the Alternative Energy Portfolio Standard (AEPS).

AFUDC - allowance for funds used during construction. The cost of equity and debt funds used to finance construction projects of regulated businesses, which is capitalized as part of construction costs.

AOCI - accumulated other comprehensive income or loss.

ARO - asset retirement obligation.

Bcf - billion cubic feet. A unit of measure commonly used in quoting volumes of natural gas.

CCR(s) - coal combustion residual(s). CCRs include fly ash, bottom ash and sulfur dioxide scrubber wastes.

Clean Air Act - federal legislation enacted to address certain environmental issues related to air emissions, including acid rain, ozone and toxic air emissions.

COVID-19 - the disease caused by the novel coronavirus identified in 2019 that caused a global pandemic.

CPCN - Certificate of Public Convenience and Necessity. Authority granted by the KPSC pursuant to Kentucky Revised Statute 278.020 to provide utility service to or for the public or the construction of certain plant, equipment, property or facilities for furnishing of utility service to the public. A CPCN is required for any capital addition, subject to KPSC jurisdiction, in excess of $100 million.

Customer Choice Act - the Pennsylvania Electricity Generation Customer Choice and Competition Act, legislation enacted to restructure the state's electric utility industry to create retail access to a competitive market for generation of electricity.

DSIC - Distribution System Improvement Charge. Authorized under Act 11, which is an alternative ratemaking mechanism providing more-timely cost recovery of qualifying distribution system capital expenditures.

DSM - Demand Side Management. Pursuant to Kentucky Revised Statute 278.285, the KPSC may determine the reasonableness of DSM programs proposed by any utility under its jurisdiction. DSM programs consist of energy efficiency programs intended to reduce peak demand and delay the investment in additional power plant construction, provide customers with tools and information regarding their energy usage and support energy efficiency.

Earnings from Ongoing Operations - a non-GAAP financial measure of earnings adjusted for the impact of special items and used in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A).

ECR - Environmental Cost Recovery. Pursuant to Kentucky Revised Statute 278.183, Kentucky electric utilities are entitled to the current recovery of costs of complying with the Clean Air Act, as amended, and those federal, state or local environmental requirements that apply to coal combustion wastes and byproducts from the production of energy from coal.

ELG(s) - Effluent Limitation Guidelines, regulations promulgated by the EPA.

Environmental Response Fund - Established in RIPUC Docket No. 2930. Created to satisfy remedial and clean-up obligations of RIE arising from the past ownership and/or operation of manufactured gas plants and sites associated with the operation and disposal activities of such gas plants.

EPA - Environmental Protection Agency, a U.S. government agency.

EPS - earnings per share.

FERC - Federal Energy Regulatory Commission, the U.S. federal agency that regulates, among other things, interstate transmission and wholesale sales of electricity, hydroelectric power projects and related matters.

GAAP - Generally Accepted Accounting Principles in the U.S.

GHG(s) - greenhouse gas(es).

GLT - gas line tracker. The KPSC approved mechanism for LG&E's recovery of certain costs associated with gas transmission lines, gas service lines, gas risers, leak mitigation, and gas main replacements.

IBEW - International Brotherhood of Electrical Workers.

IRS - Internal Revenue Service, a U.S. government agency.

ISO - Independent System Operator.

KPSC - Kentucky Public Service Commission, the state agency that has jurisdiction over the regulation of rates and service of utilities in Kentucky.

Mill Creek Unit 5 - a combined cycle natural gas unit under construction in Kentucky, jointly owned by LG&E and KU, which is expected to provide additional generating capacity of 198 MW and 442 MW to LG&E and KU beginning in 2027.

Moody's - Moody's Investors Service, Inc., a credit rating agency.

MW - megawatt, one thousand kilowatts.

NAAQS - National Ambient Air Quality Standards periodically adopted pursuant to the Clean Air Act.

National Grid USA - National Grid USA is a wholly-owned subsidiary of National Grid plc, a British multinational electricity and gas utility company headquartered in London, England.

NEP - New England Power Company, a National Grid U.S. affiliate.

NERC - North American Electric Reliability Corporation.

NPNS - the normal purchases and normal sales exception as permitted by derivative accounting rules. Derivatives that qualify for this exception may receive accrual accounting treatment.

OCI - other comprehensive income or loss.

OVEC - Ohio Valley Electric Corporation, located in Piketon, Ohio, an entity in which LG&E owns a 5.63% interest and KU owns a 2.50% interest, which are recorded at cost. OVEC owns and operates two coal-fired power plants, the Kyger Creek plant in Ohio and the Clifty Creek plant in Indiana, with combined capacities of 2,120 MW.

PAPUC - Pennsylvania Public Utility Commission, the state agency that regulates certain ratemaking, services, accounting and operations of Pennsylvania utilities.

PLR - Provider of Last Resort, the role of PPL Electric in providing default electricity supply within its delivery area to retail customers who have not chosen to select an alternative electricity supplier under the Customer Choice Act.

PP&E - property, plant and equipment.

Registrant(s) - refers to the Registrants named on the cover of this Report (each a "Registrant" and collectively, the "Registrants").

Regulation S-X - SEC regulation governing the form and content of and requirements for financial statements required to be filed pursuant to the federal securities laws.

RIPUC - Rhode Island Public Utilities Commission, a three-member quasi-judicial tribunal with jurisdiction, powers, and duties to implement and enforce the standards of conduct under R.I. Gen. Laws § 39-1-27.6 and to hold investigations and hearings involving the rates, tariffs, tolls, and charges, and the sufficiency and reasonableness of facilities and accommodations of public utilities.

Rhode Island Division of Public Utilities and Carriers - the Rhode Island Division of Public Utilities and Carriers, which is headed by an Administrator who is not a Commissioner of the RIPUC, exercises the jurisdiction, supervision, power, and duties not specifically assigned to the RIPUC.

Safari Energy - Safari Energy, LLC, which was, prior to the sale of Safari Holdings on November 1, 2022, a subsidiary of Safari Holdings that provided solar energy solutions for commercial customers in the U.S.

Safari Holdings - Safari Holdings, LLC, which was, prior to its sale on November 1, 2022, a subsidiary of PPL and parent holding company of Safari Energy.

Sarbanes-Oxley - Sarbanes-Oxley Act of 2002, which sets requirements for management's assessment of internal controls for financial reporting. It also requires an independent auditor to make its own assessment.

Scrubber - an air pollution control device that can remove particulates and/or gases (primarily sulfur dioxide) from exhaust gases.

SEC - the U.S. Securities and Exchange Commission, a U.S. government agency primarily responsible to protect investors and maintain the integrity of the securities markets.

Smart metering technology - technology that can measure, among other things, time of electricity consumption to permit offering rate incentives for usage during lower cost or demand intervals. The use of this technology also has the potential to strengthen network reliability.

SOFR - Secured Overnight Financing Rate, a broad measure of the cost of borrowing cash overnight collateralized by Treasury securities.

S&P - S&P Global Ratings, a credit rating agency.

Superfund - federal environmental statute that addresses remediation of contaminated sites; states also have similar statutes.

Treasury Stock Method - a method applied to calculate diluted EPS that assumes any proceeds that could be obtained upon exercise of options and warrants (and their equivalents) would be used to purchase common stock at the average market price during the relevant period.

U.K. utility business - PPL WPD Investments Limited and its subsidiaries, including, notably, WPD plc and the four distribution network operators, which substantially represented PPL's U.K. Regulated segment. The U.K. utility business was sold on June 14, 2021.

UWUA - Utility Workers Union of America.

VEBA - Voluntary Employee Beneficiary Association, a tax-exempt trust under the Internal Revenue Code Section 501(c)(9) used by employers to fund and pay eligible medical, life and similar benefits.

VSCC - Virginia State Corporation Commission, the state agency that has jurisdiction over the regulation of Virginia corporations, including utilities.

Forward-looking Information

Statements contained in this Form 10-Q concerning expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are other than statements of historical fact are "forward-looking statements" within the meaning of the federal securities laws. Although the Registrants believe that the expectations and assumptions reflected in these statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements are subject to many risks and uncertainties, and actual results may differ materially from the results discussed in forward-looking statements. In addition to the specific factors discussed in each Registrant's 2023 Form 10-K and in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-Q, the following are among the important factors that could cause actual results to differ materially and adversely from the forward-looking statements:

- strategic acquisitions, dispositions, or similar transactions and our ability to consummate these business transactions or realize expected benefits from them;
- pandemic health events or other catastrophic events such as fires, earthquakes, explosions, floods, droughts, tornadoes, hurricanes and other extreme weather-related events (including events potentially caused or exacerbated by climate change) and their impact on economic conditions, financial markets and supply chains;
- capital market conditions, including the availability of capital, credit or insurance, changes in interest rates and certain economic indices, and decisions regarding capital structure;
- volatility in or the impact of other changes in financial markets, commodity prices and economic conditions, including inflation;
- weather and other conditions affecting generation, transmission and distribution operations, operating costs and customer energy use;
- the outcome of rate cases or other cost recovery, revenue or regulatory proceedings;
- the direct or indirect effects on PPL or its subsidiaries or business systems of cyber-based intrusion or the threat of cyberattacks;
- significant changes in the demand for electricity;
- expansion of alternative and distributed sources of electricity generation and storage;
- the effectiveness of our risk management programs, including commodity and interest rate hedging;
- defaults by counterparties or suppliers for energy, capacity, coal, natural gas or key commodities, goods or services;
- a material decline in the market value of PPL's equity;
- significant decreases in the fair value of debt and equity securities and their impact on the value of assets in defined benefit plans, and the related cash funding requirements if the fair value of those assets decline;
- interest rates and their effect on pension and retiree medical liabilities, ARO liabilities, interest payable on certain debt securities, and the general economy;
- the potential impact of any unrecorded commitments and liabilities of the Registrants and their subsidiaries;
- new accounting requirements or new interpretations or applications of existing requirements;
- adverse changes in the corporate credit ratings or securities analyst rankings of the Registrants and their securities;
- any requirement to record impairment charges pursuant to GAAP with respect to any of our significant investments;
- laws or regulations to reduce emissions of GHGs or the physical effects of climate change;
- continuing ability to access fuel supply for LG&E and KU, as well as the ability to recover fuel costs and environmental expenditures in a timely manner at LG&E and KU and natural gas supply costs at LG&E and RIE;
- war, armed conflicts, terrorist attacks, or similar disruptive events, including the ongoing conflicts in Ukraine and the Middle East;
- changes in political, regulatory or economic conditions in states or regions where the Registrants or their subsidiaries conduct business;
- the ability to obtain necessary governmental permits and approvals;
- changes in state or federal tax laws or regulations;
- changes in state, federal or foreign legislation or regulatory developments;
- the impact of any state, federal or foreign investigations applicable to the Registrants and their subsidiaries and the energy industry;
- our ability to attract and retain qualified employees;
- the effect of changing expectations and demands of our customers, regulators, investors and stakeholders, including views on environmental, social and governance concerns;
- the effect of any business or industry restructuring;
- development of new projects, markets and technologies;
- performance of new ventures;
- collective labor bargaining negotiations and labor costs;

- risks related to wildfires, including costs of potential regulatory penalties and damages in excess of insurance liability coverage; and
- the outcome of litigation involving the Registrants and their subsidiaries.

Any forward-looking statements should be considered in light of these important factors and in conjunction with other documents of the Registrants on file with the SEC.

New factors that could cause actual results to differ materially from those described in forward-looking statements emerge from time to time, and it is not possible for the Registrants to predict all such factors, or the extent to which any such factor or combination of factors may cause actual results to differ from those contained in any forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and the Registrants undertake no obligation to update the information contained in the statement to reflect subsequent developments or information.

Investors should note that PPL announces material financial information in SEC filings, press releases and public conference calls. In accordance with SEC guidelines, PPL also uses the Investors section of its website, www.pplweb.com, to communicate with investors. It is possible that the financial and other information posted there could be deemed to be material information. The information on PPL's website is not part of this document.

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PART I. FINANCIAL INFORMATION
ITEM 1. Financial Statements
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
PPL Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars, except share data)

	Three Months Ended March 31,	
	2024	**2023**
Operating Revenues	**$ 2,304**	$ 2,415
Operating Expenses		
Operation		
Fuel	**209**	201
Energy purchases	**520**	734
Other operation and maintenance	**626**	559
Depreciation	**316**	313
Taxes, other than income	**88**	110
Total Operating Expenses	**1,759**	1,917
Operating Income	**545**	498
Other Income (Expense) - net (Note 12)	**22**	30
Interest Expense	**179**	164
Income Before Income Taxes	**388**	364
Income Taxes	**81**	79
Net Income	**$ 307**	$ 285
Earnings Per Share of Common Stock:		
Basic and Diluted		
Net Income Available to PPL Common Shareowners	**$ 0.42**	$ 0.39
Weighted-Average Shares of Common Stock Outstanding (in thousands)		
Basic	**737,512**	736,829
Diluted	**738,820**	737,698

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
PPL Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31,	
	2024	**2023**
Net income	**$ 307**	$ 285
Other comprehensive income (loss):		
Amounts arising during the period - gains (losses), net of tax (expense) benefit:		
Equity investees' other comprehensive income (loss), net of tax of $0, $0	**1**	1
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):		
Qualifying derivatives, net of tax of $0, $0	**1**	1
Defined benefit plans:		
Net actuarial (gain) loss, net of tax of $0, $0	**—**	(1)
Total other comprehensive income (loss)	**2**	1
Comprehensive income	**$ 309**	$ 286

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
PPL Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Cash Flows from Operating Activities		
Net income	**$ 307**	$ 285
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	**316**	313
Amortization	**24**	17
Defined benefit plans - (income) expense	**(15)**	(18)
Deferred income taxes and investment tax credits	**72**	77
Other	**3**	8
Change in current assets and current liabilities		
Accounts receivable	**(75)**	(94)
Accounts payable	**(221)**	(63)
Unbilled revenues	**57**	109
Fuel, materials and supplies	**33**	10
Prepayments	**(108)**	(83)
Taxes payable	**(47)**	(42)
Regulatory assets and liabilities, net	**(61)**	(46)
Accrued interest	**90**	67
Other	**(103)**	(14)
Other operating activities		
Defined benefit plans - funding	**(5)**	(3)
Other assets	**(1)**	(61)
Other liabilities	**16**	(32)
Net cash provided by operating activities	**282**	430
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	**(596)**	(499)
Other investing activities	**5**	(4)
Net cash used in investing activities	**(591)**	(503)
Cash Flows from Financing Activities		
Issuance of long-term debt	**1,148**	3,127
Retirement of long-term debt	**—**	(1,750)
Payment of common stock dividends	**(177)**	(171)
Net increase (decrease) in short-term debt	**(701)**	(985)
Other financing activities	**(22)**	(44)
Net cash provided by financing activities	**248**	177
Net Decrease in Cash, Cash Equivalents and Restricted Cash	**(61)**	104
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	**382**	357
Cash, Cash Equivalents and Restricted Cash at End of Period	**$ 321**	$ 461
Supplemental Disclosures of Cash Flow Information		
Significant non-cash transactions:		
Accrued expenditures for property, plant and equipment at March 31,	**$ 253**	$ 257

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS
PPL Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Assets		
Current Assets		
Cash and cash equivalents	**$ 276**	$ 331
Accounts receivable (less reserve: 2024, $146; 2023, $123)		
Customer	**999**	950
Other	**271**	271
Unbilled revenues (less reserve: 2024, $4; 2023, $4)	**371**	428
Fuel, materials and supplies	**477**	505
Prepayments	**212**	103
Regulatory assets	**330**	293
Other current assets	**101**	51
Total Current Assets	**3,037**	**2,932**
Property, Plant and Equipment		
Regulated utility plant	**39,031**	38,608
Less: accumulated depreciation - regulated utility plant	**9,327**	9,156
Regulated utility plant, net	**29,704**	29,452
Non-regulated property, plant and equipment	**71**	72
Less: accumulated depreciation - non-regulated property, plant and equipment	**24**	23
Non-regulated property, plant and equipment, net	**47**	49
Construction work in progress	**1,996**	1,917
Property, Plant and Equipment, net	**31,747**	31,418
Other Noncurrent Assets		
Regulatory assets	**1,859**	1,874
Goodwill	**2,247**	2,247
Other intangibles	**304**	306
Other noncurrent assets (less reserve for accounts receivable: 2024, $3; 2023 $2)	**437**	459
Total Other Noncurrent Assets	**4,847**	4,886
Total Assets	**$ 39,631**	$ 39,236

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS
PPL Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Liabilities and Equity		
Current Liabilities		
Short-term debt	**$ 291**	$ 992
Long-term debt due within one year	**1**	1
Accounts payable	**903**	1,104
Taxes	**83**	130
Interest	**214**	124
Dividends	**186**	173
Regulatory liabilities	**223**	225
Other current liabilities	**474**	591
Total Current Liabilities	**2,375**	3,340
Long-term Debt	**15,753**	14,611
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	**3,195**	3,105
Investment tax credits	**113**	114
Accrued pension obligations	**255**	275
Asset retirement obligations	**127**	133
Regulatory liabilities	**3,351**	3,340
Other deferred credits and noncurrent liabilities	**404**	385
Total Deferred Credits and Other Noncurrent Liabilities	**7,445**	7,352
Commitments and Contingent Liabilities (Notes 6 and 10)		
Equity		
Common stock - $0.01 par value (a)	**8**	8
Additional paid-in capital	**12,314**	12,326
Treasury stock	**(931)**	(948)
Earnings reinvested	**2,828**	2,710
Accumulated other comprehensive loss	**(161)**	(163)
Total Equity	**14,058**	13,933
Total Liabilities and Equity	**$ 39,631**	$ 39,236

(a) 1,560,000 shares authorized, 770,013 shares issued and 737,736 shares outstanding at March 31, 2024. 1,560,000 shares authorized, 770,013 shares issued and 737,130 shares outstanding at December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
PPL Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Treasury stock	Earnings reinvested	Accumulated other comprehensive loss	Noncontrolling interests	Total
December 31, 2023	737,130	$ 8	$ 12,326	$ (948)	$ 2,710	$ (163)	$ —	$ 13,933
Treasury stock issued	606		—	17				17
Stock-based compensation			(12)					(12)
Net income					307			307
Dividends and dividend equivalents (b)					(189)			(189)
Other comprehensive income (loss)						2		2
March 31, 2024	737,736	$ 8	$ 12,314	$ (931)	$ 2,828	$ (161)	$ —	$ 14,058
December 31, 2022	736,487	$ 8	$ 12,317	$ (967)	$ 2,681	$ (124)	$ 3	$ 13,918
Treasury stock issued	580		2	17				19
Stock-based compensation			(9)					(9)
Net income					285			285
Dividends and dividend equivalents (b)					(178)			(178)
Other comprehensive income (loss)						1		1
March 31, 2023	737,067	$ 8	$ 12,310	$ (950)	$ 2,788	$ (123)	$ 3	$ 14,036

(a) Shares in thousands. Each share entitles the holder to one vote on any question presented at any shareowners' meeting.
(b) Dividends declared per share of common stock were $0.2575 for the three months ended March 31, 2024 and $0.2400 for the three months ended March 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF INCOME
PPL Electric Utilities Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Operating Revenues	**$ 770**	$ 891
Operating Expenses		
Operation		
Energy purchases	**214**	358
Other operation and maintenance	**181**	162
Depreciation	**99**	99
Taxes, other than income	**36**	44
Total Operating Expenses	**530**	663
Operating Income	**240**	228
Other Income (Expense) - net (Note 12)	**9**	12
Interest Income from Affiliate	**10**	—
Interest Expense	**62**	57
Income Before Income Taxes	**197**	183
Income Taxes	**48**	45
Net Income (a)	**$ 149**	$ 138

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
PPL Electric Utilities Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31, 2024	2023
Cash Flows from Operating Activities		
Net income	**$ 149**	$ 138
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	**99**	99
Amortization	**12**	9
Defined benefit plans - expense (income)	**(11)**	(10)
Deferred income taxes and investment tax credits	**32**	26
Other	**(7)**	(5)
Change in current assets and current liabilities		
Accounts receivable	**(33)**	(115)
Accounts payable	**(59)**	30
Unbilled revenues	**30**	20
Materials and supplies	**(4)**	(17)
Prepayments	**(110)**	(77)
Regulatory assets and liabilities, net	**(28)**	(12)
Taxes payable	**(48)**	(36)
Accrued interest	**35**	15
Other	**(26)**	17
Other operating activities		
Defined benefit plans - funding	**(1)**	(1)
Other assets	**—**	(22)
Other liabilities	**(2)**	(20)
Net cash provided by operating activities	**28**	39
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	**(229)**	(155)
Expenditures for intangible assets	**(1)**	(1)
Notes receivable from affiliates	**(554)**	—
Other investing activities	**4**	—
Net cash used in investing activities	**(780)**	(156)
Cash Flows from Financing Activities		
Issuance of long-term debt	**649**	1,329
Retirement of long-term debt	**—**	(1,150)
Contributions from parent	**675**	200
Payment of common stock dividends to parent	**(88)**	(74)
Net decrease in short-term debt	**(509)**	(145)
Debt issuance costs	**(5)**	(12)
Net cash provided by (used in) financing activities	**722**	148
Net Increase in Cash, Cash Equivalents and Restricted Cash	**(30)**	31
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	**51**	25
Cash, Cash Equivalents and Restricted Cash at End of Period	**$ 21**	$ 56
Supplemental Disclosure of Cash Flow Information		
Significant non-cash transactions:		
Accrued expenditures for property, plant and equipment at March 31,	**$ 146**	$ 142

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS
PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Assets		
Current Assets		
Cash and cash equivalents	**$ 21**	$ 51
Accounts receivable (less reserve: 2024, $57; 2023, $46)		
Customer	**450**	434
Other	**10**	8
Accounts receivable from affiliates	**10**	10
Notes receivable from affiliate	**554**	—
Unbilled revenues (less reserve: 2024, $2; 2023, $2)	**119**	149
Materials and supplies	**103**	99
Prepayments	**155**	44
Regulatory assets	**84**	57
Other current assets	**33**	17
Total Current Assets	**1,539**	869
Property, Plant and Equipment		
Regulated utility plant	**15,740**	15,575
Less: accumulated depreciation - regulated utility plant	**3,889**	3,822
Regulated utility plant, net	**11,851**	11,753
Construction work in progress	**744**	680
Property, Plant and Equipment, net	**12,595**	12,433
Other Noncurrent Assets		
Regulatory assets	**592**	598
Intangibles	**269**	269
Other noncurrent assets (less reserve for accounts receivable: 2024, $3; 2023, $2)	**121**	125
Total Other Noncurrent Assets	**982**	992
Total Assets	**$ 15,116**	$ 14,294

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS
PPL Electric Utilities Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Liabilities and Equity		
Current Liabilities		
Short-term debt	**$ —**	$ 509
Accounts payable	**404**	454
Accounts payable to affiliates	**52**	44
Taxes	**3**	51
Interest	**78**	43
Regulatory liabilities	**90**	91
Other current liabilities	**82**	100
Total Current Liabilities	**709**	1,292
Long-term Debt	**5,211**	4,567
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	**1,608**	1,573
Regulatory liabilities	**839**	836
Other deferred credits and noncurrent liabilities	**110**	123
Total Deferred Credits and Other Noncurrent Liabilities	**2,557**	2,532
Commitments and Contingent Liabilities (Notes 6 and 10)		
Equity		
Common stock - no par value (a)	**364**	364
Additional paid-in capital	**4,715**	4,040
Earnings reinvested	**1,560**	1,499
Total Equity	**6,639**	5,903
Total Liabilities and Equity	**$ 15,116**	$ 14,294

(a) 170,000 shares authorized; 66,368 shares issued and outstanding at March 31, 2024 and December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
December 31, 2023	66,368	$ 364	$ 4,040	$ 1,499	$ 5,903
Net income				149	149
Capital contributions from parent			675		675
Dividends declared				(88)	(88)
March 31, 2024	66,368	$ 364	$ 4,715	$ 1,560	$ 6,639
December 31, 2022	66,368	$ 364	$ 4,084	$ 1,303	$ 5,751
Net income				138	138
Capital contributions from parent			200		200
Dividends declared				(74)	(74)
March 31, 2023	66,368	$ 364	$ 4,284	$ 1,367	$ 6,015

(a) Shares in thousands. All common shares of PPL Electric stock are owned by PPL Energy Holdings.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF INCOME
Louisville Gas and Electric Company
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Operating Revenues		
Retail and wholesale	**$ 460**	$ 461
Electric revenue from affiliate	**16**	13
Total Operating Revenues	**476**	474
Operating Expenses		
Operation		
Fuel	**86**	79
Energy purchases	**71**	84
Energy purchases from affiliate	**1**	1
Other operation and maintenance	**88**	91
Depreciation	**76**	75
Taxes, other than income	**13**	12
Total Operating Expenses	**335**	342
Operating Income	**141**	132
Other Income (Expense) - net	**2**	2
Interest Expense	**26**	25
Income Before Income Taxes	**117**	109
Income Taxes	**24**	23
Net Income (a)	**$ 93**	**$ 86**

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED STATEMENTS OF CASH FLOWS
Louisville Gas and Electric Company
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31, 2024	2023
Cash Flows from Operating Activities		
Net income	**$ 93**	$ 86
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	**76**	75
Amortization	**3**	3
Defined benefit plans - expense (income)	**1**	—
Deferred income taxes and investment tax credits	**2**	—
Change in current assets and current liabilities		
Accounts receivable	**(19)**	28
Accounts receivable from affiliates	**(11)**	14
Accounts payable	**6**	(35)
Accounts payable to affiliates	**34**	31
Unbilled revenues	**16**	33
Fuel, materials and supplies	**13**	41
Regulatory assets and liabilities, net	**(21)**	21
Taxes payable	**(26)**	(27)
Accrued interest	**23**	18
Other	**(19)**	(11)
Other operating activities		
Defined benefit plans - funding	**(1)**	—
Expenditures for asset retirement obligations	**(2)**	(2)
Other assets	**—**	(10)
Other liabilities	**(2)**	(1)
Net cash provided by operating activities	**166**	264
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	**(92)**	(86)
Net increase in notes receivable with affiliates	**(28)**	(9)
Net cash used in investing activities	**(120)**	(95)
Cash Flows from Financing Activities		
Issuance of long-term debt	**—**	399
Retirement of long-term debt	**—**	(300)
Net increase (decrease) in short-term debt	**28**	(179)
Payment of common stock dividends to parent	**(37)**	(31)
Return of capital to parent	**(51)**	(120)
Other financing activities	**—**	(3)
Net cash used in financing activities	**(60)**	(234)
Net Decrease in Cash, Cash Equivalents, and Restricted Cash	**(14)**	(65)
Cash, Cash Equivalents, and Restricted Cash at Beginning of Period	**44**	93
Cash, Cash Equivalents, and Restricted Cash at End of Period	**$ 30**	$ 28
Supplemental Disclosure of Cash Flow Information		
Significant non-cash transactions:		
Accrued expenditures for property, plant and equipment at March 31,	**$ 35**	$ 46

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED BALANCE SHEETS
Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Assets		
Current Assets		
Cash and cash equivalents	**$ 8**	$ 18
Accounts receivable (less reserve: 2024, $5; 2023, $6)		
Customer	**121**	116
Other	**24**	17
Unbilled revenues (less reserve: 2024, $0; 2023, $0)	**72**	88
Accounts receivable from affiliates	**40**	29
Notes receivable from affiliates	**28**	—
Fuel, materials and supplies	**130**	143
Prepayments	**11**	11
Regulatory assets	**14**	7
Other current assets	**6**	—
Total Current Assets	**454**	429
Property, Plant and Equipment		
Regulated utility plant	**7,715**	7,669
Less: accumulated depreciation - regulated utility plant	**1,599**	1,549
Regulated utility plant, net	**6,116**	6,120
Construction work in progress	**342**	312
Property, Plant and Equipment, net	**6,458**	6,432
Other Noncurrent Assets		
Regulatory assets	**388**	395
Goodwill	**389**	389
Other intangibles	**17**	18
Other noncurrent assets	**92**	90
Total Other Noncurrent Assets	**886**	892
Total Assets	**$ 7,798**	$ 7,753

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED BALANCE SHEETS
Louisville Gas and Electric Company
(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Liabilities and Equity		
Current Liabilities		
Short-term debt	**$ 28**	$ —
Accounts payable	**121**	115
Accounts payable to affiliates	**83**	49
Customer deposits	**35**	34
Taxes	**15**	41
Price risk management liabilities	**1**	1
Regulatory liabilities	**2**	16
Interest	**44**	21
Asset retirement obligations	**13**	13
Other current liabilities	**32**	47
Total Current Liabilities	**374**	337
Long-term Debt	**2,469**	2,469
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	**782**	776
Investment tax credits	**30**	31
Price risk management liabilities	**4**	6
Asset retirement obligations	**71**	72
Regulatory liabilities	**824**	827
Other deferred credits and noncurrent liabilities	**67**	63
Total Deferred Credits and Other Noncurrent Liabilities	**1,778**	1,775
Commitments and Contingent Liabilities (Notes 6 and 10)		
Stockholder's Equity		
Common stock - no par value (a)	**424**	424
Additional paid-in capital	**1,942**	1,993
Earnings reinvested	**811**	755
Total Equity	**3,177**	3,172
Total Liabilities and Equity	**$ 7,798**	$ 7,753

(a) 75,000 shares authorized; 21,294 shares issued and outstanding at March 31, 2024 and December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED STATEMENTS OF EQUITY
Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
December 31, 2023	21,294	$ 424	$ 1,993	$ 755	$ 3,172
Net income				93	93
Return of capital to parent			(51)		(51)
Dividends declared				(37)	(37)
March 31, 2024	21,294	$ 424	$ 1,942	$ 811	$ 3,177
December 31, 2022	21,294	$ 424	$ 2,087	$ 655	$ 3,166
Net income				86	86
Return of capital to parent			(120)		(120)
Dividends declared				(31)	(31)
March 31, 2023	21,294	$ 424	$ 1,967	$ 710	$ 3,101

(a) Shares in thousands. All common shares of LG&E stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF INCOME
Kentucky Utilities Company
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31,	
	2024	**2023**
Operating Revenues		
Retail and wholesale	**$ 524**	$ 498
Electric revenue from affiliate	**1**	1
Total Operating Revenues	**525**	499
Operating Expenses		
Operation		
Fuel	**123**	122
Energy purchases	**6**	6
Energy purchases from affiliate	**16**	13
Other operation and maintenance	**102**	109
Depreciation	**99**	98
Taxes, other than income	**12**	10
Total Operating Expenses	**358**	358
Operating Income	**167**	141
Other Income (Expense) - net	**2**	2
Interest Expense	**34**	33
Income Before Income Taxes	**135**	110
Income Taxes	**27**	22
Net Income (a)	**$ 108**	$ 88

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED STATEMENTS OF CASH FLOWS
Kentucky Utilities Company
(Unaudited)
(Millions of Dollars)

	Three Months Ended March 31,	
	2024	**2023**
Cash Flows from Operating Activities		
Net income	**$ 108**	$ 88
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	**99**	98
Amortization	**5**	5
Defined benefit plans - (income)	**(1)**	—
Deferred income taxes and investment tax credits	**(1)**	(1)
Other	**(1)**	(1)
Change in current assets and current liabilities		
Accounts receivable	**(21)**	16
Accounts payable	**(13)**	(16)
Accounts payable to affiliates	**52**	2
Unbilled revenues	**6**	25
Fuel, materials and supplies	**8**	(8)
Regulatory assets and liabilities, net	**1**	8
Taxes payable	**(17)**	(11)
Accrued interest	**32**	26
Other	**(7)**	2
Other operating activities		
Defined benefit plans - funding	**(1)**	—
Expenditures for asset retirement obligations	**(2)**	(5)
Other assets	**8**	(13)
Other liabilities	**(3)**	(1)
Net cash provided by operating activities	**252**	214
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	**(148)**	(141)
Net cash used in investing activities	**(148)**	(141)
Cash Flows from Financing Activities		
Net increase in notes payable to affiliates	**37**	9
Issuance of long-term debt	**—**	399
Retirement of long-term debt	**—**	(300)
Net decrease in short-term debt	**(48)**	(101)
Payment of common stock dividends to parent	**(47)**	(35)
Return of capital to parent	**(50)**	(54)
Other financing activities	**—**	(3)
Net cash used in financing activities	**(108)**	(85)
Net Decrease in Cash, Cash Equivalents, and Restricted Cash	**(4)**	(12)
Cash, Cash Equivalents, and Restricted Cash at Beginning of Period	**38**	21
Cash, Cash Equivalents, and Restricted Cash at End of Period	**$ 34**	$ 9
Supplemental Disclosure of Cash Flow Information		
Significant non-cash transactions:		
Accrued expenditures for property, plant and equipment at March 31,	**$ 44**	$ 60

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED BALANCE SHEETS
Kentucky Utilities Company
(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Assets		
Current Assets		
Cash and cash equivalents	**$ 12**	$ 14
Accounts receivable (less reserve: 2024, $3; 2023, $2)		
Customer	**152**	143
Other	**19**	12
Unbilled revenues (less reserve: 2024, $0; 2023, $0)	**91**	97
Fuel, materials and supplies	**177**	185
Prepayments	**11**	13
Regulatory assets	**7**	3
Other current assets	**2**	1
Total Current Assets	**471**	468
Property, Plant and Equipment		
Regulated utility plant	**10,038**	9,896
Less: accumulated depreciation - regulated utility plant	**2,547**	2,476
Regulated utility plant, net	**7,491**	7,420
Construction work in progress	**594**	604
Property, Plant and Equipment, net	**8,085**	8,024
Other Noncurrent Assets		
Regulatory assets	**435**	439
Goodwill	**607**	607
Other intangibles	**18**	19
Other noncurrent assets	**157**	157
Total Other Noncurrent Assets	**1,217**	1,222
Total Assets	**$ 9,773**	$ 9,714

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED BALANCE SHEETS
Kentucky Utilities Company

(Unaudited)
(Millions of Dollars, shares in thousands)

	March 31, 2024	December 31, 2023
Liabilities and Equity		
Current Liabilities		
Short-term debt	**$ 45**	$ 93
Notes payable to affiliates	**37**	—
Accounts payable	**70**	80
Accounts payable to affiliates	**123**	72
Customer deposits	**38**	35
Taxes	**15**	32
Regulatory liabilities	**6**	1
Interest	**56**	24
Asset retirement obligations	**16**	13
Other current liabilities	**44**	52
Total Current Liabilities	**450**	402
Long-term Debt	**3,064**	3,064
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	**917**	912
Investment tax credits	**83**	83
Asset retirement obligations	**48**	53
Regulatory liabilities	**1,016**	1,018
Other deferred credits and noncurrent liabilities	**32**	30
Total Deferred Credits and Other Noncurrent Liabilities	**2,096**	2,096
Commitments and Contingent Liabilities (Notes 6 and 10)		
Stockholder's Equity		
Common stock - no par value (a)	**308**	308
Additional paid-in capital	**2,983**	3,033
Earnings reinvested	**872**	811
Total Equity	**4,163**	4,152
Total Liabilities and Equity	**$ 9,773**	$ 9,714

(a) 80,000 shares authorized; 37,818 shares issued and outstanding at March 31, 2024 and December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED STATEMENTS OF EQUITY
Kentucky Utilities Company

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
December 31, 2023	37,818	$ 308	$ 3,033	$ 811	$ 4,152
Net income				108	108
Return of capital to parent			(50)		(50)
Dividends declared				(47)	(47)
March 31, 2024	37,818	$ 308	$ 2,983	$ 872	$ 4,163
December 31, 2022	37,818	$ 308	$ 3,041	$ 689	$ 4,038
Net income				88	88
Return of capital to parent			(54)		(54)
Dividends declared				(35)	(35)
March 31, 2023	37,818	$ 308	$ 2,987	$ 742	$ 4,037

(a) Shares in thousands. All common shares of KU stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Combined Notes to Condensed Financial Statements (Unaudited)

Index to Combined Notes to Condensed Financial Statements

The notes to the condensed financial statements that follow are a combined presentation. The following list indicates the Registrants to which the notes apply:

	Registrant			
	PPL	PPL Electric	LG&E	KU
1. Interim Financial Statements	x	x	x	x
2. Segment and Related Information	x	x	x	x
3. Revenue from Contracts with Customers	x	x	x	x
4. Earnings Per Share	x			
5. Income Taxes	x	x	x	x
6. Utility Rate Regulation	x	x	x	x
7. Financing Activities	x	x	x	x
8. Acquisitions, Development and Divestitures	x		x	x
9. Defined Benefits	x	x	x	x
10. Commitments and Contingencies	x	x	x	x
11. Related Party Transactions		x	x	x
12. Other Income (Expense) - net	x	x		
13. Fair Value Measurements	x	x	x	x
14. Derivative Instruments and Hedging Activities	x	x	x	x
15. Asset Retirement Obligations	x		x	x
16. Accumulated Other Comprehensive Income (Loss)	x			
17. New Accounting Guidance Pending Adoption	x	x	x	x

1. Interim Financial Statements

(All Registrants)

Capitalized terms and abbreviations appearing in the unaudited combined notes to condensed financial statements are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for each Registrant's related activities and disclosures. Within combined disclosures, amounts are disclosed for any Registrant when significant.

The accompanying unaudited condensed financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all of the information and footnote disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation in accordance with GAAP are reflected in the condensed financial statements. All adjustments are of a normal recurring nature, except as otherwise disclosed. Each Registrant's Balance Sheet at December 31, 2023 is derived from that Registrant's 2023 audited Balance Sheet. The financial statements and notes thereto should be read in conjunction with the financial statements and notes contained in each Registrant's 2023 Form 10-K. The results of operations for the three months ended March 31, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024 or other future periods, because results for interim periods can be disproportionately influenced by various factors, developments and seasonal variations.

2. Segment and Related Information

(PPL)

PPL is organized into three segments: Kentucky Regulated, Pennsylvania Regulated and Rhode Island Regulated. PPL's segments are determined by geographic location.

The Kentucky Regulated segment includes the regulated electricity generation, transmission and distribution operations conducted by LG&E and KU, as well as LG&E's regulated distribution and sale of natural gas.

The Pennsylvania Regulated segment includes the regulated electricity transmission and distribution operations of PPL Electric.

The Rhode Island Regulated segment includes the regulated electricity transmission and distribution and natural gas distribution operations of RIE.

"Corporate and Other" primarily includes corporate level financing costs, certain unallocated costs and certain non-recoverable costs incurred in conjunction with the acquisition of Narragansett Electric. "Corporate and Other" is presented to reconcile segment information to PPL's consolidated results.

Income Statement data for the segments and reconciliation to PPL's consolidated results for the periods ended March 31 are as follows:

	Three Months	
	2024	2023
Operating Revenues from external customers		
Kentucky Regulated	$ 984	$ 960
Pennsylvania Regulated	770	891
Rhode Island Regulated	549	565
Corporate and Other	1	(1)
Total	$ 2,304	$ 2,415
Net Income (Loss)		
Kentucky Regulated	$ 190	$ 166
Pennsylvania Regulated	149	138
Rhode Island Regulated	64	54
Corporate and Other	(96)	(73)
Total	$ 307	$ 285

The following provides Balance Sheet data for the segments and reconciliation to PPL's consolidated Balance Sheets as of:

	March 31, 2024	December 31, 2023
Assets		
Kentucky Regulated	$ 17,074	$ 17,029
Pennsylvania Regulated	15,116	14,294
Rhode Island Regulated	6,614	6,515
Corporate and Other (a)	827	1,398
Total	$ 39,631	$ 39,236

(a) Primarily consists of unallocated items, including cash, PP&E, goodwill and the elimination of inter-segment transactions.

(PPL Electric, LG&E and KU)

PPL Electric has two operating segments, distribution and transmission, which are aggregated into a single reportable segment. Each of LG&E and KU operate as a single operating and reportable segment.

3. Revenue from Contracts with Customers

(All Registrants)

See Note 3 in the Registrants' 2023 Form 10-K for a discussion of the principal activities from which PPL Electric, LG&E and KU and PPL's Pennsylvania Regulated, Rhode Island Regulated, and Kentucky Regulated segments generate their revenues. The following tables reconcile "Operating Revenues" included in each Registrant's Statement of Income with revenues generated from contracts with customers for the periods ended March 31.

	2024 Three Months			
	PPL	PPL Electric	LG&E	KU
Operating Revenues (a)	$ 2,304	$ 770	$ 476	$ 525
Revenues derived from:				
Alternative revenue programs (b)	7	(3)	2	5
Other (c)	(8)	(5)	(1)	(1)
Revenues from Contracts with Customers	$ 2,303	$ 762	$ 477	$ 529

	2023 Three Months			
	PPL	PPL Electric	LG&E	KU
Operating Revenues (a)	$ 2,415	$ 891	$ 474	$ 499
Revenues derived from:				
Alternative revenue programs (b)	36	1	1	—
Other (c)	(4)	(2)	(1)	(1)
Revenues from Contracts with Customers	$ 2,447	$ 890	$ 474	$ 498

(a) PPL includes $549 million for the three months ended March 31, 2024 and $565 million for the three months ended March 31, 2023 of revenues from external customers reported by the Rhode Island Regulated segment. PPL Electric represents revenues from external customers reported by the Pennsylvania Regulated segment and LG&E and KU, net of intercompany power sales and transmission revenues, represent revenues from external customers reported by the Kentucky Regulated segment. See Note 2 for additional information.

(b) This line item shows the over/under collection of rate mechanisms deemed alternative revenue programs with over-collections of revenue shown as positive amounts in the table above and under-collections shown as negative amounts.

(c) Represents additional revenues outside the scope of revenues from contracts with customers, such as lease and other miscellaneous revenues.

The following tables show revenues from contracts with customers disaggregated by customer class for the periods ended March 31.

	Three Months							
	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Revenues from Contracts with Customers
PPL								
2024								
PA Regulated	$ 426	$ 106	$ 12	$ 13	$ —	$ —	$ 205	$ 762
KY Regulated	443	267	161	97	6	15	—	989
RI Regulated	261	78	4	161	—	—	47	551
Corp and Other	—	—	—	1	—	—	—	1
Total PPL	$ 1,130	$ 451	$ 177	$ 272	$ 6	$ 15	$ 252	$ 2,303
2023								
PA Regulated	$ 537	$ 128	$ 20	$ 13	$ —	$ —	$ 192	$ 890
KY Regulated	443	274	164	60	7	11	—	959
RI Regulated	229	101	9	215	—	—	45	599
Corp and Other	—	—	—	(1)	—	—	—	(1)
Total PPL	$ 1,209	$ 503	$ 193	$ 287	$ 7	$ 11	$ 237	$ 2,447

	Three Months							
	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Revenues from Contracts with Customers
PPL Electric								
2024	$ 426	$ 106	$ 12	$ 13	$ —	$ —	$ 205	$ 762
2023	$ 537	$ 128	$ 20	$ 13	$ —	$ —	$ 192	$ 890
LG&E								
2024	$ 218	$ 138	$ 47	$ 52	$ —	$ 22	$ —	$ 477
2023	$ 241	$ 152	$ 49	$ 16	$ —	$ 16	$ —	$ 474
KU								
2024	$ 225	$ 129	$ 114	$ 46	$ 6	$ 9	$ —	$ 529
2023	$ 202	$ 123	$ 115	$ 44	$ 7	$ 7	$ —	$ 498

(a) Primarily includes revenues from pole attachments, street lighting, other public authorities and other non-core businesses. The Rhode Island Regulated segment primarily includes open access tariff revenues, which are calculated on combined customer classes.
(b) Includes wholesale power and transmission revenues. LG&E and KU amounts include intercompany power sales and transmission revenues, which are eliminated upon consolidation at the Kentucky Regulated segment.

As discussed in Note 2, PPL segments its business by geographic location. Revenues from external customers for each segment/geographic location are reconciled to revenues from contracts with customers in the footnotes to the tables above.

Contract receivables from customers are primarily included in "Accounts receivable - Customer", "Unbilled revenues", and "Other noncurrent assets" on the Balance Sheets.

The following table shows the accounts receivable and unbilled revenues balances that were impaired for the periods ended March 31.

	Three Months	
	2024	2023
PPL (a)	$ 42	$ 21
PPL Electric (a)	28	10
LG&E	1	1
KU	1	—

(a) 2024 includes amounts impaired related to PPL Electric's billing issues. See Note 6 for additional information.

The following table shows the balances and certain activity of contract liabilities resulting from contracts with customers.

	PPL	PPL Electric	LG&E	KU
Contract liabilities at December 31, 2023	$ 43	$ 29	$ 6	$ 7
Contract liabilities at March 31, 2024	30	20	5	5
Revenue recognized during the three months ended March 31, 2024 that was included in the contract liability balance at December 31, 2023	25	11	6	7
Contract liabilities at December 31, 2022	$ 34	$ 23	$ 5	$ 6
Contract liabilities at March 31, 2023	46	35	5	5
Revenue recognized during the three months ended March 31, 2023 that was included in the contract liability balance at December 31, 2022	17	6	5	6

Contract liabilities result from recording contractual billings in advance for customer attachments to the Registrants' infrastructure and payments received in excess of revenues earned to date. Advanced billings for customer attachments are generally recognized as revenue ratably over the quarterly billing period. Payments received in excess of revenues earned to date are recognized as revenue as services are delivered in subsequent periods.

4. Earnings Per Share

(PPL)

Basic EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding during the applicable period. Diluted EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding, increased by the number of incremental shares that would be outstanding if potentially dilutive share-based payment awards were converted to common shares as calculated using the Two-Class Method or Treasury Stock Method. Incremental non-participating securities that have a dilutive impact are detailed in the table below.

Reconciliations of the amounts of income and shares of PPL common stock (in thousands) for the periods ended March 31 used in the EPS calculation are:

	Three Months	
	2024	2023
Income (Numerator)		
Net income attributable to PPL	$ 307	$ 285
Less amounts allocated to participating securities	—	1
Net income available to PPL common shareowners - Basic and Diluted	$ 307	$ 284
Shares of Common Stock (Denominator)		
Weighted-average shares - Basic EPS	737,512	736,829
Add: Dilutive share-based payment awards (a)	1,308	869
Weighted-average shares - Diluted EPS	738,820	737,698
Basic and Diluted EPS		
Net Income available to PPL common shareowners	$ 0.42	$ 0.39

(a) The Treasury Stock Method was applied to non-participating share-based payment awards.

For the periods ended March 31, the following shares (in thousands) were excluded from the computations of diluted EPS because the effect would have been antidilutive.

	Three Months	
	2024	2023
Stock-based compensation awards	—	534

5. Income Taxes

Reconciliations of income tax expense (benefit) for the periods ended March 31 are as follows.

(PPL)

	Three Months	
	2024	2023
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%	$ 81	$ 76
Increase (decrease) due to:		
State income taxes, net of federal income tax benefit	17	22
Utility rate-making tax adjustments (a)	(5)	(5)
Amortization of excess deferred federal and state income taxes	(13)	(12)
Other	1	(2)
Total increase (decrease)	—	3
Total income tax expense (benefit)	$ 81	$ 79

(a) Primarily consists of tax impacts of AFUDC equity and related depreciation across all PPL utilities and flow through tax impacts of Pennsylvania utility ratemaking. Flow through occurs when the regulator excludes deferred tax expense or benefit from recoverable costs when determining income tax expense.

(PPL Electric)

	Three Months	
	2024	2023
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%	$ 41	$ 38
Increase (decrease) due to:		
State income taxes, net of federal income tax benefit	14	14
Utility rate-making tax adjustments (a)	(4)	(4)
Amortization of excess deferred federal and state income taxes	(2)	(2)
Other	(1)	(1)
Total increase (decrease)	7	7
Total income tax expense (benefit)	$ 48	$ 45

(a) Primarily consists of tax impacts of AFUDC equity and related depreciation and flow through tax impacts of Pennsylvania utility ratemaking. Flow through occurs when the regulator excludes deferred tax expense or benefit from recoverable costs when determining income tax expense.

(LG&E)

	Three Months	
	2024	2023
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%	$ 25	$ 23
Increase (decrease) due to:		
State income taxes, net of federal income tax benefit	4	4
Amortization of excess deferred federal and state income taxes	(3)	(3)
Other	(2)	(1)
Total increase (decrease)	(1)	—
Total income tax expense (benefit)	$ 24	$ 23

(KU)

	Three Months	
	2024	2023
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%	$ 28	$ 23
Increase (decrease) due to:		
State income taxes, net of federal income tax benefit	5	4
Amortization of excess deferred federal and state income taxes	(5)	(4)
Other	(1)	(1)
Total increase (decrease)	(1)	(1)
Total income tax expense (benefit)	$ 27	$ 22

Other

IRS Revenue Procedure 2023-15 (PPL and LG&E)

On April 14, 2023, the IRS issued Revenue Procedure 2023-15, which provides a safe harbor method of accounting that taxpayers may use to determine whether expenses to repair, maintain, replace, or improve natural gas transmission and distribution property must be capitalized for tax purposes. PPL and LG&E are currently reviewing the revenue procedure to determine what impact the guidance may have on their financial statements.

Transfer of Certain Credits under the Inflation Reduction Act (PPL)

On April 25, 2024, the IRS released the final Internal Revenue Code Section 6418 regulations related to the transfer of certain credits under the Inflation Reduction Act. The regulations were published in the Federal Register on April 30, 2024, and will be effective on July 1, 2024. PPL is currently reviewing the final regulations to determine what impact the guidance may have on their financial statements.

6. Utility Rate Regulation

(All Registrants)

The following table provides information about the regulatory assets and liabilities of cost-based rate-regulated utility operations.

	PPL		PPL Electric		LG&E		KU	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Current Regulatory Assets:								
Rate adjustment mechanisms	$ 129	$ 118	$ —	$ —	$ —	$ —	$ —	$ —
Renewable energy certificates	15	14	—	—	—	—	—	—
Derivative instruments	29	51	—	—	—	—	—	—
Smart meter rider	6	6	6	6	—	—	—	—
Universal service rider	8	—	8	—	—	—	—	—
Storm damage costs	33	12	33	12	—	—	—	—
Gas supply clause	4	—	—	—	4	—	—	—
Fuel adjustment clause	12	4	—	—	6	3	6	—
Transmission service charge	36	43	26	31	—	—	—	—
Transmission formula rate	15	5	—	—	—	—	—	—
Distribution system improvement charge	8	7	8	7	—	—	—	—
Other	35	33	3	1	4	4	1	3
Total current regulatory assets	$ 330	$ 293	$ 84	$ 57	$ 14	$ 7	$ 7	$ 3
Noncurrent Regulatory Assets:								
Defined benefit plans	$ 880	$ 887	$ 417	$ 417	$ 212	$ 217	$ 134	$ 136
Plant outage costs	36	38	—	—	9	10	27	28
Net metering	123	112	—	—	—	—	—	—
Environmental cost recovery	97	99	—	—	—	—	—	—
Storm costs	96	97	—	—	14	15	14	14
Unamortized loss on debt	22	22	3	3	10	10	7	7
Interest rate swaps	5	7	—	—	5	7	—	—
Terminated interest rate swaps	56	58	—	—	33	34	23	24
Accumulated cost of removal of utility plant	171	178	171	178	—	—	—	—
AROs	288	289	—	—	76	76	212	213
Derivatives instruments	4	8	—	—	—	—	—	—
Other	81	79	1	—	29	26	18	17
Total noncurrent regulatory assets	$ 1,859	$ 1,874	$ 592	$ 598	$ 388	$ 395	$ 435	$ 439

	PPL		PPL Electric		LG&E		KU	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Current Regulatory Liabilities:								
Generation supply charge	$ 64	$ 51	$ 64	$ 51	$ —	$ —	$ —	$ —
Tax Cuts and Jobs Act customer refund	—	5	—	5	—	—	—	—
Act 129 compliance rider	12	15	12	15	—	—	—	—
Transmission formula rate	17	21	14	18	—	—	—	—
Rate adjustment mechanism	68	72	—	—	—	—	—	—
Energy efficiency	25	23	—	—	—	—	—	—
Gas supply clause	—	15	—	—	—	15	—	—
Other	37	23	—	2	2	1	6	1
Total current regulatory liabilities	$ 223	$ 225	$ 90	$ 91	$ 2	$ 16	$ 6	$ 1
Noncurrent Regulatory Liabilities:								
Accumulated cost of removal of utility plant	$ 1,008	$ 996	$ —	$ —	$ 309	$ 306	$ 402	$ 399
Power purchase agreement - OVEC	16	19	—	—	11	13	5	6
Net deferred taxes	1,960	1,977	759	763	454	459	517	523
Defined benefit plans	256	252	80	73	20	20	60	59
Terminated interest rate swaps	56	57	—	—	28	29	28	28
Energy efficiency	18	5	—	—	—	—	—	—
Other	37	34	—	—	2	—	4	3
Total noncurrent regulatory liabilities	$ 3,351	$ 3,340	$ 839	$ 836	$ 824	$ 827	$ 1,016	$ 1,018

Regulatory Matters

Rhode Island Activities *(PPL)*

Rate Case Proceedings

Pursuant to Report and Order No. 23823 issued May 5, 2020, the RIPUC approved the terms of an Amended Settlement Agreement (ASA), reflecting an allowed return on equity (ROE) rate of 9.275% based on a common equity ratio of approximately 51%. RIE is currently in year six of the multi-year rate plan (Rate Plan). On June 30, 2021, the Rhode Island Division of Public Utilities and Carriers consented to an open-ended extension of the term of the Rate Plan. Pursuant to the settlement with the Rhode Island Office of the Attorney General in connection with the acquisition of RIE by PPL, RIE currently does not anticipate filing a new base rate case before October 1, 2025. Pursuant to the open-ended extension, the Rate Year 3 level of base distribution rates under ASA will remain in effect and RIE will continue to operate under the current Rate Plan until a new Rate Plan is approved by the RIPUC.

The ASA includes additional provisions, including (i) an Electric Transportation Initiative (the ET Initiative) to facilitate the growth of Electric Vehicle (EV) adoption and scaling of the market for EV charging equipment to advance Rhode Island's zero emission vehicles and greenhouse gas emissions policy goals, (ii) two energy storage demonstration projects, which are online and fully connected, (iii) a performance incentive for System Efficiency: Annual Megawatt Capacity Savings, which sunset in 2021 and is a tracking and reporting only metric, and (iv) several additional metrics for tracking and reporting purposes only. The RIPUC discussed the ET Initiative at an Open Meeting on August 30, 2022, advising RIE to seek RIPUC authorization to continue the ET Initiative and/or to alter any of the targets established in the ASA for Rate Year 5 and beyond. No votes or official rulings were taken; however, based on this feedback, RIE paused the ET programs in Rate Year 5.

Advanced Metering Functionality (AMF)

In 2021, RIE filed its Updated AMF Business Case and Grid Modernization Plan (GMP) with the RIPUC in accordance with the ASA approved by the RIPUC in August 2018, and which, among other things, sought approval to deploy smart meters throughout the service territory. After PPL completed the acquisition of RIE, RIE filed a new AMF Business Case with the RIPUC in 2022, consisting of a detailed proposal for full-scale deployment of AMF across its electric service territory.

On September 27, 2023, the RIPUC unanimously approved RIE to deploy an AMF-based metering system for the electric distribution business. RIE is authorized to seek recovery of the approved capital investment through the ISR process with an overall multi-year cap on recovery at approximately $153 million, subject to certain terms, conditions and limitations with respect to the potential offsets and recoverability of certain costs. RIE is required to continue spending, even if above the recovery cap, until it achieves the functionalities outlined in the AMF Business Case. RIE filed with the RIPUC (i) an updated electric Service Quality Plan on December 27, 2023 for RIPUC approval and (ii) additional compliance tariff provisions regarding recovery and updated cost schedules to reflect the RIPUC's decision on December 22, 2023 for RIPUC approval. RIE cannot predict the outcome of these matters.

Grid Modernization

RIE filed a new GMP with the RIPUC on December 30, 2022. The new GMP filing consists of a holistic suite of grid modernization investments that will provide RIE with the tools and capability to manage the electric distribution system more granularly considering a range of distributed energy resources adoption levels, accelerated by Rhode Island's climate mandates, while at the same time maintaining a safe and reliable electric distribution system. The GMP is an informational guidance document that supports the grid modernization investments to be proposed in future electric ISR plans. Consequently, RIE did not request approval from the RIPUC for any specific investments or seek cost recovery as part of the GMP; rather, RIE requested that the RIPUC issues an order affirming RIE's compliance with its obligation to file a GMP that meets the requirements of the ASA. The RIPUC held a status conference on October 26, 2023, to discuss the scope of the RIPUC’s review of the GMP and its potential impact future electric ISR plans. RIE cannot predict the outcome of this matter.

Petition for Deferral of Credit Card Fees

On January 31, 2024, RIE filed a petition to request approval to recognize regulatory assets related to the credit card, debit card, and related fees (Electronic Transaction Fees) that RIE has waived and will continue to waive on a going forward basis pursuant to the RIPUC orders in RIPUC Docket No. 5022 related to COVID-19 impacts. If approved, RIE plans to include a proposal as part of its next base distribution rate case for the amortization/recovery of the regulatory assets and to include future Electronic Transaction Fees in base distribution rates. The Rhode Island Division of Public Utilities and Carriers (the Division) and Intervenor testimony is due two weeks following the filing of RIE's Revised 2022 Earnings Reports, which RIE intends to file in the second quarter of 2024. RIE's rebuttal testimony is due two weeks following the Division's filing of its testimony. No hearings have been scheduled at this time. RIE simultaneously filed a Notice of Withdrawal of its April 2021 petition to create regulatory assets for COVID-19 related bad debt expense and the lost revenue from unassessed late payment charges pending in Docket No. 5154. RIE is continuing to evaluate these other COVID-19 related costs and intends to reserve its rights to file for recovery of these costs in the future. RIE cannot predict the outcome of this matter.

FY 2023 Gas Infrastructure, Safety and Reliability (ISR) Plan

At an Open Meeting on March 29, 2022, the RIPUC conditionally approved RIE's FY 2023 Gas ISR Plan and associated revenue requirement, subject to further review regarding RIE's Proactive Main Replacement Program and its decision to reconstruct and purchase heating and pressure regulation equipment located at RIE's Wampanoag and Tiverton take stations. In response to RIPUC direction, RIE filed testimony with the RIPUC on May 16, 2022 regarding its replacement of heating and pressure regulation facilities at the Wampanoag and Tiverton take stations and addressing: (i) a cost-benefit analysis arising from RIE's decision to take ownership of the reconstructed take station equipment; (ii) the potential that the benefits derived from the reconstruction and ownership transfer of the take station equipment will not be realized due to the future use of hydrogen or abandonment of the gas system; and (iii) the depreciation and accounting treatment of the reconstructed take station equipment. The RIPUC has not taken any action to date on this issue, including in its recent action on the FY 2025 Gas ISR Plan.

FY 2024 Gas ISR Plan

At an Open Meeting on March 29, 2023, the RIPUC approved RIE's FY 2024 Gas ISR Plan with an adjustment to the budget for the Proactive Main Replacement Program category resulting in a total approved FY 2024 Gas ISR Plan of $163 million for capital investment spend. On March 31, 2023, the RIPUC approved RIE's March 30, 2023 compliance filing for rates effective April 1, 2023. Certain open issues regarding the Gas ISR Plan budgetary and reconciliation framework, raised in connection with the FY 2024 Gas ISR Plan, have been resolved in connection with the approval of the FY 2025 Gas ISR Plan, as discussed below.

FY 2025 Gas ISR Plan

On December 22, 2023, RIE filed its FY 2025 Gas ISR Plan with the RIPUC with a budget that includes $185 million of capital investment spend, plus up to an additional $11 million of contingency plan spend in light of the Pipeline and Hazardous Materials Safety Administration’s potential enactment of regulations during FY 2025 that, if enacted, would significantly alter RIE's leak detection and repair obligations under such regulations. RIE also filed its proposed gas ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with a total approved FY 2025 Gas ISR Plan of $180 million of which $168 million is for capital investment spend and $12 million spend for paving costs as operations and maintenance (O&M), plus the potential additional $11 million available if the above-mentioned regulations are implemented by the Pipeline and Hazardous Materials Safety Administration. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

FY 2024 Electric ISR Plan

The RIPUC held hearings in March 2023, and on March 29, 2023, approved RIE's FY 2024 Electric ISR Plan, as supplemented, with modifications to the proposed capital investment spend, resulting in a total approved FY 2024 Electric ISR Plan of $112 million for capital investment spend, $14 million for vegetation management O&M spend, and $1 million for Other O&M spend.

On March 31, 2023, the RIPUC approved RIE's compliance filing for rates effective April 1, 2023. Certain open issues regarding the Electric ISR Plan budgetary and reconciliation framework, raised in connection with the FY 2024 Electric ISR Plan, have been resolved in connection with the approval of the FY 2025 Electric ISR plan, as discussed below.

FY 2025 Electric ISR Plan

On December 21, 2023, RIE filed its FY 2025 Electric ISR Plan with the RIPUC with a budget that includes $141 million of capital investment spend, $13 million of vegetation O&M spend and $1 million of Other O&M spend. RIE also filed its proposed electric ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with modifications to the proposed capital investment spend, resulting in a total approved FY 2025 Electric ISR Plan of $132 million for capital investment spend, $13 million for vegetation management O&M spend, and $1 million for Other O&M spend. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

Kentucky Activities *(PPL, LG&E and KU)*

KPSC Investigation Related to Winter Storm Elliott

On December 22, 2023, the KPSC initiated an investigation into the practices of LG&E and KU regarding the provision of electric service from December 23, 2022 through December 25, 2022, during a period of extreme temperatures during Winter Storm Elliott. The investigation is the result of LG&E's and KU's need to implement brief service interruptions to approximately 55,000 customers during this period. The purpose of the investigation is to supplement discovery and examination already completed through LG&E's and KU's CPCN proceedings, a legislative hearing completed in February 2023 and reports completed by the NERC and the FERC related to the issue. Additionally, the investigation will evaluate LG&E's and KU's actions taken, or planned to be taken, since Winter Storm Elliott that affect their ability to provide service during periods of variable weather and power system stress. LG&E and KU believe actions taken during the period under question were necessary and appropriate. Several parties have been granted intervenor status for the proceeding and a hearing on the matter is scheduled for May 23, 2024. LG&E and KU cannot predict the outcome of this matter, and an estimate of the impact, if any, cannot be determined, but LG&E and KU do not believe this matter will have a significant impact on their operations or financial condition.

Pennsylvania Activities *(PPL and PPL Electric)*

PAPUC investigation into billing issues

On January 31, 2023, the PAPUC initiated an investigation focused on billing issues related to estimated, irregular bills and customer service concerns following customer complaints, which for many customers were driven by increased prices for electricity supply. Certain bills issued during the time period of December 20, 2022 through January 9, 2023 were estimated due to a technical issue that prevented PPL Electric from providing actual collected meter data to customer facing and other internal systems. Customers also reported difficulties accessing PPL Electric's website and contacting the customer service call center. The PAPUC's Bureau of Investigation & Enforcement (I&E) has directed PPL Electric to respond to certain inquiries and document requests. PPL Electric submitted its responses to the information request and cooperated fully with the investigation. PPL Electric reached a Settlement Agreement with I&E on November 21, 2023. In the settlement, PPL Electric agreed to pay a civil penalty of $1 million, make certain remedial improvements to its billing systems and processes, and agreed to not seek recovery for extraordinary costs incurred in responding to or resulting from the billing event. On November 21, 2023, PPL Electric and I&E submitted a Joint Petition for Approval of Settlement to the PAPUC. On January 18, 2024, the PAPUC issued an Order requesting public comment prior to the PAPUC entering a Final Order on the petition. Comments were due on February 28, 2024, and comments were filed by the Office of Consumer Advocate, CAUSE-PA (low-income advocate), and individual customers. On March 19, 2024, PPL Electric filed reply comments. On April 25, 2024, the PAPUC announced at its public meeting that it would be issuing an order approving the Settlement Agreement with modifications. The modifications included converting the $1 million civil penalty to a $1 million donation to PPL Electric's hardship fund, Operation HELP, and requiring PPL Electric to make various progress reports on efforts to remediate the billing issue. PPL Electric and I&E have 20 business days from the issuance of the PAPUC order to accept or reject the proposed modifications to the Settlement Agreement. The final approval of the Settlement Agreement is pending the issuance of the PAPUC's order and PPL Electric and I&E's decision on whether to accept the modifications. PPL Electric cannot predict the outcome of this matter.

PPL Electric incurred costs related to the billing issues of $15 million and $3 million for the three-month periods ended March 31, 2024 and March 31, 2023. PPL Electric will not seek regulatory recovery of these costs.

DSIC Petition

On April 26, 2024, PPL Electric filed a Petition with the PAPUC requesting that the PAPUC waive PPL Electric's DSIC cap of 5% of billed revenues and increase the maximum allowable DSIC to 9% for bills rendered on or after January 1, 2025. PPL Electric requested PAPUC approval no later than the PAPUC's public meeting on December 5, 2024. PPL Electric cannot predict the outcome of this matter.

Federal Matters

FERC Transmission Rate Filing (PPL, LG&E and KU)

In 2018, LG&E and KU applied to the FERC requesting elimination of certain on-going waivers and credits to a sub-set of transmission customers relating to the 1998 merger of LG&E's and KU's parent entities and the 2006 withdrawal of LG&E and KU from the Midcontinent Independent System Operator, Inc. (MISO), a regional transmission operator and energy market. The application sought termination of LG&E's and KU's commitment to provide certain Kentucky municipalities mitigation for certain horizontal market power concerns arising out of the 1998 LG&E and KU merger and 2006 MISO withdrawal. The amounts at issue are generally waivers or credits granted to a limited number of Kentucky municipalities for either certain LG&E and KU or MISO transmission charges incurred for transmission service received. In 2019, the FERC granted LG&E's and KU's request to remove the ongoing credits, conditioned upon the implementation by LG&E and KU of a transition mechanism for certain existing power supply arrangements, which was subsequently filed, modified, and approved by the FERC in 2020 and 2021. In 2020, LG&E and KU and other parties filed appeals with the D.C. Circuit Court of Appeals regarding the FERC's orders on the elimination of the mitigation and required transition mechanism. In August 2022, the D.C. Circuit Court of Appeals issued an order remanding the proceedings back to the FERC. On May 18, 2023, the FERC issued an order on remand reversing its 2019 decision and requiring LG&E and KU to refund credits previously withheld, including under such transition mechanism. LG&E and KU filed a petition for review of the FERC's May 18, 2023 order with the D.C. Circuit Court of Appeals and provided refunds in accordance with the FERC order on December 1, 2023. The FERC issued an order on LG&E and KU's compliance filing on November 16, 2023, and LG&E and KU filed a petition for review of this November 16, 2023 order on February 14, 2024. The proceedings at the D.C. Circuit Court of Appeals were held on abeyance to allow the FERC time to substantively address LG&E and KU's request for rehearing of the November 16 order. FERC issued the substantive order on rehearing on March 21, 2024. LG&E and KU filed an unopposed motion to lift the abeyance on April

24, 2024 and anticipate a resumption of activities with the D.C. Circuit Court of Appeal in May of 2024. LG&E and KU cannot predict the ultimate outcome of the proceedings or any other post decision process but do not expect the annual impact to have a material effect on their operations or financial condition. LG&E and KU currently receive recovery of certain waivers and credits primarily through base rates increases, provided, however, that increases associated with the FERC's May 18, 2023 order are expected to be subject to future rate proceedings.

Recovery of Transmission Costs (PPL)

Until December 2022, RIE's transmission facilities were operated in combination with the transmission facilities of National Grid USA's New England affiliates, Massachusetts Electric Company (MECO) and New England Power (NEP), as a single integrated system with NEP designated as the combined operator. As of January 1, 2023, RIE operates its own transmission facilities. NE-ISO allocates RIE's costs among transmission customers in New England, in accordance with the ISO Open Access Transmission Tariff (ISO-NE OATT). According to the FERC orders, RIE is compensated for its actual monthly transmission costs, with its authorized maximum ROE of 11.74% on its transmission assets.

The ROE for transmission rates under the ISO-NE OATT is the subject of four complaints that are pending before the FERC. On October 16, 2014, the FERC issued an order on the first complaint, Opinion No. 531-A, resetting the base ROE applicable to transmission assets under the ISO-NE OATT from 11.14% to 10.57% effective as of October 16, 2014 and establishing a maximum ROE of 11.74%. On April 14, 2017, this order was vacated and remanded by the D. C. Circuit Court of Appeals (Court of Appeals). After the remand, the FERC issued an order on October 16, 2018 applicable to all four pending cases where it proposed a new base ROE methodology that, with subsequent input and support from the New England Transmission Owners (NETO), yielded a base ROE of 10.41%. Subsequent to the FERC's October 2018 order in the New England Transmission Owners cases, the FERC further refined its ROE methodology in another proceeding and has applied that refined methodology to transmission owners' ROEs in other jurisdictions, and the NETOs filed further information in the New England matters to distinguish their case. Those determinations in other jurisdictions have recently been vacated and remanded back to the FERC for further proceedings by the D.C. Circuit Court of Appeals. The proceeding and the final base rate ROE determination in the New England matters remain open, pending a final order from the FERC. PPL cannot predict the outcome of this matter, and an estimate of the impact cannot be determined.

Other

Purchase of Receivables Program

(PPL and PPL Electric)

In accordance with a PAPUC-approved purchase of accounts receivable program, PPL Electric purchases certain accounts receivable from alternative electricity suppliers at a discount, which reflects a provision for uncollectible accounts. The alternative electricity suppliers have no continuing involvement or interest in the purchased accounts receivable. Accounts receivable that are acquired are initially recorded at fair value on the date of acquisition. During the three months ended March 31, 2024 and 2023, PPL Electric purchased $419 million and $358 million of accounts receivable from alternative suppliers.

(PPL)

In 2021 and 2022, the RIPUC approved various components of a Purchase of Receivables Program (POR) in Rhode Island for effect on April 1, 2022. Municipal aggregators and non-regulated power producers (collectively, Competitive Suppliers) are eligible to participate in accordance with RIE's approved electric tariffs for municipal aggregation and non-regulated power producers. Under the POR program, RIE will purchase the Competitive Suppliers' accounts receivables, including existing receivables, at discounted rates, regardless of whether RIE has collected the owed monies from customers. The program is intended to make RIE whole through the implementation of a discount rate or Standard Complete Bill Percentage (SCBP) paid by Competitive Suppliers. RIE calculates the SCBP for each customer class and files the calculations with the RIPUC for review and approval by February 15 of each year. At an Open Meeting on March 26, 2024, the RIPUC approved the SCBP for effect beginning on April 1, 2024, for a one-year period.

7. Financing Activities

Credit Arrangements and Short-term Debt

(All Registrants)

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. For reporting purposes, on a consolidated basis, the credit facilities and commercial paper programs of PPL Electric, LG&E and KU are attributable to PPL. The amounts listed in the borrowed column below are recorded as "Short-term debt" on the Balance Sheets. The following credit facilities were in place at:

	March 31, 2024					December 31, 2023	
	Expiration Date	Capacity	Borrowed	Letters of Credit and Commercial Paper Issued (c)	Unused Capacity	Borrowed	Letters of Credit and Commercial Paper Issued (c)
PPL							
PPL Capital Funding (a)							
Syndicated Credit Facility (b)	Dec. 2028	$ 1,250	$ —	$ 218	$ 1,032	$ —	$ 390
Bilateral Credit Facility	Feb. 2025	100	—	—	100	—	—
Bilateral Credit Facility	Feb. 2025	100	—	13	87	—	13
Total PPL Capital Funding Credit Facilities		$ 1,450	$ —	$ 231	$ 1,219	$ —	$ 403
PPL Electric							
Syndicated Credit Facility	Dec. 2028	$ 650	$ —	$ 1	$ 649	$ —	$ 511
Total PPL Electric Credit Facilities		$ 650	$ —	$ 1	$ 649	$ —	$ 511
LG&E							
Syndicated Credit Facility	Dec. 2028	$ 500	$ —	$ 28	$ 472	$ —	$ —
Total LG&E Credit Facilities		$ 500	$ —	$ 28	$ 472	$ —	$ —
KU							
Syndicated Credit Facility	Dec. 2028	$ 400	$ —	$ 45	$ 355	$ —	$ 93
Total KU Credit Facilities		$ 400	$ —	$ 45	$ 355	$ —	$ 93

(a) PPL Capital Funding's obligations are fully and unconditionally guaranteed by PPL.
(b) The PPL Capital Funding $1.25 billion syndicated credit facility includes a $400 million borrowing sublimit for RIE and a $850 million sublimit for PPL Capital Funding at March 31, 2024. RIE's borrowing sublimit is adjustable, at the borrowers' option, from $0 to $600 million, with the remaining balance of the $1.25 billion available under the facility allocated to PPL Capital Funding. At December 31, 2023, the borrowing sublimit for RIE was $250 million and a $1 billion sublimit for PPL Capital Funding. At March 31, 2024, PPL Capital Funding had $218 million commercial paper outstanding and RIE had no commercial paper outstanding. At December 31, 2023, PPL Capital Funding had $365 million commercial paper outstanding and RIE had $25 million commercial paper outstanding. RIE's obligations under the facility are not guaranteed by PPL.
(c) Commercial paper issued reflects the undiscounted face value of the issuance.

(All Registrants)

PPL Capital Funding, RIE, PPL Electric, LG&E and KU maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are supported by the respective Registrant's credit facilities. The following commercial paper programs were in place at:

	March 31, 2024				December 31, 2023	
	Weighted - Average Interest Rate	Capacity	Commercial Paper Issuances (c)	Unused Capacity	Weighted - Average Interest Rate	Commercial Paper Issuances (c)
PPL Capital Funding (a) (b)	5.51%	$ 1,350	$ 218	$ 1,132	5.66%	$ 365
RIE (b)		400	—	400	5.72%	25
PPL Electric		650	—	650	5.67%	510
LG&E	5.49%	500	28	472		—
KU	5.49%	400	45	355	5.64%	93
Total		$ 3,300	$ 291	$ 3,009		$ 993

(a) PPL Capital Funding's obligations are fully and unconditionally guaranteed by PPL.
(b) Issuances under the PPL Capital Funding and RIE commercial paper programs are supported by the PPL Capital Funding syndicated credit facility, which has a total capacity of $1.25 billion. At March 31, 2024, the borrowing sublimits were $400 million for RIE and $850 million for PPL Capital Funding. At December 31, 2023, the borrowing sublimits under the facility were $250 million at RIE and $1 billion at PPL Capital Funding. PPL Capital Funding’s Commercial paper program is also backed by a separate bilateral credit facility for $100 million.
(c) Commercial paper issued reflects the undiscounted face value of the issuance.

(PPL Electric, LG&E, and KU)

See Note 11 for discussion of intercompany borrowings.

Long-term Debt

(PPL)

In March 2024, RIE issued $500 million of 5.35% Senior Notes due 2034. RIE received proceeds of $496 million, net of discounts and underwriting fees, which will be used to repay short-term debt and for other general corporate purposes.

(PPL and PPL Electric)

In January 2024, PPL Electric issued $650 million of 4.85% First Mortgage Bonds due 2034. PPL Electric received proceeds of $644 million, net of discounts and underwriting fees, which will be used to repay short-term debt and for other general corporate purposes.

Dividends

In February 2024, PPL declared a quarterly cash dividend on its common stock, payable April 1, 2024, of 25.75 cents per share (equivalent to $1.03 per annum).

8. Acquisitions, Developments and Divestitures

Acquisitions *(PPL)*

Acquisition of Narragansett Electric

On May 25, 2022, PPL Rhode Island Holdings acquired 100% of the outstanding shares of common stock of Narragansett Electric from National Grid USA, a subsidiary of National Grid plc (the Acquisition) for approximately $3.8 billion. Following the closing of the Acquisition, Narragansett Electric provides services doing business under the name Rhode Island Energy (RIE).

In connection with the Acquisition, National Grid USA Service Company, Inc., National Grid USA and Narragansett Electric have entered into a transition services agreement (TSA), pursuant to which the National Grid entities have agreed to provide certain transition services to Narragansett Electric to facilitate the transition of the operation of Narragansett Electric to PPL following the Acquisition, as agreed upon in the Narragansett share purchase agreement. The TSA is for an initial two-year term and certain aspects have been extended to the third quarter of 2024. TSA costs of $48 million and $58 million were incurred during the three months ended March 31, 2024 and 2023.

Commitments to the Rhode Island Division of Public Utilities and Carriers and the Attorney General of the State of Rhode Island

As a condition to the Acquisition, PPL made certain commitments to the Rhode Island Division of Public Utilities and Carriers and the Attorney General of the State of Rhode Island. See Note 9 in PPL's 2023 Form 10-K for a complete listing of those commitments. PPL incurred the following expenses related to some of the remaining commitments:

- RIE will forgo potential recovery of any and all transition costs which includes (1) the installation of certain information technology systems; (2) modification and enhancements to physical facilities in Rhode Island; and (3) incurring costs related to severance payments, communications and branding changes, and other transition related costs. These costs, which are being expensed as incurred, were $81 million and $54 million for the three months ended March 31, 2024 and 2023.
- RIE will not seek to recover in rates any markup charged by National Grid USA and/or its affiliates under the TSA which were $1 million and $2 million for the three months ended March 31, 2024 and 2023.

Developments *(PPL, LG&E and KU)*

Mill Creek Unit 5 Construction

In December 2022, LG&E and KU filed a Certificate of Public Convenience and Necessity (CPCN) with the KPSC requesting approval to construct a 640 MW net summer rating Natural Gas Combined Cycle (NGCC) combustion turbine at LG&E’s Mill Creek Generating Station. In November 2023, the KPSC issued an order approving the request as well as the requested AFUDC accounting treatment for associated financing costs relating to the NGCC. The new NGCC facility will be jointly owned by LG&E (31%) and KU (69%). In February 2024, LG&E and KU entered into agreements to begin construction. Total project costs are estimated at approximately $1.0 billion, including AFUDC. Commercial operation of the facility is anticipated to begin mid-2027.

See Note 7 in PPL's 2023 Form 10-K for additional information on the CPCN filing.

9. Defined Benefits

(PPL)

Certain net periodic defined benefit costs are applied to accounts that are further distributed among capital, expense, regulatory assets and regulatory liabilities, including certain costs allocated to applicable subsidiaries for plans sponsored by PPL Services and LKE. Following are the net periodic defined benefit costs (credits) of the plans sponsored by PPL and its subsidiaries for the periods ended March 31:

	Pension Benefits	
	Three Months	
	2024	2023
PPL		
Service cost	$ 9	$ 9
Interest cost	46	46
Expected return on plan assets	(75)	(78)
Amortization of:		
Prior service cost	1	2
Actuarial loss	2	—
Net periodic defined benefit costs (credits)	$ (17)	$ (21)

	Other Postretirement Benefits	
	Three Months	
	2024	2023
PPL		
Service cost	$ 1	$ 2
Interest cost	7	7
Expected return on plan assets	(7)	(8)
Amortization of:		
Actuarial loss	(1)	(1)
Net periodic defined benefit costs (credits)	$ —	$ —

(All Registrants)

The non-service cost components of net periodic defined benefit costs (credits) (interest cost, expected return on plan assets, amortization of prior service cost and amortization of actuarial gain and loss) are presented in "Other Income (Expense) - net" on the Statements of Income. See Note 12 for additional information.

10. Commitments and Contingencies

Legal Matters

(All Registrants)

PPL and its subsidiaries are involved in legal proceedings, claims and litigation in the ordinary course of business. PPL and its subsidiaries cannot predict the outcome of such matters, or whether such matters may result in material liabilities, unless otherwise noted.

Narragansett Electric Litigation *(PPL)*

Energy Efficiency Programs Investigation

Narragansett Electric, while under the ownership of National Grid, performed an internal investigation into conduct associated with its energy efficiency programs. On June 27, 2022, the RIPUC opened a new docket (RIPUC Docket No. 22-05-EE) to investigate RIE's actions and the actions of employees of National Grid USA and affiliates during the time RIE was a National Grid USA affiliate being provided services by National Grid USA Service Company, Inc. relating to the manipulation of the reporting of invoices affecting the calculation of past energy efficiency shareholder incentives and the resulting impact on customers. The Rhode Island Attorney General and National Grid USA intervened in the docket.

On January 19, 2023, the Rhode Island Division of Public Utilities and Carriers (the Division) filed a motion to dismiss RIPUC Docket No. 22-05-EE without prejudice. As grounds for its motion, the Division stated that sufficient evidence exists in the docket to warrant an independent summary investigation by the Division, to include an audit of RIE. If the Division finds sufficient grounds, the Division may proceed to a formal hearing regarding the matters under investigation. Upon the conclusion of its investigation, the Division will provide the RIPUC with a report outlining the Division's findings and final decision. On January 30, 2023, the Rhode Island Attorney General filed an objection to the Division's motion to dismiss; RIE and National Grid USA each filed responses with the RIPUC requesting that any additional action taken by the RIPUC or the Division be considered after National Grid USA completes its internal investigation report, which National Grid USA filed with the RIPUC on March 10, 2023. On February 24, 2023, the Division initiated the independent summary investigation that it had referenced in its motion to dismiss. The RIPUC held a hearing on March 28, 2023 to hear oral arguments regarding the Division's motion to dismiss and subsequently denied the motion. On November 27, 2023, the Division filed testimony recommending the RIPUC disallow a portion of the performance incentive awarded from 2012 through 2021. On January 19, 2024, the Division and the Rhode Island Attorney General filed their respective briefs recommending that the RIPUC assess financial penalties on the Company. The Division also recommended that the RIPUC consider further regulatory investigations and analysis within each of the energy efficiency dockets from 2012 through 2020, to confirm the accuracy of claimed savings and to document all conduct and actions that would trigger penalties. On April 2, 2024, the RIPUC issued an amended order that expressly expands the scope of the proceeding to address issues of accountability and the question of whether statutory penalties should be assessed against RIE relating to the manipulation of the reporting of invoices affecting the recovery of past shareholder incentives and the resulting impact on RIE's customers. This proceeding remains open and, in parallel, the

Division’s summary investigation remains ongoing. At this time, it is not possible to predict the final outcome or determine the total amount of any additional liabilities that may be incurred by RIE in connection with this matter or the Division’s summary investigation. RIE does not expect this matter will have a material adverse effect on its results of operations, financial position or cash flows.

E.W. Brown Environmental Assessment *(PPL and KU)*

KU is undertaking extensive remedial measures at the E.W. Brown plant including closure of the former ash pond, implementation of a groundwater remedial action plan and performance of a corrective action plan including aquatic study of adjacent surface waters and risk assessment. The aquatic study and risk assessment are being undertaken pursuant to a 2017 agreed Order with the Kentucky Energy and Environment Cabinet (KEEC). KU conducted sampling of Herrington Lake in 2017 and 2018. In June 2019, KU submitted to the KEEC the required aquatic study and risk assessment, conducted by an independent third-party consultant, finding that discharges from the E.W. Brown plant have not had any significant impact on Herrington Lake and that the water in the lake is safe for recreational use and meets safe drinking water standards. On May 31, 2021, the KEEC approved the report and released a response to public comments. On August 6, 2021, KU submitted a *Supplemental Remedial Alternatives Analysis* report to the KEEC that outlines proposed additional fish, water, and sediment testing. On February 18, 2022, the KEEC provided approval to KU to proceed with the proposed sampling, which commenced in the spring of 2022. On November 17, 2022, KU submitted a *Supplemental Performance Monitoring Report* to the KEEC finding that there are no significant unaddressed risks to human health or the environment at the plant. KU revised the *Supplemental Performance Monitoring Report* on June 8, 2023, in response to KEEC comments from April 24, 2023. On September 1, 2023, the KEEC requested KU to propose additional monitoring or remedial measures. KU submitted a revised *Supplemental Performance Monitoring and Corrective Action Completion* on December 28, 2023. Discussions between KU and the KEEC are ongoing.

Water/Waste *(PPL, LG&E and KU)*

ELGs

In 2015, the EPA finalized ELGs for wastewater discharge permits for new and existing steam electricity generating facilities. These guidelines require deployment of additional control technologies providing physical, chemical and biological treatment and mandate operational changes including "zero discharge" requirements for certain wastewaters. The implementation date for individual generating stations was to be determined by the states on a case-by-case basis according to criteria provided by the EPA. Legal challenges to the final rule were consolidated before the U.S. Court of Appeals for the Fifth Circuit. In April 2017, the EPA announced that it would grant petitions for reconsideration of the rule. In September 2017, the EPA issued a rule to postpone the compliance date for certain requirements. In October 2020, the EPA published final revisions to its best available technology standards for certain wastewaters and potential extensions to compliance dates (the Reconsideration Rule). On April 25, 2024, the EPA released a pre-publication version of a final rule modifying the 2020 ELG revisions. The rule increases the stringency of previous control technology and zero discharge requirements, revises certain exemptions for generating units planned for retirement, and requires case-by-case limitations for legacy wastewaters based on the best professional judgment of the state regulators. The final rule is currently under evaluation by PPL, LG&E, and KU, but could potentially result in significant operational changes and additional controls for LG&E and KU plants. The ELGs are expected to be implemented by the states or applicable permitting authorities in the course of their normal permitting activities. Certain costs are included in the Registrants' capital plans and expected to be recovered from customers through rate recovery mechanisms, but additional costs and recovery will depend on further regulatory developments at the state level.

CCRs

In 2015, the EPA issued a final rule governing management of CCRs which include fly ash, bottom ash and sulfur dioxide scrubber wastes. The CCR Rule imposes extensive new requirements for certain CCR impoundments and landfills, including public notifications, location restrictions, design and operating standards, groundwater monitoring and corrective action requirements, and closure and post-closure care requirements, and specifies restrictions relating to the beneficial use of CCRs. In July 2018, the EPA issued a final rule extending the deadline for closure of certain impoundments and adopting other substantive changes. In August 2018, the D.C. Circuit Court of Appeals vacated and remanded portions of the CCR Rule. In December 2019, the EPA addressed certain deficiencies identified by the court and proposed amendments to change the closure deadline. In August 2020, the EPA published a final rule extending the deadline to initiate closure to April 11, 2021, while providing for certain extensions. PPL, LG&E, and KU are monitoring the EPA’s ongoing efforts to refine and implement the regulatory program under the CCR Rule. In January 2022, the EPA issued several proposed regulatory determinations, facility notifications, and public announcements which indicate increased scrutiny by the EPA to determine the adequacy of measures taken by facility owners and operators to achieve closure of CCR surface impoundments and landfills. In particular, the agency indicated that it will focus on certain practices which it views as posing a threat of continuing groundwater contamination. On April 25, 2024, the EPA released a pre-publication version of a final rule establishing regulatory requirements for inactive surface impoundments at inactive electricity generation facilities (legacy impoundments). The rule also establishes identification, groundwater monitoring, corrective action, closure, and post-closure care requirements for all CCR management units, as defined in the rule, at regulated CCR facilities regardless of how or when the CCR was placed. The rule also requires PPL to complete applicability determinations, implement site security measures, initiate weekly inspections and monthly monitoring of the impoundment, create a website, and complete hazard assessments and reports for its legacy impoundments. Additionally, the rule could potentially subject management units that have previously completed remedial action and closure and certain beneficial use projects to additional federal regulatory requirements. Future guidance, regulatory determinations, rulemakings, implementation determinations and other developments could potentially require revisions to current LG&E and KU compliance plans including additional monitoring and remediation at surface impoundments and landfills, the cost of which could be substantial. PPL, LG&E and KU are unable to predict the outcome of the ongoing litigation, rulemaking, and regulatory determinations or potential impacts on current LG&E and KU compliance plans. PPL, LG&E and KU are currently finalizing or revising closure plans and schedules in accordance with applicable regulations.

LG&E and KU received KPSC approval for a compliance plan providing for the closure of impoundments at the Mill Creek, Trimble County, E.W. Brown, and Ghent stations, and construction of process water management facilities at those plants. In addition to the foregoing measures required for compliance with the federal CCR rule, KU also received KPSC approval for its plans to close impoundments at the retired Green River, Pineville and Tyrone plants to comply with applicable state law. LG&E and KU have completed planned closure measures at most of the subject impoundments and have commenced post closure groundwater monitoring as required at those facilities. LG&E and KU generally expect to complete all impoundment closures within five years of commencement, although a longer period may be required to complete closure of some facilities. Associated costs are expected to be subject to rate recovery.

In connection with the final CCR rule, LG&E and KU recorded adjustments to existing AROs beginning in 2015 and continue to record adjustments as required. See Note 15 for additional information. Further changes to AROs, current capital plans or operating costs may be required as estimates are refined based on closure developments, groundwater monitoring results, and regulatory or legal proceedings. Costs relating to this rule are expected to be subject to rate recovery.

Superfund and Other Remediation

(All Registrants)

The Registrants are potentially responsible for investigating and remediating contamination under the federal Superfund program and similar state programs. Actions are under way at certain sites including former coal gas manufacturing plants in Pennsylvania, Rhode Island and Kentucky previously owned or operated by, or currently owned by predecessors or affiliates of, PPL subsidiaries.

Depending on the outcome of investigations at identified sites where investigations have not begun or been completed, or developments at sites for which information is incomplete, additional costs of remediation could be incurred. PPL, PPL Electric, LG&E and KU lack sufficient information about such additional sites to estimate any potential liability or range of reasonably possible losses, if any, related to these sites. Such costs, however, are not currently expected to be significant.

The EPA is evaluating the risks associated with polycyclic aromatic hydrocarbons and naphthalene, chemical by-products of coal gas manufacturing. As a result, individual states may establish stricter standards for water quality and soil cleanup, that could require several PPL subsidiaries to take more extensive assessment and remedial actions at former coal gas manufacturing plants. The Registrants cannot reasonably estimate a range of possible losses, if any, related to these matters.

(PPL and PPL Electric)

PPL Electric is a potentially responsible party for a share of clean-up costs at certain sites. Cleanup actions have been or are being undertaken at these sites as requested by governmental agencies, the costs of which have not been and are not expected to be significant to PPL Electric.

As of March 31, 2024 and December 31, 2023, PPL Electric had a recorded liability of $8 million, representing its best estimate of the probable loss incurred to remediate these sites.

(PPL)

RIE is a potentially responsible party for a share of clean-up costs at certain sites including former manufactured gas plant (MGP) facilities formerly owned by the Blackstone Valley Gas and Electric Company and the Rhode Island gas distribution assets of the New England Gas division of Southern Union Company and electric operations at certain RIE facilities. RIE is currently investigating and remediating, as necessary, those MGP sites and certain other properties under agreements with governmental agencies, the costs of which have not been and are not expected to be significant to PPL.

As of March 31, 2024 and December 31, 2023, PPL had a recorded liability of $98 million and $99 million, representing its best estimate of the remaining costs of RIE's environmental remediation activities. These undiscounted costs are expected to be incurred over approximately 30 years and generally to be subject to rate recovery. However, remediation costs for each site may be materially higher than estimated, depending on changing technologies and regulatory standards, selected end uses for each site, and actual environmental conditions encountered. RIE has recovered amounts from certain insurers and potentially responsible parties, and, where appropriate, may seek additional recovery from other insurers and from other potentially responsible parties, but it is uncertain whether, and to what extent, such efforts will be successful.

The RIPUC has approved two settlement agreements that provide for rate recovery of qualified remediation costs of certain contaminated sites located in Rhode Island and Massachusetts. Rate-recoverable contributions for electric operations of approximately $3 million are added annually to RIE's Environmental Response Fund, established with RIPUC approval in March 2000 to address such costs, along with interest and any recoveries from insurance carriers and other third parties. In addition, RIE recovers approximately $1 million annually for gas operations under a distribution adjustment charge in which the qualified remediation costs are amortized over 10 years. See Note 6 for additional information on RIE's recorded environmental regulatory assets and liabilities.

Regulatory Issues

(*All Registrants)*

See Note 6 for information on regulatory matters related to utility rate regulation.

Electricity - Reliability Standards

The NERC is responsible for establishing and enforcing mandatory reliability standards (Reliability Standards) regarding the bulk electric system in North America. The FERC oversees this process and independently enforces the Reliability Standards.

The Reliability Standards have the force and effect of law and apply to certain users of the bulk electric system, including electric utility companies, generators and marketers. Under the Federal Power Act, the FERC may assess civil penalties for certain violations.

PPL Electric, LG&E, KU and RIE monitor their compliance with the Reliability Standards and self-report or self-log potential violations of applicable reliability requirements whenever identified, and submit accompanying mitigation plans, as required. The resolution of a small number of potential violations is pending. Penalties incurred to date have not been significant. Any Regional Reliability Entity determination concerning the resolution of violations of the Reliability Standards remains subject to the approval of the NERC and the FERC.

In the course of implementing their programs to ensure compliance with the Reliability Standards by those PPL affiliates subject to the standards, certain other instances of potential non-compliance may be identified from time to time. The Registrants cannot predict the outcome of these matters, and an estimate or range of possible losses cannot be determined.

Gas - Security Directives *(PPL and LG&E)*

In May and July of 2021, the Department of Homeland Security's (DHS) Transportation Security Administration (TSA) released two security directives applicable to certain notified owners and operators of natural gas pipeline facilities (including local distribution companies) that the TSA has determined to be critical. The TSA has determined that LG&E is within the scope of the directive, while RIE has not been notified of this distinction. The first security directive required notified owners/operators to implement cybersecurity incident reporting to the DHS, designate a cybersecurity coordinator, and perform a gap assessment of current entity cybersecurity practices against certain voluntary TSA security guidelines and report relevant results and proposed mitigation to applicable DHS agencies. The second security directive, revised in July of 2023, requires refinement of the cybersecurity implementation plan and the cybersecurity assessment plan. LG&E does not believe the security directives have had or will have a significant impact on LG&E’s operations or financial condition.

Other

Guarantees and Other Assurances

(All Registrants)

In the normal course of business, the Registrants enter into agreements that provide financial performance assurance to third parties on behalf of certain subsidiaries. Examples of such agreements include: guarantees, stand-by letters of credit issued by financial institutions and surety bonds issued by insurance companies. These agreements are entered into primarily to support or enhance the creditworthiness attributed to a subsidiary on a stand-alone basis or to facilitate the commercial activities in which these subsidiaries engage.

(PPL)

PPL fully and unconditionally guarantees all of the debt securities and loan obligations of PPL Capital Funding.

(All Registrants)

The table below details guarantees provided as of March 31, 2024. "Exposure" represents the estimated maximum potential amount of future payments that could be required to be made under the guarantee. The Registrants believe the probability of expected payment/performance under each of these guarantees is remote, except for the guarantees and indemnifications related to the sale of Safari Holdings, which PPL believes are reasonably possible but not probable of occurring. For reporting purposes, on a consolidated basis, the guarantees of PPL include the guarantees of its subsidiary Registrants.

	Exposure at March 31, 2024		Expiration Date
PPL			
Indemnifications related to certain tax liabilities related to the sale of the U.K. utility business	£ 50	(a)	2028
PPL guarantee of Safari payment obligations under certain sale/leaseback financing transactions related to the sale of Safari Holdings	$ 121	(b)	2028
Indemnifications for losses suffered related to items not covered by Aspen Power's representation and warranty insurance associated with the sale of Safari Holdings	140	(c)	2028
LG&E and KU			
LG&E and KU obligation of shortfall related to OVEC		(d)	

(a) PPL WPD Limited, a PPL indirect U.K. subsidiary, entered into a Tax Deed dated June 9, 2021, in which it agreed to a tax indemnity regarding certain potential tax liabilities of the entities sold with respect to periods prior to the completion of the sale, subject to customary exclusions and limitations. Because National Grid Holdings One plc, the buyer, agreed to purchase indemnity insurance, the amount of the cap on the indemnity for these liabilities is £1, except with respect to certain surrenders of tax losses, for which the amount of the cap on the indemnity is £50 million.

(b) PPL guaranteed the payment obligations of Safari under certain sale/leaseback financing transactions executed by Safari. These guarantees will remain in place until Safari exercises its option to buy-out the projects under the sale/leaseback financings by the year 2028. Safari will indemnify PPL for any payments made by PPL or claims against PPL under the sale/leaseback transaction guarantees up to $25 million.

(c) Aspen Power has obtained representation and warranty insurance, therefore, PPL generally has no liability for its representations and warranties under the agreement except for losses suffered related to items not covered. Pursuant to the agreement, expiration of these indemnifications range from 18 months to 6 years from the date of the closing of the transaction, and PPL’s aggregate liability for these claims will not exceed $140 million, pursuant to the agreement, subject to certain adjustments plus the support obligations provided by PPL under sale-leaseback financings.

(d) Pursuant to the OVEC power purchase contract, LG&E and KU are obligated to pay for their share of OVEC's excess debt service, post-retirement, and decommissioning costs, as well as any shortfall from amounts included within a demand charge designed and expected to cover these costs over the term of the contract. PPL's proportionate share of OVEC's outstanding debt was $86 million at March 31, 2024, consisting of LG&E's share of $60 million and KU's share of $26 million. The maximum exposure and the expiration date of these potential obligations are not presently determinable. See "Energy Purchase Commitments" in Note 13 in PPL's, LG&E's and KU's 2023 Form 10-K for additional information on the OVEC power purchase contract.

The Registrants provide other miscellaneous guarantees through contracts entered into in the normal course of business. These guarantees are primarily in the form of indemnification or warranties related to services or equipment and vary in duration. The amounts of these guarantees often are not explicitly stated, and the overall maximum amount of the obligation under such guarantees cannot be reasonably estimated. Historically, no significant payments have been made with respect to these types of guarantees and the probability of payment/performance under these guarantees is generally remote.

PPL, on behalf of itself and certain of its subsidiaries, maintains insurance that covers liability assumed under contract for bodily injury and property damage. The coverage provides maximum aggregate coverage of $231 million. This insurance may be applicable to obligations under certain of these contractual arrangements.

11. Related Party Transactions

Support Costs *(PPL Electric, LG&E and KU)*

PPL Services and LKS provide the Registrants, their respective subsidiaries and each other with administrative, management and support services. For all services companies, the costs of directly assignable and attributable services are charged to the respective recipients as direct support costs. General costs that cannot be directly attributed to a specific entity are allocated and charged to the respective recipients as indirect support costs. PPL Services and LKS use a three-factor methodology that includes the applicable recipients' invested capital, operation and maintenance expenses and number of employees to allocate indirect costs. PPL Services and LKS charged the following amounts for the periods ended March 31, including amounts applied to accounts that are further distributed between capital and expense on the books of the recipients, based on methods that are believed to be reasonable.

	Three Months	
	2024	2023
PPL Electric from PPL Services	$ 56	$ 59
LG&E from LKS	29	32
LG&E from PPL Services	11	8
KU from LKS	38	41
KU from PPL Services	11	9

In addition to the charges for services noted above, LKS makes payments on behalf of LG&E and KU for fuel purchases and other costs for products or services provided by third parties. LG&E and KU also provide services to each other and to LKS. Billings between LG&E and KU relate to labor and overheads associated with union and hourly employees performing work for the other company, charges related to jointly-owned generating units and other miscellaneous charges. Tax settlements between PPL and LG&E and KU are reimbursed through LKS.

Intercompany Borrowings

(PPL Electric)

CEP Reserves maintains a $800 million revolving line of credit with a PPL Electric subsidiary. At March 31, 2024, CEP Reserves had $554 million of borrowings outstanding. At December 31, 2023, CEP Reserves had no borrowings outstanding. The interest rates on borrowings are equal to an adjusted one-month SOFR plus a spread. Interest income is reflected in "Interest Income from Affiliate" on the applicable Income Statements.

(LG&E and KU)

LG&E participates in an intercompany money pool agreement whereby LKE and/or KU make available to LG&E funds up to the difference between LG&E's FERC borrowing limit and LG&E's commercial paper issued at an interest rate based on the lower of a market index of commercial paper issues and two additional rate options based on SOFR. At March 31, 2024, LG&E's money pool unused capacity was $722 million. At March 31, 2024 and December 31, 2023, LG&E had insignificant borrowings outstanding from KU and/or LKE. These balances would be reflected in "Notes payable to affiliates" on the LG&E Balance Sheets.

KU participates in an intercompany money pool agreement whereby LKE and/or LG&E make available to KU funds up to the difference between KU's FERC borrowing limit and KU's commercial paper issued at an interest rate based on the lower of a market index of commercial paper issues and two additional rate options based on SOFR. At March 31, 2024, KU's money pool unused capacity was $568 million. At March 31, 2024, KU had borrowings outstanding from LG&E and/or LKE of $37 million. These balances are reflected in "Notes payable to affiliates" on the KU Balance Sheets. At December 31, 2023, KU had no borrowings outstanding from LG&E and/or LKE.

12. Other Income (Expense) - net

(PPL)

The details of "Other Income (Expense) - net" for the periods ended March 31, were:

	Three Months	
	2024	2023
Defined benefit plans - non-service credits (Note 9)	$ 8	$ 17
Interest income	9	9
AFUDC - equity component	9	6
Charitable contributions	(2)	(1)
Miscellaneous	(2)	(1)
Other Income (Expense) - net	$ 22	$ 30

(PPL Electric)

The details of "Other Income (Expense) - net" for the periods ended March 31, were:

	Three Months	
	2024	2023
Defined benefit plans - non-service credits (Note 9)	$ 4	$ 5
Interest income	1	4
AFUDC - equity component	5	4
Charitable contributions	(1)	(1)
Other Income (Expense) - net	$ 9	$ 12

13. Fair Value Measurements

(All Registrants)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). A market approach (generally, data from market transactions), an income approach (generally, present value techniques and option pricing models) and/or a cost approach (generally, replacement cost) are used to measure the fair value of an asset or liability, as appropriate. These valuation approaches incorporate inputs such as observable, independent market data and/or unobservable data that management believes are predicated on the assumptions market participants would use to price an asset or liability. These inputs may incorporate, as applicable, certain risks such as nonperformance risk, which includes credit risk. The fair value of a group of financial assets and liabilities is measured on a net basis. See Note 1 in each Registrant's 2023 Form 10-K for information on the levels in the fair value hierarchy.

Recurring Fair Value Measurements

The assets and liabilities measured at fair value were:

	March 31, 2024				December 31, 2023			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
PPL								
Assets								
Cash and cash equivalents	$ 276	$ 276	$ —	$ —	$ 331	$ 331	$ —	$ —
Restricted cash and cash equivalents (a)	45	45	—	—	51	51	—	—
Total Cash, Cash Equivalents and Restricted Cash (b)	321	321	—	—	382	382	—	—
Special use funds (a):								
Money market fund	2	2	—	—	1	1	—	—
Commingled debt fund measured at NAV (c)	7	—	—	—	9	—	—	—
Commingled equity fund measured at NAV (c)	7	—	—	—	8	—	—	—
Total special use funds	16	2	—	—	18	1	—	—
Price risk management assets (d):								
Gas contracts	1	—	1	—	1	—	1	—
Total assets	$ 338	$ 323	$ 1	$ —	$ 401	$ 383	$ 1	$ —
Liabilities								
Price risk management liabilities (d):								
Interest rate swaps	$ 5	$ —	$ 5	$ —	$ 7	$ —	$ 7	$ —
Gas contracts	34	—	33	1	60	—	41	19
Total price risk management liabilities	$ 39	$ —	$ 38	$ 1	$ 67	$ —	$ 48	$ 19
PPL Electric								
Assets								
Cash and cash equivalents	$ 21	$ 21	$ —	$ —	$ 51	$ 51	$ —	$ —
Total assets	$ 21	$ 21	$ —	$ —	$ 51	$ 51	$ —	$ —
LG&E								
Assets								
Cash and cash equivalents	$ 8	$ 8	$ —	$ —	$ 18	$ 18	$ —	$ —
Restricted cash and cash equivalents (a)	22	22	—	—	26	26	—	—
Total Cash, Cash Equivalents and Restricted Cash (b)	30	30	—	—	44	44	—	—
Total assets	$ 30	$ 30	$ —	$ —	$ 44	$ 44	$ —	$ —
Liabilities								
Price risk management liabilities:								
Interest rate swaps	$ 5	$ —	$ 5	$ —	$ 7	$ —	$ 7	$ —
Total price risk management liabilities	$ 5	$ —	$ 5	$ —	$ 7	$ —	$ 7	$ —
KU								
Assets								
Cash and cash equivalents	$ 12	$ 12	$ —	$ —	$ 14	$ 14	$ —	$ —
Restricted cash and cash equivalents (a)	22	22	—	—	24	24	—	—
Total Cash, Cash Equivalents and Restricted Cash (b)	34	34	—	—	38	38	—	—
Total assets	$ 34	$ 34	$ —	$ —	$ 38	$ 38	$ —	$ —

(a) Current portion is included in "Other current assets" and noncurrent portion is included in "Other noncurrent assets" on the Balance Sheets.
(b) Total Cash, Cash Equivalents and Restricted Cash provides a reconciliation of these items reported within the Balance Sheets to the sum shown on the Statements of Cash Flows.
(c) In accordance with accounting guidance, certain investments that are measured at fair value using net asset value per share (NAV), or its equivalent, have not been classified in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Balance Sheets.

(d) Current portion is included in "Other current asset" and "Other current liabilities" and noncurrent portion is included in "Other noncurrent assets" and "Other deferred credits and noncurrent liabilities" on the Balance Sheets.

A reconciliation of net liabilities classified as Level 3 for the three months ended March 31 is as follows:

	Gas Contracts
2024	
Balance at beginning of period	$ 19
Settlements	(18)
Balance at end of period	$ 1

Special Use Funds *(PPL)*

The special use funds are investments restricted for paying active union employee medical costs. In 2018, PPL received a favorable private letter ruling from the IRS permitting a transfer of excess funds from the PPL Bargaining Unit Retiree Health Plan VEBA to a new subaccount within the VEBA to be used to pay medical claims of active bargaining unit employees. The funds are invested primarily in commingled debt and equity funds measured at NAV and are classified as investments in equity securities. Changes in the fair value of the funds are recorded to the Statements of Income.

Price Risk Management Assets/Liabilities

Interest Rate Swaps (PPL, LG&E and KU)

To manage interest rate risk, PPL, LG&E and KU use interest rate contracts such as forward-starting swaps, floating-to-fixed swaps and fixed-to-floating swaps. An income approach is used to measure the fair value of these contracts, utilizing readily observable inputs, such as forward interest rates (e.g., SOFR and government security rates), as well as inputs that may not be observable, such as credit valuation adjustments. In certain cases, market information cannot practicably be obtained to value credit risk and therefore internal models are relied upon. These models use projected probabilities of default and estimated recovery rates based on historical observances. When the credit valuation adjustment is significant to the overall valuation, the contracts are classified as Level 3.

Gas Contracts (PPL)

To manage gas commodity price risk associated with natural gas purchases, RIE utilizes over-the-counter (OTC) gas swaps contracts with pricing inputs obtained from the New York Mercantile Exchange (NYMEX) and the Intercontinental Exchange (ICE), except in cases where the ICE publishes seasonal averages or where there were no transactions within the last seven days. RIE may utilize discounting based on quoted interest rate curves, including consideration of non-performance risk, and may include a liquidity reserve calculated based on bid/ask spread. Substantially all of these price curves are observable in the marketplace throughout at least 95% of the remaining contractual quantity, or they could be constructed from market observable curves with correlation coefficients of 95% or higher. These contracts are classified as Level 2.

RIE also utilizes gas option and purchase and capacity transactions, which are valued based on internally developed models. Industry-standard valuation techniques, such as the Black-Scholes pricing model, are used for valuing such instruments. For valuations that include both observable and unobservable inputs, if the unobservable input is determined to be significant to the overall inputs, the entire valuation is classified as Level 3. This includes derivative instruments valued using indicative price quotations whose contract tenure extends into unobservable periods. In instances where observable data is unavailable, consideration is given to the assumptions that market participants would use in valuing the asset or liability. This includes assumptions about market risks such as liquidity, volatility, and contract duration. Such instruments are classified as in Level 3 as the model inputs generally are not observable. RIE considers non-performance risk and liquidity risk in the valuation of derivative instruments classified as Level 2 and Level 3.

The significant unobservable inputs used in the fair value measurement of the gas derivative instruments are implied volatility and gas forward curves. A relative change in commodity price at various locations underlying the open positions can result in significantly different fair value estimates.

Financial Instruments Not Recorded at Fair Value *(All Registrants)*

Long-term debt is classified as Level 2. The effect of third-party credit enhancements is not included in the fair value measurement. The carrying amounts of long-term debt on the Balance Sheets and their estimated fair values are set forth below.

	March 31, 2024		December 31, 2023	
	Carrying Amount (a)	Fair Value	Carrying Amount (a)	Fair Value
PPL	$ 15,754	$ 15,016	$ 14,612	$ 14,031
PPL Electric	5,211	5,023	4,567	4,475
LG&E	2,469	2,344	2,469	2,369
KU	3,064	2,832	3,064	2,861

(a) Amounts are net of debt issuance costs.

The carrying amounts of other current financial instruments (except for long-term debt due within one year) approximate their fair values because of their short-term nature.

14. Derivative Instruments and Hedging Activities

(All Registrants)

Risk Management Objectives

PPL has a risk management policy approved by the Board of Directors to manage market risk associated with commodities, interest rates on debt issuances (including price, liquidity and volumetric risk) and credit risk (including non-performance risk and payment default risk). The Risk Management Committee, comprised of senior management and chaired by the Vice President-Financial Strategy and Chief Risk Officer, oversees the risk management function. Key risk control activities designed to ensure compliance with the risk policy and detailed programs include, but are not limited to, credit review and approval, validation of transactions, verification of risk and transaction limits, value-at-risk analyses (VaR, a statistical model that attempts to estimate the value of potential loss over a given holding period under normal market conditions at a given confidence level) and the coordination and reporting of the Enterprise Risk Management program.

Market Risk

Market risk includes the potential loss that may be incurred as a result of price changes associated with a particular financial or commodity instrument as well as market liquidity and volumetric risks. Forward contracts, futures contracts, options, swaps and structured transactions are utilized as part of risk management strategies to minimize unanticipated fluctuations in earnings caused by changes in commodity prices and interest rates. Many of these contracts meet the definition of a derivative. All derivatives are recognized on the Balance Sheets at their fair value, unless NPNS is elected.

The following summarizes the market risks that affect PPL and its subsidiaries.

Interest Rate Risk

- PPL and its subsidiaries are exposed to interest rate risk associated with forecasted fixed-rate and existing floating-rate debt issuances. PPL and LG&E utilize over-the-counter interest rate swaps to limit exposure to market fluctuations on floating-rate debt. PPL, LG&E and KU utilize forward starting interest rate swaps to hedge changes in benchmark interest rates, when appropriate, in connection with future debt issuance.
- PPL and its subsidiaries are exposed to interest rate risk associated with debt securities and derivatives held by defined benefit plans. This risk is significantly mitigated to the extent that the plans are sponsored at, or sponsored on behalf of, the regulated utilities due to the recovery methods in place.

Commodity Price Risk

PPL is exposed to commodity price risk through its subsidiaries as described below.

- PPL Electric is required to purchase electricity to fulfill its obligation as a PLR. Potential commodity price risk is mitigated through its PAPUC-approved cost recovery mechanism and full-requirement supply agreements to serve its PLR customers which transfer the risk to energy suppliers.
- LG&E's and KU's rates include certain mechanisms for fuel, fuel-related expenses and energy purchases. In addition, LG&E's rates include a mechanism for natural gas supply costs. These mechanisms generally provide for timely recovery of market price fluctuations associated with these costs.

- RIE utilizes derivative instruments pursuant to its RIPUC-approved plan to manage commodity price risk associated with its natural gas purchases. RIE's commodity price risk management strategy is to reduce fluctuations in firm gas sales prices to its customers. RIE's costs associated with derivatives instruments are recoverable through its RIPUC-approved cost recovery mechanisms. RIE is required to purchase electricity to fulfill its obligation to provide Last Resort Service (LRS). Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms and full requirements service agreements to serve LRS customers, which transfer the risk to energy suppliers. RIE is required to contract through long-term agreements for clean energy supply under the Rhode Island Renewable Energy Growth program and Long-term Clean Energy Standard. Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms, which true-up cost differences between contract prices and market prices.

Volumetric Risk

Volumetric risk is the risk related to the changes in volume of retail sales due to weather, economic conditions or other factors. PPL is exposed to volumetric risk through its subsidiaries as described below:

- PPL Electric, LG&E and KU are exposed to volumetric risk on retail sales, mainly due to weather and other economic conditions for which there is limited mitigation between rate cases.
- RIE is exposed to volumetric risk, which is significantly mitigated by regulatory mechanisms. RIE's electric and gas distribution rates both have a revenue decoupling mechanism, which allows for annual adjustments to RIE's delivery rates.

Equity Securities Price Risk

- PPL and its subsidiaries are exposed to equity securities price risk associated with the fair value of the defined benefit plans' assets. This risk is significantly mitigated due to the recovery methods in place.
- PPL is exposed to equity securities price risk from future stock sales and/or purchases.

Credit Risk

Credit risk is the potential loss that may be incurred due to a counterparty's non-performance.

PPL is exposed to credit risk from "in-the-money" transactions with counterparties as well as additional credit risk through certain of its subsidiaries, as discussed below.

In the event a supplier of PPL, PPL Electric, LG&E or KU defaults on its contractual obligation, those Registrants would be required to seek replacement power or replacement fuel in the market. In general, subject to regulatory review or other processes, appropriate incremental costs incurred by these entities would be recoverable from customers through applicable rate mechanisms, thereby mitigating the financial risk for these entities.

PPL and its subsidiaries have credit policies in place to manage credit risk, including the use of an established credit approval process, daily monitoring of counterparty positions and the use of master netting agreements or provisions. These agreements generally include credit mitigation provisions, such as margin, prepayment or collateral requirements. PPL and its subsidiaries may request additional credit assurance, in certain circumstances, if a counterparty's credit ratings fall below investment grade, their tangible net worth falls below specified percentages or its exposures exceed an established credit limit.

Master Netting Arrangements *(PPL, LG&E and KU)*

Net derivative positions on the balance sheets are not offset against the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) under master netting arrangements.

PPL, LG&E and KU had no obligation to return or post cash collateral under master netting arrangements at March 31, 2024 and December 31, 2023.

See "Offsetting Derivative Instruments" below for a summary of derivative positions presented in the balance sheets where a right of setoff exists under these arrangements.

Interest Rate Risk

(All Registrants)

PPL and its subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. A variety of financial derivative instruments are utilized to adjust the mix of fixed and floating interest rates in their debt portfolios, adjust the duration of the debt portfolios and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under PPL's risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolio due to changes in benchmark interest rates. In addition, the interest rate risk of certain subsidiaries is potentially mitigated as a result of the existing regulatory framework or the timing of rate cases.

Cash Flow Hedges *(PPL)*

Interest rate risks include exposure to adverse interest rate movements for outstanding variable rate debt and for future anticipated financings. Financial interest rate swap contracts that qualify as cash flow hedges may be entered into to hedge floating interest rate risk associated with both existing and anticipated debt issuances. PPL had no such contracts at March 31, 2024.

Cash flow hedges are discontinued if it is no longer probable that the original forecasted transaction will occur by the end of the originally specified time period and any amounts previously recorded in AOCI are reclassified into earnings once it is determined that the hedged transaction is not probable of occurring.

For the three months ended March 31, 2024 and 2023, PPL had no cash flow hedges reclassified into earnings associated with discontinued cash flow hedges.

At March 31, 2024, the amount of accumulated net unrecognized after-tax gains (losses) on qualifying derivatives expected to be reclassified into earnings during the next 12 months is insignificant. Amounts are reclassified as the hedged interest expense is recorded.

Economic Activity *(PPL and LG&E)*

LG&E enters into interest rate swap contracts that economically hedge interest payments. Because realized gains and losses from the swaps, including terminated swap contracts, are recoverable through regulated rates, any subsequent changes in fair value of these derivatives are included in regulatory assets or liabilities until they are realized as interest expense. Realized gains and losses are recognized in "Interest Expense" on the Statements of Income at the time the underlying hedged interest expense is recorded. See Note 6 for amounts recorded in regulatory assets and regulatory liabilities at March 31, 2024 and December 31, 2023. At March 31, 2024, LG&E held contracts with a notional amount of $64 million that mature in 2033.

Commodity Price Risk *(PPL)*

Economic Activity

RIE enters into derivative contracts that economically hedge natural gas purchases. Realized gains and losses from the derivatives are recoverable through regulated rates, therefore subsequent changes in fair value are included in regulatory assets or liabilities until they are realized as purchased gas. Realized gains and losses are recognized in "Energy Purchases" on the Statements of Income upon settlement of the contracts. At March 31, 2024, RIE held contracts with notional volumes of 41 Bcf that range in maturity from 2024 through 2029.

Accounting and Reporting

(All Registrants)

All derivative instruments are recorded at fair value on the Balance Sheet as an asset or liability unless NPNS is elected. NPNS contracts include certain full requirement purchase contracts and other physical purchase contracts. Changes in the fair value of derivatives not designated as NPNS are recognized in earnings unless specific hedge accounting criteria are met and designated as such, except for the changes in fair values of LG&E's interest rate swaps and certain RIE commodity gas contracts that are recognized as regulatory assets or regulatory liabilities. See Note 6 for amounts recorded in regulatory assets and regulatory liabilities at March 31, 2024 and December 31, 2023.

See Note 1 in each Registrant's 2023 Form 10-K for additional information on accounting policies related to derivative instruments.

(PPL)

The following table presents the fair value and the location on the Balance Sheets of derivatives not designated as hedging instruments.

	March 31, 2024		December 31, 2023	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management Assets/Liabilities:				
Interest rate swaps (a)	$ —	$ 1	$ —	$ 1
Gas contracts (a)	1	30	1	51
Total current	1	31	1	52
Noncurrent:				
Price Risk Management Assets/Liabilities:				
Interest rate swaps (a)	—	4	—	6
Gas contracts (a)	—	4	—	9
Total noncurrent	—	8	—	15
Total derivatives	$ 1	$ 39	$ 1	$ 67

(a) Current portion is included in "Other current assets" and "Other current liabilities" and noncurrent portion is included in "Other noncurrent assets" and "Other deferred credits and noncurrent liabilities" on the Balance Sheets. Excludes accrued interest, if applicable.

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI or regulatory assets and regulatory liabilities for the period ended March 31, 2024.

Derivative Relationships	Three Months Derivative Gain (Loss) Recognized in OCI	Location of Gain (Loss) Recognized in Income on Derivative	Three Months Gain (Loss) Reclassified from AOCI into Income
Cash Flow Hedges:			
Interest rate swaps	$ —	Interest expense	$ (1)

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months
Gas contracts	Energy purchases	$ (16)
	Total	$ (16)

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months
Interest rate swaps	Regulatory assets - noncurrent	$ 2
Gas contracts	Regulatory assets - current	22
	Regulatory assets - noncurrent	4
	Total	$ 28

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI or regulatory assets and regulatory liabilities for the period ended March 31, 2023.

Derivative Relationships	Three Months Derivative Gain (Loss) Recognized in OCI	Location of Gain (Loss) Recognized in Income on Derivative	Three Months Gain (Loss) Reclassified from AOCI into Income
Cash Flow Hedges:			
Interest rate swaps	$ —	Interest expense	$ (1)

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months
Interest rate swaps	Interest expense	$ —
Gas contracts	Energy purchases	(2)
	Other income (expense) - net	1
	Total	$ (1)

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months
Interest rate swaps	Regulatory assets - noncurrent	$ (1)
Gas contracts	Regulatory assets - current	28
	Regulatory assets - noncurrent	(7)
	Total	$ 20

The following table presents the effect of cash flow hedge activity on the Statement of Income for the period ended March 31, 2024.

	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Three Months
	Interest Expense
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	$ 179
The effects of cash flow hedges:	
Gain (Loss) on cash flow hedging relationships:	
Interest rate swaps:	
Amount of gain (loss) reclassified from AOCI to income	(1)

The following table presents the effect of cash flow hedge activity on the Statement of Income for the period ended March 31, 2023.

	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Three Months
	Interest Expense
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	$ 164
The effects of cash flow hedges:	
Gain (Loss) on cash flow hedging relationships:	
Interest rate swaps:	
Amount of gain (loss) reclassified from AOCI to income	(1)

(LG&E)

The following table presents the fair value and the location on the Balance Sheets of derivatives not designated as hedging instruments.

	March 31, 2024		December 31, 2023	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management Assets/Liabilities:				
Interest rate swaps	$ —	$ 1	$ —	$ 1
Total current	—	1	—	1
Noncurrent:				
Price Risk Management Assets/Liabilities:				
Interest rate swaps	—	4	—	6
Total noncurrent	—	4	—	6
Total derivatives	$ —	$ 5	$ —	$ 7

The following tables present the pre-tax effect of derivatives not designated as cash flow hedges that are recognized in income or regulatory assets for the period ended March 31, 2024.

Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months
Interest rate swaps	Interest expense	$ —

Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months
Interest rate swaps	Regulatory assets - noncurrent	$ 2

The following tables present the pre-tax effect of derivatives not designated as cash flow hedges that are recognized in income or regulatory assets for the period ended March 31, 2023.

Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months
Interest rate swaps	Interest expense	$ —

Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months
Interest rate swaps	Regulatory assets - noncurrent	$ (1)

(PPL, LG&E and KU)

Offsetting Derivative Instruments

PPL, LG&E and KU or certain of their subsidiaries have master netting arrangements in place and also enter into agreements pursuant to which they purchase or sell certain energy and other products. Under the agreements, upon termination of the agreement as a result of a default or other termination event, the non-defaulting party typically would have a right to set off amounts owed under the agreement against any other obligations arising between the two parties (whether under the agreement or not), whether matured or contingent and irrespective of the currency, place of payment or place of booking of the obligation.

PPL, LG&E and KU have elected not to offset derivative assets and liabilities and not to offset net derivative positions against the right to reclaim cash collateral pledged (an asset) or the obligation to return cash collateral received (a liability) under derivatives agreements. The table below summarizes the derivative positions presented in the balance sheets where a right of setoff exists under these arrangements and related cash collateral received or pledged.

	Assets				Liabilities			
		Eligible for Offset				Eligible for Offset		
	Gross	Derivative Instruments	Cash Collateral Received	Net	Gross	Derivative Instruments	Cash Collateral Pledged	Net
March 31, 2024								
Derivatives								
PPL	$ 1	$ —	$ —	$ 1	$ 39	$ —	$ —	$ 39
LG&E	—	—	—	—	5	—	—	5

	Assets				Liabilities			
		Eligible for Offset				Eligible for Offset		
	Gross	Derivative Instruments	Cash Collateral Received	Net	Gross	Derivative Instruments	Cash Collateral Pledged	Net
December 31, 2023								
Derivatives								
PPL	$ 1	$ —	$ —	$ 1	$ 67	$ —	$ —	$ 67
LG&E	—	—	—	—	7	—	—	7

Credit Risk-Related Contingent Features

Certain derivative contracts contain credit risk-related contingent features which, when in a net liability position, would permit the counterparties to require the transfer of additional collateral upon a decrease in the credit ratings of PPL, LG&E and KU or certain of their subsidiaries. Most of these features would require the transfer of additional collateral or permit the counterparty to terminate the contract if the applicable credit rating were to fall below investment grade. Some of these features also would allow the counterparty to require additional collateral upon each downgrade in credit rating at levels that remain above investment grade. In either case, if the applicable credit rating were to fall below investment grade, and assuming no assignment to an investment grade affiliate were allowed, most of these credit contingent features require either immediate payment of the net liability as a termination payment or immediate and ongoing full collateralization on derivative instruments in net liability positions.

Additionally, certain derivative contracts contain credit risk-related contingent features that require adequate assurance of performance be provided if the other party has reasonable concerns regarding the performance of PPL's, LG&E's and KU's obligations under the contracts. A counterparty demanding adequate assurance could require a transfer of additional collateral or other security, including letters of credit, cash and guarantees from a creditworthy entity. This would typically involve negotiations among the parties. However, such amounts would represent assumed immediate payment or immediate and ongoing full collateralization for derivative instruments in net liability positions with "adequate assurance" features.

(PPL)

At March 31, 2024, derivative contracts in a net liability position that contain credit risk-related contingent features was $28 million. At March 31, 2024, the aggregate fair value of additional collateral requirements in the event of a credit downgrade below investment grade was $29 million.

15. Asset Retirement Obligations

(PPL, LG&E and KU)

PPL's, LG&E's and KU's ARO liabilities are primarily related to CCR closure costs. See Note 10 for information on the CCR rule. LG&E and RIE also have AROs related to natural gas mains and wells. LG&E's and KU's transmission and distribution lines largely operate under perpetual property easement agreements, which do not generally require restoration upon removal of the property. Therefore, no material AROs are recorded for transmission and distribution assets. For LG&E, KU and RIE, all ARO accretion and depreciation expenses are reclassified as a regulatory asset or regulatory liability. ARO regulatory assets associated with certain CCR projects are amortized to expense in accordance with regulatory approvals. For other AROs, deferred accretion and depreciation expense is recovered through cost of removal.

The changes in the carrying amounts of AROs were as follows.

	PPL	LG&E	KU
Balance at December 31, 2023	$ 158	$ 85	$ 66
Accretion	2	1	1
Obligations settled	(5)	(2)	(3)
Other	1	—	—
Balance at March 31, 2024	$ 156	$ 84	$ 64

16. Accumulated Other Comprehensive Income (Loss)

(PPL)

The after-tax changes in AOCI by component for the periods ended March 31 were as follows.

	Unrealized gains (losses) on qualifying derivatives	Equity investees' AOCI	Defined benefit plans: Prior service costs	Defined benefit plans: Actuarial gain (loss)	Total
PPL					
December 31, 2023	$ 6	$ 3	$ (4)	$ (168)	$ (163)
Amounts arising during the period	—	1	—	—	1
Reclassifications from AOCI	1	—	—	—	1
Net OCI during the period	1	1	—	—	2
March 31, 2024	$ 7	$ 4	$ (4)	$ (168)	$ (161)
December 31, 2022	$ 3	$ 2	$ (5)	$ (124)	$ (124)
Amounts arising during the period	—	1	—	—	1
Reclassifications from AOCI	1	—	—	(1)	—
Net OCI during the period	1	1	—	(1)	1
March 31, 2023	$ 4	$ 3	$ (5)	$ (125)	$ (123)

The following table presents PPL's gains (losses) and related income taxes for reclassifications from AOCI for the periods ended March 31.

Details about AOCI	Three Months 2024	Three Months 2023	Affected Line Item on the Statements of Income
Qualifying derivatives			
Interest rate swaps	$ (1)	$ (1)	Interest Expense
Total Pre-tax	(1)	(1)	
Income Taxes	—	—	
Total After-tax	(1)	(1)	
Defined benefit plans			
Net actuarial loss (a)	—	1	
Total Pre-tax	—	1	
Income Taxes	—	—	
Total After-tax	—	1	
Total reclassifications during the period	$ (1)	$ —	

(a) These AOCI components are included in the computation of net periodic defined benefit cost. See Note 9 for additional information.

17. New Accounting Guidance Pending Adoption

(All Registrants)

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU 2023-07 which improves reportable segment disclosure requirements, primarily through enhanced disclosures about segment expenses. The standard also requires public entities to disclose the title and position of the Chief Operating Decision Maker (CODM) and explain how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. Disclosure of certain segment-related disclosures that previously were required only on an annual basis will be required in interim periods. In addition, public entities that have a single reportable segment are required to provide disclosures required by the new ASU and existing segment disclosure in Topic 280 (Segment Reporting).

For public business entities, this guidance will be applied retrospectively to all prior periods presented in the financial statements and will be effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted.

The Registrants are currently assessing the impact of adopting this guidance.

Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09 which requires public business entities to provide additional income tax disclosures including a disaggregated rate reconciliation as well as information on income taxes paid.

For public business entities, this guidance will be applied on a prospective basis. Retrospective application is permitted. This guidance will be effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance.

The Registrants are currently assessing the impact of adopting this guidance.

Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations

(All Registrants)

This "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" is separately filed by PPL, PPL Electric, LG&E and KU. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for each Registrant's related activities and disclosures. Within combined disclosures, amounts are disclosed for individual Registrants when significant.

The following should be read in conjunction with the Registrants' Condensed Consolidated Financial Statements and the accompanying Notes and with the Registrants' 2023 Form 10-K. Capitalized terms and abbreviations are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted.

"Management's Discussion and Analysis of Financial Condition and Results of Operations" includes the following information:

- "Overview" provides a description of each Registrant's business strategy and a discussion of important financial and operational developments.

- "Results of Operations" for all Registrants includes a "Statement of Income Analysis," which discusses significant changes in principal line items on the Statements of Income, comparing the three months ended March 31, 2024 with the same period in 2023. The PPL "Results of Operations" also includes "Segment Earnings," which provides a detailed analysis of earnings by reportable segment. These discussions include the non-GAAP financial measure "Earnings from Ongoing Operations" and provide an explanation of the non-GAAP financial measure and a reconciliation of the measure to the most comparable GAAP measure.

- "Financial Condition - Liquidity and Capital Resources" provides an analysis of the Registrants' liquidity positions and credit profiles. This section also includes a discussion of rating agency actions.

- "Financial Condition - Risk Management" provides an explanation of the Registrants' risk management programs relating to market and credit risk.

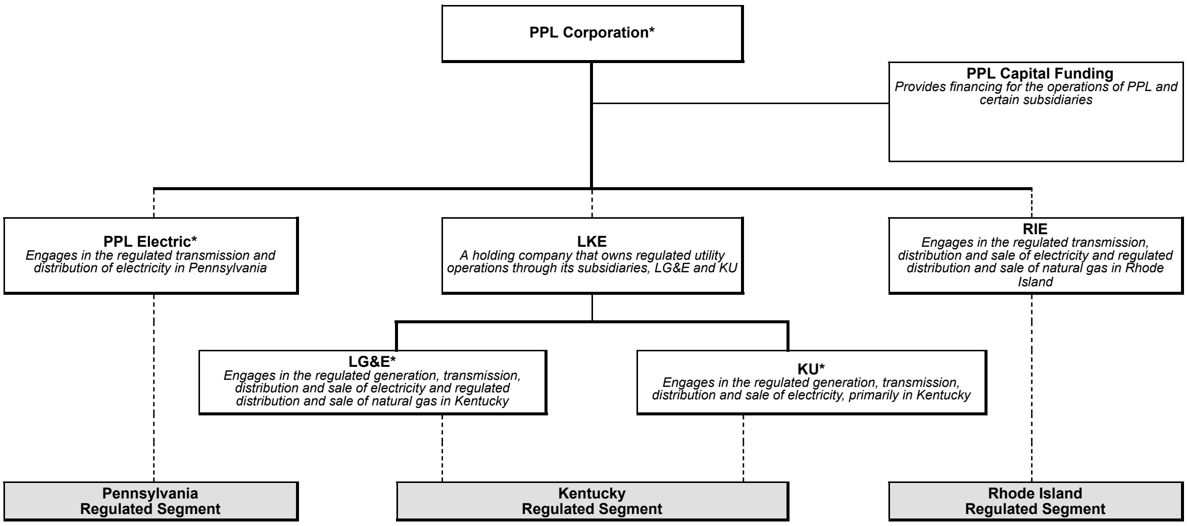
Overview

Introduction

(PPL)

PPL, headquartered in Allentown, Pennsylvania, is a utility holding company. PPL, through its regulated utility subsidiaries, delivers electricity to customers in Pennsylvania, Kentucky, Virginia, and Rhode Island; delivers natural gas to customers in Kentucky and Rhode Island; and generates electricity from power plants in Kentucky.

PPL's principal subsidiaries are shown below (* denotes a Registrant).



In addition to PPL, the other Registrants included in this filing are as follows.

(PPL Electric)

PPL Electric, headquartered in Allentown, Pennsylvania, is a wholly-owned subsidiary of PPL and a regulated public utility that is an electricity transmission and distribution service provider in eastern and central Pennsylvania. PPL Electric is subject to regulation as a public utility by the PAPUC, and certain of its transmission activities are subject to the jurisdiction of the FERC under the Federal Power Act. PPL Electric delivers electricity in its Pennsylvania service area and provides electricity supply to retail customers in that area as a PLR under the Customer Choice Act. PPL Electric was organized in 1920 as Pennsylvania Power & Light Company.

(LG&E)

LG&E, headquartered in Louisville, Kentucky, is a wholly-owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity and distribution and sale of natural gas in Kentucky. LG&E is subject to regulation as a public utility by the KPSC, and certain of its transmission activities are subject to the jurisdiction of the FERC under the Federal Power Act.

(KU)

KU, headquartered in Lexington, Kentucky, is a wholly-owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity in Kentucky and Virginia. KU is subject to regulation as a public utility by the KPSC and the VSCC, and certain of its transmission and wholesale power activities are subject to the jurisdiction of the FERC under the Federal Power Act. KU serves its Kentucky customers under the KU name and its Virginia customers under the Old Dominion Power name.

Segment Information *(PPL)*

PPL is organized into three reportable segments as depicted in the chart above: Kentucky Regulated, which primarily represents the results of LG&E and KU, Pennsylvania Regulated, which primarily represents the results of PPL Electric, and Rhode Island Regulated, which primarily represents the results of RIE. "Corporate and Other" primarily includes corporate level financing costs, certain unallocated costs, and certain non-recoverable costs incurred in conjunction with the acquisition of Narragansett Electric.

Business Strategy

(All Registrants)

PPL operates four regulated utilities located in Pennsylvania, Kentucky and Rhode Island. Each of these jurisdictions has distinct regulatory structures and each of the utilities has distinct customer classes.

PPL's strategy, which is supported by the other Registrants and subsidiaries, is to achieve industry-leading performance in safety, reliability, customer satisfaction and operational efficiency; to advance a clean energy transition while maintaining affordability and reliability; to maintain a strong financial foundation and create long-term value for our shareowners; to foster a diverse and exceptional workplace; and to build strong communities in areas that we serve.

Central to PPL's and the other Registrants' strategy is recovering capital project costs efficiently through various rate-making mechanisms, including periodic base rate case proceedings using forward test years, annual FERC formula rate mechanisms and other regulatory agency-approved recovery mechanisms designed to limit regulatory lag. In Kentucky, in addition to FERC formula rates, the KPSC has adopted a series of regulatory mechanisms (ECR, DSM, GLT, fuel adjustment clause, and gas supply clause) and recovery on construction work-in-progress that reduce regulatory lag and provide timely recovery of and return on, as appropriate, prudently incurred costs. In Pennsylvania, FERC formula rates, DSIC mechanism, Smart Meter Rider and other recovery mechanisms operate to reduce regulatory lag and provide for timely recovery of and a return on, as appropriate, prudently incurred costs. In Rhode Island, FERC formula rates, the gas cost adjustment, net metering, infrastructure, safety and reliability (ISR) and revenue decoupling mechanisms and other rate adjustment mechanisms operate to reduce regulatory lag and provide timely recovery of and return on, as appropriate, prudently incurred costs.

Financial and Operational Developments

Transfer of Certain Credits under the Inflation Reduction Act (PPL)

On April 25, 2024, the IRS released the final Internal Revenue Code Section 6418 regulations related to the transfer of certain credits under the Inflation Reduction Act. The regulations were published in the Federal Register on April 30, 2024, and will be effective on July 1, 2024. PPL is currently reviewing the final regulations to determine what impact the guidance may have on their financial statements.

Regulatory Requirements

(All Registrants)

The Registrants cannot predict the impact that future regulatory requirements may have on their financial condition or results of operations.

(PPL, LG&E and KU)

Environmental Considerations for Coal-Fired Generation

The businesses of LG&E and KU are subject to extensive federal, state and local environmental laws, rules and regulations, including those pertaining to CCRs, GHG, and ELGs. See Notes 6, 10 and 15 to the Financial Statements for a discussion of these significant environmental matters. These and other environmental requirements led PPL, LG&E and KU to retire approximately 1,200 MW of coal-fired generating plants in Kentucky since 2010. As part of the long-term generation planning process, LG&E and KU evaluate a range of factors including the impact of potential stricter environmental regulations, fuel price scenarios, the cost of replacement generation, continued operations and major maintenance costs and the risk of major equipment failures in determining when to retire generation assets.

As a result of environmental requirements and aging infrastructure, LG&E has sought and obtained approval to retire two older coal-fired units at the Mill Creek Plant. Mill Creek Unit 1, with 300 MW of capacity, is expected to be retired in 2024. Mill Creek Unit 2, with 297 MW of capacity, is expected to be retired in 2027, subject to certain conditions. See Note 6 to the Financial Statements for additional information.

FERC Transmission Rate Filing

In 2018, LG&E and KU applied to the FERC requesting elimination of certain on-going waivers and credits to a sub-set of transmission customers relating to the 1998 merger of LG&E's and KU's parent entities and the 2006 withdrawal of LG&E and KU from the Midcontinent Independent System Operator, Inc. (MISO), a regional transmission operator and energy market. The application sought termination of LG&E's and KU's commitment to provide certain Kentucky municipalities mitigation for certain horizontal market power concerns arising out of the 1998 LG&E and KU merger and 2006 MISO withdrawal. The amounts at issue are generally waivers or credits granted to a limited number of Kentucky municipalities for either certain LG&E and KU or MISO transmission charges incurred for transmission service received. In 2019, the FERC granted LG&E's and KU's request to remove the ongoing credits, conditioned upon the implementation by LG&E and KU of a transition mechanism for certain existing power supply arrangements, which was subsequently filed, modified, and approved by the FERC in 2020 and 2021. In 2020, LG&E and KU and other parties filed appeals with the D.C. Circuit Court of Appeals regarding the FERC's orders on the elimination of the mitigation and required transition mechanism. In August 2022, the D.C. Circuit Court of Appeals issued an order remanding the proceedings back to the FERC. On May 18, 2023, the FERC issued an order on remand reversing its 2019 decision and requiring LG&E and KU to refund credits previously withheld, including under such transition mechanism. LG&E and KU filed a petition for review of the FERC's May 18, 2023 order with the D.C. Circuit Court of Appeals and provided refunds in accordance with the FERC order on December 1, 2023. The FERC issued an order on LG&E and KU's compliance filing on November 16, 2023, and LG&E and KU filed a petition for review of this November 16, 2023 order on February 14, 2024. The proceedings at the D.C. Circuit Court of Appeals were held on abeyance to allow the FERC time to substantively address LG&E and KU's request for rehearing of the November 16 order. FERC issued the substantive order on rehearing on March 21, 2024. LG&E and KU filed an unopposed motion to lift the abeyance on April 24, 2024 and anticipate a resumption of activities with the D.C. Circuit Court of Appeal in May of 2024. LG&E and KU cannot predict the ultimate outcome of the proceedings or any other post decision process but do not expect the annual impact to have a material effect on their operations or financial condition. LG&E and KU currently receive recovery of certain waivers and credits primarily through base rates increases, provided, however, that increases associated with the FERC's May 18, 2023 order are expected to be subject to future rate proceedings.

(PPL)

FY 2025 Gas ISR Plan

On December 22, 2023, RIE filed its FY 2025 Gas ISR Plan with the RIPUC with a budget that includes $185 million of capital investment spend, plus up to an additional $11 million of contingency plan spend in light of the Pipeline and Hazardous Materials Safety Administration’s potential enactment of regulations during FY 2025 that, if enacted, would significantly alter RIE's leak detection and repair obligations under such regulations. RIE also filed its proposed gas ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with a total approved FY 2025 Gas ISR Plan of $180 million of which $168 million is for capital investment spend and $12 million spend for paving costs as operations and maintenance (O&M), plus the potential additional $11 million available if the above-mentioned regulations are implemented by the Pipeline and Hazardous Materials Safety Administration. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

FY 2025 Electric ISR Plan

On December 21, 2023, RIE filed its FY 2025 Electric ISR Plan with the RIPUC with a budget that includes $141 million of capital investment spend, $13 million of vegetation O&M spend and $1 million of Other O&M spend. RIE also filed its proposed electric ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with modifications to the proposed capital investment spend, resulting in a total approved FY 2025 Electric ISR Plan of $132 million for capital investment spend, $13 million for vegetation management O&M spend, and $1 million for Other O&M spend. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

Advanced Metering Functionality (AMF)

In 2021, RIE filed its Updated AMF Business Case and Grid Modernization Plan (GMP) with the RIPUC in accordance with the ASA approved by the RIPUC in August 2018, and which, among other things, sought approval to deploy smart meters throughout the service territory. After PPL completed the acquisition of RIE, RIE filed a new AMF Business Case with the RIPUC in 2022, consisting of a detailed proposal for full-scale deployment of AMF across its electric service territory.

On September 27, 2023, the RIPUC unanimously approved RIE to deploy an AMF-based metering system for the electric distribution business. RIE is authorized to seek recovery of the approved capital investment through the ISR process with an overall multi-year cap on recovery at approximately $153 million, subject to certain terms, conditions and limitations with respect to the potential offsets and recoverability of certain costs. RIE is required to continue spending, even if above the recovery cap, until it achieves the functionalities outlined in the AMF Business Case. RIE filed with the RIPUC (i) an updated electric Service Quality Plan on December 27, 2023 for RIPUC approval and (ii) additional compliance tariff provisions regarding recovery and updated cost schedules to reflect the RIPUC's decision on December 22, 2023 for RIPUC approval. RIE cannot predict the outcome of these matters.

Rate Case Proceedings (KU)

On April 30, 2024, KU filed a request with the VSCC for an annual increase in Virginia base electricity rates of approximately $9 million. KU's request is based on an authorized 10.5 % return on equity. Subject to regulatory review and approval, new rates would become effective February 1, 2025.

DSIC Petition (PPL and PPL Electric)

On April 26, 2024, PPL Electric filed a Petition with the PAPUC requesting that the PAPUC waive PPL Electric’s DSIC cap of 5% of billed revenues and increase the maximum allowable DSIC to 9% for bills rendered on or after January 1, 2025. PPL Electric requested PAPUC approval no later than the PAPUC’s public meeting on December 5, 2024. PPL Electric cannot predict the outcome of this matter.

Labor Union Agreements

(PPL)

Labor agreement negotiations with the Rhode Island UWUA commenced in March 2024. In April 2024, a tentative agreement was reached. A vote on the agreement has been scheduled and is currently expected to take place prior to the expiration of the contracts in May 2024. The current contracts cover over 530 employees. RIE cannot predict the outcome of this matter.

(PPL and KU)

In August 2023, KU and the IBEW local failed to reach agreement on an annual wage reopener under their existing labor agreement, which expires on August 1, 2024. The agreement covers approximately 60 employees. The parties are currently operating under the terms of a general wage increase unilaterally implemented by KU. The IBEW local has filed certain unfair labor practice claims with the U.S. Department of Labor and approved a strike authorization vote. KU expects to begin negotiating their new contract during July 2024, ahead of the August expiration.

Results of Operations

(PPL)

The "Statement of Income Analysis" discussion below describes significant changes in principal line items on the Statements of Income, comparing the three months ended March 31, 2024 with the same period in 2023. The "Segment Earnings" discussion provides a review of results by reportable segment. These discussions include the non-GAAP financial measure "Earnings from Ongoing Operations" and provide an explanation of the non-GAAP financial measure and a reconciliation of the measure to the most comparable GAAP measure.

(PPL Electric, LG&E and KU)

A "Statement of Income Analysis" is presented separately for PPL Electric, LG&E and KU. The "Statement of Income Analysis" discussion below describes significant changes in principal line items on the Statements of Income, comparing the three months ended March 31, 2024 with the same period in 2023.

(All Registrants)

The results for interim periods can be disproportionately influenced by numerous factors and developments and by seasonal variations. As such, the results of operations for interim periods do not necessarily indicate results or trends for the year or future periods.

PPL: Statement of Income Analysis and Segment Earnings

Statement of Income Analysis

Net income for the periods ended March 31 includes the following results:

	Three Months		
	2024	2023	$ Change
Operating Revenues	$ 2,304	$ 2,415	$ (111)
Operating Expenses			
Operation			
Fuel	209	201	8
Energy purchases	520	734	(214)
Other operation and maintenance	626	559	67
Depreciation	316	313	3
Taxes, other than income	88	110	(22)
Total Operating Expenses	1,759	1,917	(158)
Operating Income	545	498	47
Other Income (Expense) - net	22	30	(8)
Interest Expense	179	164	15
Income Before Income Taxes	388	364	24
Income Taxes	81	79	2
Net Income	$ 307	$ 285	$ 22

Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months
PPL Electric distribution price (a)	$ 3
PPL Electric distribution volume (b)	11
PPL Electric PLR (c)	(156)
PPL Electric transmission formula rate (d)	18
LG&E volumes (b)	12
LG&E fuel and other energy purchases (e)	(9)
KU volumes (b)	20
KU fuel and other energy purchases (f)	4
RIE energy purchases and other recoveries (g)	(36)
RIE capital investments	13
Other	9
Total	$ (111)

(a) The increase was primarily due to reconcilable cost recovery mechanisms approved by the PAPUC.
(b) The increases were primarily due to weather, along with other higher usage in 2024 at PPL Electric.

(c) The decrease was primarily the result of fewer PLR customers, and lower energy prices, partially offset by higher customer volumes due to weather and other higher usage.
(d) The increase was primarily due to returns on additional transmission capital investments and delayed implementation of moving to a calendar year rate in 2023, partially offset by the prior year point to point border rate settlement variance.
(e) The decrease was primarily due to lower recoveries of energy purchases, partially offset by higher recoveries of fuel expense.
(f) The increase was primarily due to higher recoveries of fuel and energy purchases due to higher commodity costs and volumes.
(g) The decrease was primarily due to lower recoveries of energy purchases and gross earnings tax, partially offset by higher recoveries of gas maintenance expenses.

Energy Purchases

Energy purchases decreased $214 million for the three months ended March 31, 2024 compared with 2023, primarily due to lower PLR prices of $108 million and lower PLR volumes of $33 million at PPL Electric, a decrease in commodity costs of $21 million at LG&E and a decrease in commodity costs of $57 million at RIE, partially offset by an increase in volumes of $7 million due to weather at LG&E.

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

		Three Months
PPL Electric bad debts	$	18
PPL Electric operations costs		(10)
RIE gas maintenance expense		45
RIE energy efficiency program expense		11
RIE pension expense		(10)
Transition costs associated with RIE		27
Other		(14)
Total	$	67

Taxes, Other Than Income

The increase (decrease) in taxes, other than income was due to:

		Three Months
State gross earnings and gross receipts tax (a)	$	(30)
Property tax expense		8
Total	$	(22)

(a) The decrease was primarily related to the RIE Gross Earnings Tax Holiday Credit.

Interest Expense

The increase (decrease) in interest expense was due to:

		Three Months
Long-term debt (a)	$	16
Other		(1)
Total	$	15

(a) The increase was primarily due to increased borrowings. See Note 7 to the Financial Statements for additional information.

Segment Earnings

PPL's Net Income (Loss) by reportable segment for the periods ended March 31 was as follows:

	Three Months		
	2024	2023	$ Change
Kentucky Regulated	$ 190	$ 166	$ 24
Pennsylvania Regulated	149	138	11
Rhode Island Regulated	64	54	10
Corporate and Other (a)	(96)	(73)	(23)
Net Income (Loss)	$ 307	$ 285	$ 22

(a) Primarily represents financing and certain other costs incurred at the corporate level that have not been allocated or assigned to the segments, which are presented to reconcile segment information to PPL's consolidated results.

Earnings from Ongoing Operations

Management utilizes "Earnings from Ongoing Operations" as a non-GAAP financial measure that should not be considered as an alternative to net income, an indicator of operating performance determined in accordance with GAAP. PPL believes that Earnings from Ongoing Operations is useful and meaningful to investors because it provides management's view of PPL's earnings performance as another criterion in making investment decisions. In addition, PPL's management uses Earnings from Ongoing Operations in measuring achievement of certain corporate performance goals, including targets for certain executive incentive compensation. Other companies may use different measures to present financial performance.

Earnings from Ongoing Operations is adjusted for the impact of special items. Special items are presented in the financial tables on an after-tax basis with the related income taxes on special items separately disclosed. Income taxes on special items, when applicable, are calculated based on the statutory tax rate of the entity where the activity is recorded. Special items may include items such as:

• Gains and losses on sales of assets not in the ordinary course of business.
• Impairment charges.
• Significant workforce reduction and other restructuring effects.
• Acquisition and divestiture-related adjustments.
• Significant losses on early extinguishment of debt.
• Other charges or credits that are, in management's view, non-recurring or otherwise not reflective of the company's ongoing operations.

PPL's Earnings from Ongoing Operations by reportable segment for the periods ended March 31 were as follows:

	Three Months		
	2024	2023	$ Change
Kentucky Regulated	$ 191	$ 167	$ 24
Pennsylvania Regulated	161	137	24
Rhode Island Regulated	78	71	7
Corporate and Other	(28)	(23)	(5)
Earnings from Ongoing Operations	$ 402	$ 352	$ 50

See "Reconciliation of Earnings from Ongoing Operations" below for a reconciliation of this non-GAAP financial measure to Net Income.

Kentucky Regulated Segment

The Kentucky Regulated segment consists primarily of LG&E's and KU's regulated electricity generation, transmission and distribution operations, as well as LG&E's regulated distribution and sale of natural gas.

Net Income and Earnings from Ongoing Operations for the periods ended March 31 include the following results.

	Three Months		
	2024	2023	$ Change
Operating Revenues	$ 984	$ 960	$ 24
Fuel	209	201	8
Energy purchases	77	90	(13)
Other operation and maintenance	202	209	(7)
Depreciation	176	173	3
Taxes, other than income	25	23	2
Total operating expenses	689	696	(7)
Other Income (Expense) - net	3	3	—
Interest Expense	60	58	2
Income Taxes	48	43	5
Net Income	190	166	24
Less: Special Items	(1)	(1)	—
Earnings from Ongoing Operations	$ 191	$ 167	$ 24

The following after-tax gains (losses), which management considers special items, impacted the Kentucky Regulated segment's results and are excluded from Earnings from Ongoing Operations during the periods ended March 31.

		Three Months	
	Income Statement Line Item	2024	2023
Strategic corporate initiatives, net of tax of $0, $0 (a)	Other operation and maintenance	$ (1)	$ (1)
Total Special Items		$ (1)	$ (1)

(a) Costs incurred related to PPL's corporate centralization efforts.

The changes in the components of the Kentucky Regulated segment's results between the three month periods are due to the factors set forth below, which exclude the items that management considers special.

	Three Months
Operating Revenues	$ 24
Fuel	(8)
Energy purchases	13
Other operation and maintenance	7
Depreciation	(3)
Taxes, other than income	(2)
Other Income (Expense) - net	—
Interest Expense	(2)
Income Taxes	(5)
Earnings from Ongoing Operations	24
Special Items, after-tax	—
Net Income	$ 24

- Higher operating revenues primarily due to an increase in sales volumes related to weather.
- Higher fuel expense primarily due to a $13 million increase in generation volumes primarily due to weather, partially offset by a $5 million decrease in commodity costs.
- Lower energy purchases primarily due to a $21 million decrease in commodity costs, partially offset by an $8 million increase in volumes primarily due to weather.

Pennsylvania Regulated Segment

The Pennsylvania Regulated segment includes the regulated electricity transmission and distribution operations of PPL Electric.

Net Income and Earnings from Ongoing Operations for the periods ended March 31 include the following results.

	Three Months		
	2024	2023	$ Change
Operating Revenues	$ 770	$ 891	$ (121)
Energy purchases	214	358	(144)
Other operation and maintenance	181	162	19
Depreciation	99	99	—
Taxes, other than income	36	44	(8)
Total operating expenses	530	663	(133)
Other Income (Expense) - net	9	12	(3)
Interest Income from Affiliate	10	—	10
Interest Expense	62	57	5
Income Taxes	48	45	3
Net Income	149	138	11
Less: Special Items	(12)	1	(13)
Earnings from Ongoing Operations	$ 161	$ 137	$ 24

The following after-tax gains (losses), which management considers special items, impacted the Pennsylvania Regulated segment's results and are excluded from Earnings from Ongoing Operations during the periods ended March 31.

		Three Months	
	Income Statement Line Item	2024	2023
PA tax rate change (a)	Income Taxes	$ —	$ 1
PPL Electric billing issue, net of tax of $4 (b)	Other operation and maintenance	(11)	—
Strategic corporate initiatives, net of tax of $0 (c)	Other operation and maintenance	(1)	—
Total Special Items		$ (12)	$ 1

(a) Impact of Pennsylvania state tax reform. See Note 5 to the Financial Statements for additional information.
(b) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information.
(c) Costs incurred related to PPL's corporate centralization and other strategic efforts.

The changes in the components of the Pennsylvania Regulated segment's results between the three month periods are due to the factors set forth below, which exclude the items that management considers special.

	Three Months
Operating Revenues	$ (121)
Energy purchases	144
Other operation and maintenance	(3)
Depreciation	—
Taxes, other than income	8
Other Income (Expense) - net	(3)
Interest income from affiliate	10
Interest Expense	(5)
Income Taxes	(6)
Earnings from Ongoing Operations	24
Special Items, after-tax	(13)
Net Income	$ 11

- Lower operating revenues primarily due to $156 million of lower PLR, partially offset by an $18 million increase in transmission formula rate returns and an $11 million increase in distribution volumes primarily due to weather and higher 2024 usage.

- Lower energy purchases primarily due to $108 million of lower PLR prices and $33 million of lower PLR volumes.

- Higher operation and maintenance expense primarily due to an $8 million increase in storm costs and a $5 million increase in vegetation management costs, partially offset by a $10 million decrease in operations costs.

- Lower taxes, other than income primarily due to lower gross receipts tax.

- Higher interest income from affiliate primarily due to interest income on a short-term note receivable with an affiliated company.

Rhode Island Regulated Segment

The Rhode Island Regulated segment consists primarily of the regulated electricity transmission and distribution operations and regulated distribution and sale of natural gas conducted by RIE.

Net Income and Earnings from Ongoing Operations for the periods ended March 31 include the following results.

	Three Months		
	2024	2023	$ Change
Operating Revenues	$ 549	$ 565	$ (16)
Energy purchases	229	286	(57)
Other operation and maintenance	156	120	36
Depreciation	41	39	2
Taxes, other than income	27	43	(16)
Total operating expenses	453	488	(35)
Other Income (Expense) - net	7	10	(3)
Interest Expense	24	19	5
Income Taxes	15	14	1
Net Income	64	54	10
Less: Special Items	(14)	(17)	3
Earnings from Ongoing Operations	$ 78	$ 71	$ 7

The following after-tax gains (losses), which management considers special items, impacted the Rhode Island Regulated segment's results and are excluded from Earnings from Ongoing Operations during the periods ended March 31.

		Three Months	
	Income Statement Line Item	2024	2023
Acquisition integration, net of tax of $4, $5 (a)	Other operation and maintenance	$ (14)	$ (17)
Total Special Items		$ (14)	$ (17)

(a) Primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations.

The changes in the components of the Rhode Island Regulated segment's results between the three month periods are due to the factors set forth below, which exclude the items that management considers special.

	Three Months
Operating Revenues	$ (16)
Energy purchases	57
Other operation and maintenance	(40)
Depreciation	(2)
Taxes, other than income	16
Other Income (Expense) - net	(3)
Interest Expense	(5)
Income Taxes	—
Earnings from Ongoing Operations	7
Special Items, after-tax	3
Net Income	$ 10

- Lower operating revenues primarily due to a $57 million decrease in recovery of energy purchases, a $22 million decrease in recovery of gross earnings tax and a $10 million decrease in recovery of pension expenses, partially offset by a $45 million increase in recovery of gas maintenance expenses, a $13 million increase related to capital investments, an $11 million increase in recovery of energy efficiency program expenses and a $7 million increase related to transmission formula rates.

- Lower energy purchases primarily due to a decrease in commodity costs.

- Higher operation and maintenance expense primarily due to a $45 million increase in gas maintenance expenses and an $11 million increase in energy efficiency program expenses, partially offset by a $10 million decrease in pension expenses.

- Higher interest expense primarily due to increased short-term borrowings.

- Lower taxes, other than income primarily due to a $22 million decrease in gross earnings tax, partially offset by a $6 million increase in property tax.

Reconciliation of Earnings from Ongoing Operations

The following tables contain after-tax gains (losses), in total, which management considers special items, that are excluded from Earnings from Ongoing Operations and a reconciliation to PPL's "Net Income" for the periods ended March 31.

	2024 Three Months				
	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total
Net Income (Loss)	$ 190	$ 149	$ 64	$ (96)	$ 307
Less: Special Items (expense) benefit:					
Strategic corporate initiatives, net of tax of $0, $0, $1 (a)	(1)	(1)	—	(2)	(4)
Acquisition integration, net of tax of $4, $17 (b)	—	—	(14)	(66)	(80)
PPL Electric billing issue, net of tax of $4 (c)	—	(11)	—	—	(11)
Total Special Items	(1)	(12)	(14)	(68)	(95)
Earnings from Ongoing Operations	$ 191	$ 161	$ 78	$ (28)	$ 402

(a) Represents costs primarily related to PPL's centralization efforts and other strategic efforts.
(b) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.
(c) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information.

	2023 Three Months				
	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total
Net Income (Loss)	$ 166	$ 138	$ 54	$ (73)	$ 285
Less: Special Items (expense) benefit:					
Talen litigation costs, net of tax of $0 (a)	—	—	—	(1)	(1)
Strategic corporate initiatives, net of tax of $0, $0 (b)	(1)	—	—	(1)	(2)
Acquisition integration, net of tax of $5, $12 (c)	—	—	(17)	(44)	(61)
PA tax rate change (d)	—	1	—	—	1
Sale of Safari Holdings, net of tax of $0 (e)	—	—	—	(4)	(4)
Total Special Items	(1)	1	(17)	(50)	(67)
Earnings from Ongoing Operations	$ 167	$ 137	$ 71	$ (23)	$ 352

(a) PPL incurred legal expenses related to litigation with its former affiliate, Talen Montana.
(b) Costs incurred primarily in connection with corporate centralization efforts.
(c) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.
(d) Impact of Pennsylvania state tax reform. See Note 5 to the Financial Statements for additional information.
(e) Final closing adjustments related to the sale of Safari Holdings.

PPL Electric: Statement of Income Analysis

Statement of Income Analysis

Net income for the periods ended March 31 includes the following results.

	Three Months		
	2024	2023	$ Change
Operating Revenues	$ 770	$ 891	$ (121)
Operating Expenses			
Operation			
Energy purchases	214	358	(144)
Other operation and maintenance	181	162	19
Depreciation	99	99	—
Taxes, other than income	36	44	(8)
Total Operating Expenses	530	663	(133)
Operating Income	240	228	12
Other Income (Expense) - net	9	12	(3)
Interest Income from Affiliate	10	—	10
Interest Expense	62	57	5
Income Before Income Taxes	197	183	14
Income Taxes	48	45	3
Net Income	$ 149	$ 138	$ 11

Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months
Distribution price (a)	$ 3
Distribution volume (b)	11
PLR (c)	(156)
Transmission formula rate (d)	18
Other	3
Total	$ (121)

(a) The increase was primarily due to reconcilable cost recovery mechanisms approved by the PAPUC.
(b) The increase was primarily due to weather and other higher usage in 2024.
(c) The decrease was primarily the result of fewer PLR customers, and lower energy prices, partially offset by higher customer volumes due to weather and other higher usage.
(d) The increase was primarily due to returns on additional transmission capital investments and delayed implementation of moving to a calendar year rate in 2023, partially offset by the prior year point to point border rate settlement variance.

Energy Purchases

Energy purchases decreased $144 million for the three months ended March 31, 2024 compared with 2023, primarily due to lower PLR prices of $108 million and lower PLR volumes of $33 million.

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

	Three Months
Vegetation management expense	$ 5
Storm costs	8
Operations costs	(10)
Bad debts	18
Other	(2)
Total	$ 19

Taxes, other than income

Taxes, other than income decreased $8 million for the three months ended March 31, 2024 compared with 2023, primarily due to lower gross receipts tax.

Interest Income from Affiliate

Interest income from affiliate increased $10 million for the three months ended March 31, 2024 compared with 2023, primarily due to interest income on a short-term note receivable with an affiliated company.

LG&E: Statement of Income Analysis

Statement of Income Analysis

Net income for the periods ended March 31 includes the following results.

	Three Months		
	2024	2023	$ Change
Operating Revenues			
Retail and wholesale	$ 460	$ 461	$ (1)
Electric revenue from affiliate	16	13	3
Total Operating Revenues	476	474	2
Operating Expenses			
Operation			
Fuel	86	79	7
Energy purchases	71	84	(13)
Energy purchases from affiliate	1	1	—
Other operation and maintenance	88	91	(3)
Depreciation	76	75	1
Taxes, other than income	13	12	1
Total Operating Expenses	335	342	(7)
Operating Income	141	132	9
Other Income (Expense) - net	2	2	—
Interest Expense	26	25	1
Income Before Income Taxes	117	109	8
Income Taxes	24	23	1
Net Income	$ 93	$ 86	$ 7

Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months
Fuel and other energy purchases (a)	$ (6)
Volumes (b)	12
Other	(4)
Total	$ 2

(a) The decrease was primarily due to lower recoveries of energy purchases, partially offset by higher recoveries of fuel expense.
(b) The increase was primarily due to weather.

Fuel

Fuel expense increased $7 million for the three months ended March 31, 2024 compared with 2023, primarily due to an increase in volumes due to weather.

Energy Purchases

Energy purchases decreased $13 million for the three months ended March 31, 2024 compared with 2023, primarily due to a $21 million decrease in commodity costs, partially offset by a $7 million increase in volumes due to weather.

KU: Statement of Income Analysis

Statement of Income Analysis

Net income for the periods ended March 31 includes the following results.

	Three Months		
	2024	2023	$ Change
Operating Revenues			
Retail and wholesale	$ 524	$ 498	$ 26
Electric revenue from affiliate	1	1	—
Total Operating Revenues	525	499	26
Operating Expenses			
Operation			
Fuel	123	122	1
Energy purchases	6	6	—
Energy purchases from affiliate	16	13	3
Other operation and maintenance	102	109	(7)
Depreciation	99	98	1
Taxes, other than income	12	10	2
Total Operating Expenses	358	358	—
Operating Income	167	141	26
Other Income (Expense) - net	2	2	—
Interest Expense	34	33	1
Income Before Income Taxes	135	110	25
Income Taxes	27	22	5
Net Income	$ 108	$ 88	$ 20

Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months
Fuel and other energy purchases (a)	$ 4
Volumes (b)	20
Other	2
Total	$ 26

(a) The increase was primarily due to higher recoveries of fuel and energy purchases due to higher commodity costs and volumes.
(b) The increase was primarily due to weather.

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

	Three Months
Plant operations and maintenance	$ (3)
Other	(4)
Total	$ (7)

Financial Condition

The remainder of this Item 2 in this Form 10-Q is presented on a combined basis, providing information for each of the Registrants as applicable.

Liquidity and Capital Resources

(All Registrants)

The Registrants had the following at:

	PPL	PPL Electric	LG&E	KU
March 31, 2024				
Cash and cash equivalents	$ 276	$ 21	$ 8	$ 12
Short-term debt	291	—	28	45
Long-term debt due within one year	1	—	—	—
Notes payable to affiliates		—	—	37
December 31, 2023				
Cash and cash equivalents	$ 331	$ 51	$ 18	$ 14
Short-term debt	992	509	—	93
Long-term debt due within one year	1	—	—	—
Notes payable to affiliates		—	—	—

(PPL)

The Statements of Cash Flows separately report the cash flows of discontinued operations. The "Operating Activities", "Investing Activities" and "Financing Activities" sections below include only the cash flows of continuing operations.

(All Registrants)

Net cash provided by (used in) operating, investing and financing activities for the three month periods ended March 31, and the changes between periods, were as follows.

	PPL	PPL Electric	LG&E	KU
2024				
Operating activities	$ 282	$ 28	$ 166	$ 252
Investing activities	(591)	(780)	(120)	(148)
Financing activities	248	722	(60)	(108)
2023				
Operating activities	$ 430	$ 39	$ 264	$ 214
Investing activities	(503)	(156)	(95)	(141)
Financing activities	177	148	(234)	(85)
Change - Cash Provided (Used)				
Operating activities	$ (148)	$ (11)	$ (98)	$ 38
Investing activities	(88)	(624)	(25)	(7)
Financing activities	71	574	174	(23)

Operating Activities

The components of the change in cash provided by (used in) operating activities for the three months ended March 31, 2024 compared with 2023 were as follows.

	PPL	PPL Electric	LG&E	KU
Change - Cash Provided (Used)				
Net income	$ 22	$ 11	$ 7	$ 20
Non-cash components	3	6	4	—
Working capital	(279)	(68)	(117)	(3)
Defined benefit plan funding	(2)	—	(1)	(1)
Other operating activities	108	40	9	22
Total	$ (148)	$ (11)	$ (98)	$ 38

(PPL)

PPL's cash provided by operating activities in 2024 decreased $148 million compared with 2023.

- Net income increased $22 million between the periods and included an increase in non-cash charges of $3 million.

- The $279 million decrease in cash from changes in working capital was primarily due to a decrease in accounts payable and other current liabilities (primarily due to timing of payments) and an increase in unbilled revenues (primarily due to weather).

- The $108 million increase in cash provided by other operating activities was driven primarily by an increase in regulatory liabilities and a decrease in other assets (primarily related to a decrease in costs associated with work optimization and management projects).

(PPL Electric)

PPL Electric's cash provided by operating activities in 2024 decreased $11 million compared with 2023.

- Net income increased $11 million between the periods and included an increase in non-cash components of $6 million. The increase in non-cash components was primarily due to an increase in deferred income taxes and investment tax credits (primarily due to book versus tax plant timing differences).

- The $68 million decrease in cash from changes in working capital was primarily due to a decrease in accounts payable and other current liabilities and an increase in prepayments (primarily due to timing of payments), partially offset by a decrease in accounts receivable (primarily due to timing).

- The $40 million increase in cash provided by other operating activities was driven primarily by a decrease in other assets (primarily related to a decrease in costs associated with work optimization and management projects).

(LG&E)

LG&E's cash provided by operating activities in 2024 decreased $98 million compared with 2023.

- Net income increased $7 million between the periods and included an increase in non-cash components of $4 million.

- The $117 million decrease in cash from changes in working capital was primarily due to an increase in accounts receivable, unbilled revenues and fuel, materials and supplies (primarily due to weather), and an increase in net regulatory assets (primarily due to the timing of rate recovery mechanisms), partially offset by an increase in accounts payable (primarily due to timing of payments).

- The $9 million increase in cash provided by other operating activities was driven by an increase in other assets (primarily related to deferred storm costs recorded as noncurrent regulatory assets in the prior year).

(KU)

KU's cash provided by operating activities in 2024 increased $38 million compared with 2023.

- Net income increased $20 million between the periods. Non-cash components were consistent between periods.

- The $3 million decrease in cash from changes in working capital was primarily due to an increase in accounts receivable and unbilled revenues (primarily due to weather), an increase in net regulatory assets (primarily due to the timing of rate recovery mechanisms), partially offset by an increase in accounts payable to affiliates (primarily due to timing of payments) and a decrease in fuel, materials and supplies (primarily due to weather).

- The $22 million increase in cash provided by other operating activities was driven by an increase in other assets (primarily related to deferred storm costs recorded as noncurrent regulatory assets in the prior year).

Investing Activities

(All Registrants)

The components of the change in cash provided by (used in) investing activities for the three months ended March 31, 2024 compared with 2023 were as follows.

	PPL	PPL Electric	LG&E	KU
Change - Cash Provided (Used)				
Expenditures for PP&E	$ (97)	$ (74)	$ (6)	$ (7)
Notes receivable from affiliate	—	(554)	(19)	—
Other investing activities	9	4	—	—
Total	$ (88)	$ (624)	$ (25)	$ (7)

For PPL, the increase in expenditures for PP&E was due to an increase in project expenditures at PPL Electric, RIE, LG&E and KU. The increase in expenditures at PPL Electric was primarily due to an increase in distribution projects.

For PPL Electric, the change in "Notes receivable from affiliate" activity resulted from the funding of $554 million to an affiliate. See Note 11 to the Financial Statements for further discussion of intercompany borrowings.

Financing Activities

(All Registrants)

The components of the change in cash provided by (used in) financing activities for the three months ended March 31, 2024 compared with 2023 were as follows.

	PPL	PPL Electric	LG&E	KU
Change - Cash Provided (Used)				
Debt issuance/retirement, net	$ (229)	$ 470	$ (99)	$ (99)
Dividends	(6)	(14)	(6)	(12)
Capital contributions/distributions, net	—	475	69	4
Change in short-term debt, net	284	(364)	207	53
Net increase (decrease) in notes payable with affiliate	—	—	—	28
Other financing activities	22	7	3	3
Total	$ 71	$ 574	$ 174	$ (23)

See Note 7 to the Financial Statements in this Form 10-Q for information on 2024 short-term and long-term debt activity, equity transactions and PPL dividends. See Note 8 to the Financial Statements in the Registrants' 2023 Form 10-K for information on 2023 activity.

Credit Facilities

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. Amounts borrowed under these credit facilities are reflected in "Short-term debt" on the Balance Sheets. At March 31, 2024, the total committed borrowing capacity under credit facilities and the borrowings under these facilities were:

External

	Committed Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity
PPL Capital Funding Credit Facilities (a)	$ 1,350	$ —	$ 218	$ 1,132
PPL Electric Credit Facility	650	—	1	649
LG&E Credit Facilities	500	—	28	472
KU Credit Facilities	400	—	45	355
Total Credit Facilities (b)	$ 2,900	$ —	$ 292	$ 2,608

(a) Includes a $1.25 billion syndicated credit facility with a $400 million borrowing sublimit for RIE and a $850 million sublimit for PPL Capital Funding. RIE's borrowing sublimit is adjustable, at the borrowers' option, from $0 to $600 million, with the remaining balance of the $1.25 billion available under the facility allocated to PPL Capital Funding. At March 31, 2024, PPL Capital Funding had $218 million commercial paper outstanding and RIE had no commercial paper outstanding. RIE's obligations under the facility are not guaranteed by PPL.
(b) The commitments under the credit facilities are provided by a diverse bank group, with no one bank and its affiliates providing an aggregate commitment of more than the following percentages of the total committed capacity: PPL - 9%, PPL Electric - 7%, LG&E - 7% and KU - 7%.

See Note 7 to the Financial Statements for further discussion of the Registrants' credit facilities.

Intercompany (LG&E and KU)

	Committed Capacity	Borrowed	Commercial Paper Issued	Unused Capacity
LG&E Money Pool (a)	$ 750	$ —	$ 28	$ 722
KU Money Pool (a)	650	37	45	568

(a) LG&E and KU participate in an intercompany money pool agreement whereby LKE and/or KU make available to LG&E, and LKE and/or LG&E make available to KU funds up to the difference between LG&E's and KU's FERC borrowing limit and LG&E's and KU's commercial paper issued, at an interest rate based on the lower of a market index of commercial paper issues and two additional rate options based on SOFR.

See Note 11 to the Financial Statements for further discussion of intercompany credit facilities.

Commercial Paper *(All Registrants)*

The Registrants, and PPL Capital Funding and RIE, maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs, as necessary. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are supported by the respective Registrant's credit facility, with PPL Capital Funding and RIE's issuances supported by PPL Capital Funding's syndicated credit facility. The following commercial paper programs were in place at March 31, 2024:

	Capacity	Commercial Paper Issuances	Unused Capacity
PPL Capital Funding (a)	$ 1,350	$ 218	$ 1,132
Rhode Island Energy (a)	400	—	400
PPL Electric	650	—	650
LG&E	500	28	472
KU	400	45	355
Total PPL	$ 3,300	$ 291	$ 3,009

(a) Issuances under the PPL Capital Funding and RIE commercial paper programs are supported by the PPL Capital Funding syndicated credit facility, which has a total capacity of $1.25 billion, currently with a $400 million borrowing sublimit for RIE and a $850 million sublimit for PPL Capital Funding. PPL Capital Funding's Commercial paper program is also backed by a separate bilateral credit facility for $100 million.

Long-term Debt *(All Registrants)*

See Note 7 to the Financial Statements for information regarding the Registrants' long-term debt activities.

Forecasted Uses of Cash *(PPL)*

Common Stock Dividends

In February 2024, PPL declared a quarterly common stock dividend, payable April 1, 2024, of 25.75 cents per share. Future dividends, declared at the discretion of the Board of Directors, will depend upon future earnings, cash flows, financial and legal requirements and other factors.

Rating Agency Actions

(All Registrants)

Moody's and S&P periodically review the credit ratings of the debt of the Registrants and their subsidiaries. Based on their respective independent reviews, the rating agencies may make certain ratings revisions or ratings affirmations.

A credit rating reflects an assessment by the rating agency of the creditworthiness associated with an issuer and particular securities that it issues. The credit ratings of the Registrants and their subsidiaries are based on information provided by the Registrants and other sources. The ratings of Moody's and S&P are not a recommendation to buy, sell or hold any securities of the Registrants or their subsidiaries. Such ratings may be subject to revisions or withdrawal by the agencies at any time and should be evaluated independently of each other and any other rating that may be assigned to the securities.

The credit ratings of the Registrants and their subsidiaries affect their liquidity, access to capital markets and cost of borrowing under their credit facilities. A downgrade in the Registrants' or their subsidiaries' credit ratings could result in higher borrowing costs and reduced access to capital markets. The Registrants and their subsidiaries have no credit rating triggers that would result in the reduction of access to capital markets or the acceleration of maturity dates of outstanding debt.

Since June 2023, the rating agencies have taken no ratings actions related to the Registrants and their subsidiaries.

Ratings Triggers

(PPL, LG&E and KU)

Various derivative and non-derivative contracts, including contracts for the sale and purchase of electricity and fuel, commodity transportation and storage, and interest rate instruments, contain provisions that require the posting of additional collateral or permit the counterparty to terminate the contract, if PPL's, LG&E's or KU's or their subsidiaries' credit rating, as applicable, were to fall below investment grade. See Note 14 to the Financial Statements for a discussion of "Credit Risk-Related Contingent Features," including a discussion of the potential additional collateral requirements for PPL for derivative contracts in a net liability position at March 31, 2024.

(All Registrants)

For additional information on the Registrants' liquidity and capital resources, see "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Registrants' 2023 Form 10-K.

Risk Management *(All Registrants)*

Market Risk

See Notes 13 and 14 to the Financial Statements for information about the Registrants' risk management objectives, valuation techniques and accounting designations.

The forward-looking information presented below provides estimates of what may occur in the future, assuming certain adverse market conditions and model assumptions. Actual future results may differ materially from those presented. These are not precise indicators of expected future losses, but are rather only indicators of possible losses under normal market conditions at a given confidence level.

Interest Rate Risk

PPL and its subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. A variety of financial derivative instruments are utilized to adjust the mix of fixed and floating interest rates in their debt portfolios, adjust the duration of the debt portfolios and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under PPL's risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolio due to changes in benchmark interest rates. In addition, the interest rate risk of certain subsidiaries is potentially mitigated as a result of the existing regulatory framework or the timing of rate cases.

The following interest rate hedges were outstanding at March 31, 2024.

	Exposure Hedged	Fair Value, Net - Asset (Liability) (a)	Effect of a 10% Adverse Movement in Rates (b)	Maturities Ranging Through
PPL and LG&E				
Economic hedges				
Interest rate swaps (c)	$ 64	$ (5)	$ (1)	2033

(a) Includes accrued interest, if applicable.
(b) Effects of adverse movements decrease assets or increase liabilities, as applicable, which could result in an asset becoming a liability. Sensitivities represent a 10% adverse movement in interest rates.
(c) Realized changes in the fair value of such economic hedges are recoverable through regulated rates and any subsequent changes in the fair value of these derivatives are included in regulatory assets or regulatory liabilities.

The Registrants are exposed to a potential increase in interest expense and to changes in the fair value of their debt portfolios. The estimated impact of a 10% adverse movement in interest rates on the fair value of debt at March 31, 2024 is shown below.

	10% Adverse Movement in Rates on Fair Value of Debt
PPL	$ 630
PPL Electric	271
LG&E	94
KU	135

Commodity Price Risk

PPL is exposed to commodity price risk through its subsidiaries as described below.

- PPL Electric is required to purchase electricity to fulfill its obligation as a PLR. Potential commodity price risk is mitigated through its PAPUC-approved cost recovery mechanism and full-requirement supply agreements to serve its PLR customers which transfer the risk to energy suppliers.
- LG&E's and KU's rates include certain mechanisms for fuel, fuel-related expenses and energy purchases. In addition, LG&E's rates include a mechanism for natural gas supply costs. These mechanisms generally provide for timely recovery of market price fluctuations associated with these costs.
- RIE utilizes derivative instruments pursuant to its RIPUC-approved plan to manage commodity price risk associated with its natural gas purchases. RIE's commodity price risk management strategy is to reduce fluctuations in firm gas sales prices to its customers. RIE's costs associated with derivatives instruments are recoverable through its RIPUC-approved cost recovery mechanisms. RIE is required to purchase electricity to fulfill its obligation to provide Last Resort Service (LRS). Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms and full requirements service agreements to serve LRS customers, which transfer the risk to energy suppliers. RIE is required to contract through long-term agreements for clean energy supply under the Rhode Island Renewable Energy Growth program and Long-term Clean Energy Standard. Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms, which true-up cost differences between contract prices and market prices.

Volumetric Risk

Volumetric risk is the risk related to the changes in volume of retail sales due to weather, economic conditions or other factors. PPL is exposed to volumetric risk through its subsidiaries as described below:

- PPL Electric, LG&E and KU are exposed to volumetric risk on retail sales, mainly due to weather and other economic conditions for which there is limited mitigation between rate cases.
- RIE is exposed to volumetric risk, which is significantly mitigated by regulatory mechanisms. RIE's electric and gas distribution rates both have a revenue decoupling mechanism, which allows for annual adjustments to RIE's delivery rates.

Inflation and Supply Chain Related Risk

PPL and its subsidiaries continue to monitor the impact of inflation and supply chain disruptions. PPL and its subsidiaries monitor the cost of fuel, construction, regulatory and environmental compliance costs and other costs. Mechanisms are in place to mitigate the risk of inflationary effects and supply chain disruptions, to the extent possible, but increased costs and supply chain disruptions may directly or indirectly affect our ongoing operations. These mechanisms include pricing strategies, productivity improvements and cost reductions in order to ensure that the Registrants are able to procure the necessary materials and other resources needed to maintain services in a safe and reliable manner, and to grow infrastructure consistent with the capital expenditure plan. For additional information see "Forward-looking Information" at the beginning of this report and “Item 1A. Risk Factors" of the Registrants' 2023 Form 10-K.

Credit Risk

See Notes 13 and14 to the Financial Statements in this Form 10-Q and "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition - Risk Management - Credit Risk" in the Registrants' 2023 Form 10-K for additional information.

Related Party Transactions *(All Registrants)*

The Registrants are not aware of any material ownership interests or operating responsibility by senior management in outside partnerships, including leasing transactions with variable interest entities, or other entities doing business with the Registrants. See Note 11 to the Financial Statements for additional information on related party transactions for PPL Electric, LG&E and KU.

Acquisitions, Development and Divestitures *(All Registrants)*

The Registrants from time to time evaluate opportunities for potential acquisitions, divestitures and development projects. Development projects are reexamined based on market conditions and other factors to determine whether to proceed with, modify or terminate the projects. Any resulting transactions may impact future financial results. See Note 8 to the Financial Statements for additional information on acquisition, development, and divestiture activity.

Environmental Matters *(All Registrants)*

Extensive federal, state and local environmental laws and regulations are applicable to the Registrants' air emissions, water discharges and the management of hazardous and solid waste, as well as other aspects of the Registrants' businesses. The costs of compliance or alleged non-compliance cannot be predicted with certainty but could be significant. In addition, costs may increase significantly if the requirements or scope of environmental laws or regulations, or similar rules, are expanded or changed. Costs may take the form of increased capital expenditures or operating and maintenance expenses, monetary fines, penalties or other restrictions. Many of these environmental law considerations are also applicable to the operations of key suppliers, or customers, such as coal producers and industrial power users, and may impact the costs for their products or their demand for the Registrants' services. Increased capital and operating costs are expected to be subject to rate recovery. The Registrants can provide no assurances as to the ultimate outcome of future environmental or rate proceedings before regulatory authorities.

See "Environmental Matters" in Item 1. "Business" in the Registrants' 2023 Form 10-K for information about environmental laws and regulations affecting the Registrants' business. See "Financial Condition - Liquidity and Capital Resources - Forecasted Uses of Cash - Capital Expenditures" in "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Registrants' 2023 Form 10-K for information on projected environmental capital expenditures for 2024 through 2026. See "Legal Matters" in Note 10 to the Financial Statements for a discussion of the more significant environmental claims. See Note 15 to the Financial Statements for information related to the impacts of CCRs on AROs.

The information below represents an update to "Item 1. Business – Environmental Matters" in the Registrants' 2023 Form 10-K.

Air

(PPL, LG&E and KU)

NAAQS

The Clean Air Act has a significant impact on the operation of fossil fuel generation plants. The Clean Air Act requires the EPA periodically to establish and review NAAQS for six pollutants: carbon monoxide, lead, nitrogen dioxide, ozone (contributed to by nitrogen oxide emissions), particulate matter and sulfur dioxide. In December 2020, the EPA released final actions keeping the existing NAAQS standard for particulate matter and ozone without change, but the EPA subsequently announced reconsideration of those decisions in June 2021. On March 6, 2024, the EPA finalized revisions to the particulate matter standard that lowers the primary standard for fine particulates. Based on the new standard, the EPA could potentially designate Jefferson County, Kentucky (Louisville) as being in nonattainment with the new particulate matter standard and require additional particulate matter reductions from sources including LG&E's Mill Creek Station. The new particulate matter standard may also result in more stringent requirements for new generation located in nonattainment areas. PPL, LG&E, and KU are unable to predict future implementation actions or the outcome of future evaluations by the EPA and the states with respect to the NAAQS standards.

In March 2021, the EPA released final revisions to the Cross-State Air Pollution Rule (CSAPR), aimed at ensuring compliance with the 2008 ozone NAAQS and providing for reductions in ozone season nitrogen oxide emissions for 2021 and subsequent years. Additionally, the EPA reversed its previous approval of the Kentucky State Implementation Plan with respect to these requirements. In March 2023, the EPA Administrator released a final Federal Implementation Plan under the Good Neighbor provisions of the Clean Air Act providing for significant additional nitrogen oxide emission reductions for compliance with the revised 2015 ozone NAAQS. The reductions in Kentucky state-wide nitrogen oxide budgets were scheduled to commence in 2023, with the largest reductions planned for 2026, based on the installation time frame for certain selective catalytic reduction controls, subject to future specific allowance calculations. PPL, LG&E and KU are currently assessing the potential impact of the Good Neighbor Plan revisions on operations. The rules provide for reduced availability of NOx allowances that have historically permitted operational flexibility for fossil units and could potentially result in constraints that may require implementation of additional emission controls or accelerate implementation of lower emission generation technologies. In response to judicial orders that stayed the EPA's denial of certain state implementation plans, the EPA in July 2023 issued an interim stay of implementation of Good Neighbor Plan requirements for emission sources in several states including Kentucky. Legal challenges to CSAPR and related determinations remain pending and the U.S. Supreme Court will hear arguments on numerous stay applications filed by states and industry groups over the Good Neighbor Plan. In January 2023, the EPA released a proposed revision to increase the stringency of the current NAAQS for particulate matter. The EPA is continuing review of its previous determinations made in December 2020 to retain the existing NAAQS for ozone without change.

PPL, LG&E, and KU are unable to predict the ultimate outcome of pending litigation or future emission reductions that may be required by future federal rules or state implementation actions. Compliance with the NAAQS, CSAPR, Good Neighbor Plan, and related requirements may require installation of additional pollution controls or other compliance actions, inclusive of retirements, the costs of which PPL, LG&E and KU believe would be subject to rate recovery.

Proposed Modification of Mercury and Air Toxics Standards

In 2012, the EPA issued the Mercury and Air Toxics Standards (MATS) rule requiring reductions in mercury and other hazardous air pollutants from fossil fuel-fired power plants. LG&E and KU installed significant controls to achieve compliance with MATS and other rules. On April 25, 2024, the EPA released a pre-publication version of a final rule increasing the stringency of MATS and further reducing emissions of certain hazardous air pollutants to reflect perceived developments in control technologies. PPL, LG&E, and KU are reviewing the final rule to determine its impact and do not expect significant operational changes or additional controls to be required.

Proposed Greenhouse Gas Standards

On April 25, 2024, the EPA released a pre-publication version of a final rule under Section 111 of the Clean Air Act which establishes performance standards and emissions limits aimed at reducing GHG emissions from certain new, existing, and modified fossil fuel-fired electric generating units (EGUs). The standards would require phased implementation of carbon mitigation technologies including state-of-the-art efficiency requirements, carbon capture and sequestration, and natural gas co-firing. New natural gas EGUs would be immediately subject to the stricter efficiency standard. PPL, LG&E, and KU are unable to predict the impact of new GHG reduction requirements until completion of a comprehensive review and resolution of related legal and regulatory proceedings. While the impact of new GHG reduction requirements on operations and financial results of operations could potentially be substantial, the cost of complying with such requirements is expected to be subject to rate recovery.

New Accounting Guidance *(All Registrants)*

There has been no new accounting guidance adopted in 2024. See Note 17 to the Financial Statements for discussion of significant accounting guidance pending adoption as of March 31, 2024.

Other Matters

On March 6, 2024, the SEC adopted final rules that require registrants to disclose certain climate-related information in registration statements and annual reports. The final rules require registrants to disclose, among other things, material climate-related risks, activities to mitigate such risks and information about oversight by the registrant’s board of directors and management’s role in managing material climate-related risks. The final rule also requires registrants to provide information related to any climate-related targets or goals that are material to the registrant’s business, results of operations, or financial condition. A majority of the reporting requirements are applicable to the fiscal year beginning in 2025, with the addition of assurance reporting for greenhouse gas emissions starting in 2029 for large accelerated filers. Litigation challenging the new rule was filed by multiple parties in multiple jurisdictions, which have been consolidated and assigned to the U.S. Court of Appeals for the Eighth Circuit. On April 4, 2024, the SEC announced that it is voluntarily staying the implementation of the climate disclosure regulations while the U.S. Court of Appeals considers the litigation. The Registrants are currently evaluating the impact of the final rules on their respective consolidated financial statements and related disclosures.

Application of Critical Accounting Policies *(All Registrants)*

Financial condition and results of operations are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. The following table summarizes the accounting policies by Registrant that are particularly important to an understanding of the reported financial condition or results of operations and require management to make estimates or other judgments of matters that are inherently uncertain. See "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Registrants' 2023 Form 10-K for a discussion of each critical accounting policy.

	PPL	PPL Electric	LG&E	KU
Defined Benefits	X	X	X	X
Income Taxes	X	X	X	X
Regulatory Assets and Liabilities	X	X	X	X
Price Risk Management	X			
Goodwill Impairment	X		X	X
AROs			X	X
Revenue Recognition - Unbilled Revenue	X		X	X

PPL Corporation
PPL Electric Utilities Corporation
Louisville Gas and Electric Company
Kentucky Utilities Company

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Reference is made to "Risk Management" in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

The Registrants' principal executive officers and principal financial officers, based on their evaluation of the Registrants' disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) have concluded that, as of March 31, 2024, the Registrants' disclosure controls and procedures are effective to ensure that material information relating to the Registrants and their consolidated subsidiaries is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, particularly during the period for which this quarterly report has been prepared. The principal officers have concluded that the disclosure controls and procedures are also effective to ensure that information required to be disclosed in reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive and principal financial officers, to allow for timely decisions regarding required disclosure.

(b) Change in internal controls over financial reporting.

The Registrants' principal executive officers and principal financial officers have concluded that there were no changes in the Registrants' internal controls over financial reporting during the Registrants' first fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrants' internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding legal, tax, regulatory, environmental or other administrative proceedings that became reportable events or were pending in the first quarter of 2024 see:

- "Item 3. Legal Proceedings" in each Registrant's 2023 Form 10-K; and
- Notes 5, 6, 8 and 10 to the Financial Statements.

Item 1A. Risk Factors

There have been no material changes in the Registrants' risk factors from those disclosed in "Item 1A. Risk Factors" of the Registrants' 2023 Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Securities Trading Plans of Directors and Executive Officers

During the three months ended March 31, 2024, none of our directors or executive officers adopted, terminated or modified any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as such terms are defined in Item 408 of Regulation S-K.

Item 6. Exhibits

The following Exhibits indicated by an asterisk preceding the Exhibit number are filed herewith. The balance of the Exhibits has heretofore been filed with the Commission and pursuant to Rule 12(b)-23 are incorporated herein by reference. Exhibits indicated by a [_] are filed or listed pursuant to Item 601(b)(10)(iii) of Regulation S-K.

4(a)	- Supplemental Indenture No. 25, dated as of January 1, 2024, of PPL Electric Utilities Corporation to The Bank of New York Mellon, as Trustee (Exhibit 4(a) to PPL Corporation Form 8-K Report (File No. 1-11459) dated January 5, 2024)
4(b)	- Sixth Supplemental Indenture, dated March 25, 2024, between The Narragansett Electric Company and The Bank of New York Mellon (Exhibit 4.2 to PPL Corporation Form 8-K Report (File No. 1-11459) dated March 25, 2024)
*10(a)	- Commitment Extension Agreement and Amendment No. 2, dated as of February 29, 2024, to the Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 among PPL Capital Funding, Inc., as Borrower, The Narragansett Electric Company, as Borrower, PPL Corporation, as Guarantor, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender.
*10(b)	- Commitment Extension Agreement and Amendment No. 2, dated as of February 29, 2024, to the Amended and Restated Revolving Credit Agreement, dated as of December 6, 2021, among PPL Electric Utilities Corporation, as the Borrower, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender.
*10(c)	- Commitment Extension Agreement and Amendment No. 2, dated as of February 29, 2024, to the Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 among Louisville Gas and Electric Company, as Borrower, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender.
*10(d)	- Commitment Extension Agreement and Amendment No. 2, dated as of February 29, 2024, to the Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 among Kentucky Utilities Company, as Borrower, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swingline Lender.

Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended March 31, 2024, filed by the following officers for the following companies:

*31(a)	- PPL Corporation's principal executive officer
*31(b)	- PPL Corporation's principal financial officer
*31(c)	- PPL Electric Utilities Corporation's principal executive officer
*31(d)	- PPL Electric Utilities Corporation's principal financial officer
*31(e)	- Louisville Gas and Electric Company's principal executive officer
*31(f)	- Louisville Gas and Electric Company's principal financial officer
*31(g)	- Kentucky Utilities Company's principal executive officer
*31(h)	- Kentucky Utilities Company's principal financial officer

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended March 31, 2024, furnished by the following officers for the following companies:

*32(a)	- PPL Corporation's principal executive officer and principal financial officer
*32(b)	- PPL Electric Utilities Corporation's principal executive officer and principal financial officer
*32(c)	- Louisville Gas and Electric Company's principal executive officer and principal financial officer
*32(d)	- Kentucky Utilities Company's principal executive officer and principal financial officer

101.INS	- XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	- XBRL Taxonomy Extension Schema
101.CAL	- XBRL Taxonomy Extension Calculation Linkbase
101.DEF	- XBRL Taxonomy Extension Definition Linkbase
101.LAB	- XBRL Taxonomy Extension Label Linkbase
101.PRE	- XBRL Taxonomy Extension Presentation Linkbase
104	- The Cover Page Interactive Data File is formatted as Inline XBRL and contained in Exhibits 101.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

PPL Corporation
(Registrant)

Date: May 1, 2024

/s/ Marlene C. Beers
Marlene C. Beers
Vice President and Controller
(Principal Accounting Officer)

PPL Electric Utilities Corporation
(Registrant)

Date: May 1, 2024

/s/ Marlene C. Beers
Marlene C. Beers
Vice President and Controller
(Principal Accounting and Financial Officer)

Louisville Gas and Electric Company
(Registrant)

Kentucky Utilities Company
(Registrant)

Date: May 1, 2024

/s/ Christopher M. Garrett
Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Accounting and Financial Officer)

Execution Version

COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT
(Commitment Extension Pursuant to Section 2.08(d) of Credit Agreement and Amendments Pursuant to Section 9.05 of Existing Credit Agreement)

This **COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT** (this "***Agreement***") dated as of February 29, 2024, is entered into by and among **PPL CAPITAL FUNDING, INC.**, a Delaware corporation ("***Company***"), The Narragansett Electric Company, a Rhode Island corporation (the "***Designated Borrower***" and together with the Company, each a "***Borrower***" and collectively, the "***Borrowers***"), PPL Corporation, a Pennsylvania corporation ("**Guarantor**"), the undersigned Lenders (as defined in the Credit Agreement) extending their 2027 Revolving Commitments (as defined in the Credit Agreement) (the "***2027 Extending Lenders***"), the Consenting Lenders (as defined below) party hereto and **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as Administrative Agent (in such capacity, the "***Administrative Agent***"), Swingline Lender and Issuing Lender. Capitalized terms used and not otherwise defined herein shall have the meanings attributed to them in the Credit Agreement (as hereinafter defined).

RECITALS

A. Borrowers, Guarantor, the 2027 Extending Lenders, the Consenting Lenders and the Administrative Agent are parties to that certain Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 (as amended by that certain Amendment No. 1 to Amended and Restated Revolving Credit Agreement, dated as March 30, 2023, and as further amended, restated, or otherwise modified from time to time prior to the date hereof, the "***Existing Credit Agreement***" and as amended hereby, the "***Credit Agreement***").

B. Pursuant to Section 2.08(d) of the Credit Agreement, the Borrowers desire to change the existing 2027 Termination Date, effective as of the Effective Date, from December 6, 2027 to December 6, 2028 and the 2027 Revolving Lenders party hereto constituting 2027 Extending Lenders and holding 2027 Revolving Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments agree to such extension. Pursuant to Section 2.08(d) of the Credit Agreement, Borrowers have requested an extension of the 2027 Termination Date (the "***2027 Commitment Extension***") of the 2027 Revolving Commitments from December 6, 2027 to December 6, 2028, effective on the Effective Date.

C. Each of the undersigned 2027 Extending Lenders has agreed to extend its 2027 Revolving Commitment in accordance with Section 1 hereto.

D. Pursuant to Section 9.05 of the Credit Agreement, the Borrowers desire to amend the definition of "Quarterly Date" in Section 1.01 of the Existing Credit Agreement as set forth in Section 4 of this Agreement, and the Lenders party hereto constituting all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment (as defined below) (the "***Consenting Lenders***") agree to such amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Extension of Commitments. Effective as of the Effective Date, the 2027 Termination Date of the 2027 Revolving Commitment of each 2027 Extending Lender shall be extended to December 6, 2028 which, for purposes of Section 2.08(d)(ii) of the Credit Agreement, shall be the "***Current Termination Date***" with respect to the 2027 Revolving Commitments. Each 2027 Extending Lender hereby waives the notice periods, notice and timing requirements set forth in Section 2.08(d) of the Credit Agreement for the extension of the 2027 Termination Date.

2. Conditions Precedent to Effectiveness of Commitment Extension and Amendments. The Commitment Extensions and the amendments to the Existing Credit Agreement as set forth in Sections 3 to 5 hereunder shall be effective on and as of the first date on which the following conditions have been satisfied (the "***Effective Date***"):

1) Administrative Agent shall have received:

   a) counterparts of this Agreement, executed by each Borrower, Guarantor, each 2027 Extending Lender and the Consenting Lenders (which, for the avoidance of doubt, constitutes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment);

   b) an Extension Letter relating to the 2027 Commitment Extension as required by Section 2.08(d)(ii);

   c) a certificate of each Borrower dated the Effective Date and signed by an Authorized Officer of the applicable Borrower, certifying that:

      i) on such date, no Default under the Credit Agreement has occurred and is continuing;

      ii) the representations and warranties of such Borrower contained in the Credit Agreement are true and correct as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct as of such earlier date and except for the representations and warranties in Section 5.04(c), Section 5.05 and Section 5.13 of the Credit Agreement; and

      iii) (A) In the case of the Company, no authorization, consent or approval of any Governmental Authority is required to be obtained by such Borrower to authorize the Commitment Extensions, or, (B) in the case of the Designated Borrower, any governmental, regulatory and third party approvals of any Governmental Authority required to be obtained by the Borrower to authorize the Commitment Extensions are attached thereto and remain in full force and effect.

   d) a certificate of the Guarantor dated the Effective Date signed by an Authorized Officer of the Guarantor, certifying that:

      i) on such date, no Default under the Credit Agreement has occurred and is continuing;

      ii) the representations and warranties of the Guarantor contained in the Credit Agreement are true and correct as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct as of such earlier date and except for the representations and warranties in Section 5.04(c), Section 5.05, Section 5.13 and Section 5.15(a) of the Credit Agreement; and

      iii) no authorization, consent or approval of any Governmental Authority is required to be obtained by the Guarantor to authorize the Commitment Extensions.

   e) Opinions of (i) Bracewell LLP, counsel to each of the Loan Parties, and (ii) in-house counsel to the Loan Parties, addressed to the Administrative Agent and each Lender, dated the Effective Date, in form and substance satisfactory to the Administrative Agent.

2) Borrowers shall have paid all fees and expenses that are required to be paid as of the date set forth in that certain fee letter dated February 5, 2024, between the Borrowers and Wells Fargo Securities, LLC;

3) Lenders holding Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments of the Lenders on or prior to the Effective Date shall have agreed to extend the 2027 Termination Date in accordance with the terms hereof; and

4) the Master Assignment and Assumption Agreement (the "***Master Assignment***"), by and among the Borrowers, the Administrative Agent, Credit Suisse AG, New York Branch, as assignor of all of its Commitments and the Lenders party thereto as assignees, shall have been executed and is effective immediately prior to the Effective Date.

3. 2027 Termination Date Extension. Upon execution of this Agreement by the requisite Lenders under Sections 2.08(d) and 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "2027 Termination Date" in its entirety and replacing it with the following:

""2027 Termination Date" means the earlier to occur of (i) December 6, 2028, as may be extended from time to time pursuant to Section 2.08(d), and (ii) the date upon which all 2027 Revolving Commitments shall have been terminated in their entirety in accordance with this Agreement."

4. Quarterly Date Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement (which, for the avoidance of doubt, includes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment), with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "Quarterly Date" in its entirety and replacing it with the following:

""Quarterly Date" means the tenth (10^{th}) Business Day following the last day of each of March, June, September and December."

5. Optional Extensions Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, the words "but on not more than two occasions during the term of the revolving credit facilities hereunder" in the first sentence of Section 2.08(d)(ii) of the Existing Credit Agreement is amended by replacing it with the following: "but (i) with respect to the 2026 Revolving Commitments, on not more than two occasions and (ii) with respect to the 2027 Revolving Commitments, on not more than one occasion, in each case, during the term of the revolving credit facilities hereunder".

6. Commitments. Each party hereto acknowledges and agrees that as of the Effective Date, (a) Appendix A1 of the Credit Agreement is replaced with Appendix A1 of this Agreement, (b) Appendix A2 of the Credit Agreement is replaced with Appendix A2 of this Agreement, (a) Appendix A3 of the Credit Agreement is replaced with Appendix A3 of this Agreement, (a) Appendix A4 of the Credit Agreement is replaced with Appendix A4 of this Agreement.

7. Miscellaneous.

(a) (i) Headings and captions may not be construed in interpreting provisions; (ii) this Agreement shall be governed by, and construed in accordance with, the law of the State of New York; and (iii) this Agreement may be executed in any number of counterparts with the same effect as if all signatories had signed the same document, and all of those counterparts must be construed together to constitute the same document. Delivery of an executed signature page of this Agreement by facsimile transmission or in electronic (i.e., "pdf" or "tif") format shall be effective as delivery of a manually executed counterpart hereof. The words "execute," "execution," "signed," "signature," "delivery" and words of like import in or related to the Agreement shall be deemed to include electronic signatures or execution in the form of an electronic record, and contract formations on electronic platforms approved by the Agent, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act. This Agreement shall become effective when each party hereto shall have received a counterpart hereof signed by the other parties hereto.

(b) Upon and after the execution of this Agreement by each of the parties hereto, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof" or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to "the Credit Agreement", "thereunder", "thereof" or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as modified hereby. This Agreement shall constitute a Loan Document.

(c) The provisions set forth in Section 9.07 and 9.11 of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

8. NO NOVATION; FULL FORCE AND EFFECT; RATIFICATION; ENTIRE AGREEMENT. NOTHING HEREIN CONTAINED SHALL BE CONSTRUED AS A NOVATION (OR A SUBSTITUTION, A PAYMENT AND REBORROWING, OR A TERMINATION) OF THE OBLIGATIONS OUTSTANDING UNDER THE CREDIT AGREEMENT OR INSTRUMENTS GUARANTEEING OR SECURING THE SAME. EXCEPT AS EXPRESSLY MODIFIED HEREIN, ALL OF THE TERMS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT ARE UNCHANGED AND REMAIN IN FULL FORCE AND EFFECT, AND, AS MODIFIED HEREBY, THE BORROWERS AND THE GUARANTOR CONFIRM AND RATIFY ALL OF THE TERMS, COVENANTS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT. THIS AGREEMENT SHALL CONSTITUTE A LOAN DOCUMENT FOR ALL PURPOSES OF THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS. THE EXECUTION, DELIVERY AND EFFECTIVENESS OF THIS AGREEMENT SHALL NOT, EXCEPT AS EXPRESSLY PROVIDED HEREIN, OPERATE AS A WAIVER OF ANY RIGHT, POWER OR REMEDY OF ANY LENDER OR THE ADMINISTRATIVE AGENT UNDER ANY OF THE LOAN DOCUMENTS, NOR, EXCEPT AS EXPRESSLY APPROVED HEREIN, CONSTITUTE A WAIVER OR AMENDMENT OF ANY PROVISION OF ANY OF THE LOAN DOCUMENTS. THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS, TOGETHER WITH THIS AGREEMENT, REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

PPL CAPITAL FUNDING, INC.
a Delaware corporation

By: ______________________
Name: Tadd J. Henninger
Title: Senior VP & Treasurer

PPL CORPORATION
a Pennsylvania corporation

By: ______________________
Name: Tadd J. Henninger
Title: Senior VP-Finance and Treasurer

THE NARRAGANSETT ELECTRIC COMPANY
a Rhode Island corporation

By: ______________________
Name: Tadd J. Henninger
Title: Senior VP & Treasurer

WELLS FARGO BANK, NATIONAL ASSOCIATION
as Administrative Agent, Swingline Lender and Issuing Lender

By: ______________________
Name: Patrick Engel
Title: Managing Director

WELLS FARGO BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

Name: Patrick Engel
Title: Managing Director

JPMORGAN CHASE BANK, N.A.,
as a 2027 Extending Lender and a Consenting Lender

Name: Khawaja Tariq
Title: Vice President

BANK OF AMERICA, N.A.
as a 2027 Extending Lender and a Consenting Lender

dee dee farkas

Name: Dee Dee Farkas
Title: Managing Director

BARCLAYS BANK PLC
as a 2027 Extending Lender and a Consenting Lender

Name: Sydney G. Dennis
Title: Director

MIZUHO BANK, LTD.
as a 2027 Extending Lender and a Consenting Lender

Edward Sacks

Name: Edward Sacks
Title: Authorized Signatory

BANK OF MONTREAL
as a 2027 Extending Lender and a Consenting Lender

Name: Yash Gandhi
Title: Vice President

Canadian Imperial Bank of Commerce, New York Branch
as a 2027 Extending Lender and a Consenting Lender

Name: Amit Vasani
Title: Managing Director

GOLDMAN SACHS BANK USA
as a 2027 Extending Lender and a Consenting Lender

By: Andrew B. Vernon
Name: Andrew Vernon
Title: Authorized Signatory

MORGAN STANLEY BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

By: Michael King
Name: Michael King
Title: Authorized Signatory

MUFG BANK, LTD.,
as a 2027 Extending Lender and a Consenting Lender

Name: Viet-Linh Fujitaki
Title: Director

PNC BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By:
Name: Ryan Rockwood
Title: Vice President

ROYAL BANK OF CANADA
as a 2027 Extending Lender and a Consenting Lender

MEG DONNELLY

Name: Meg Donnelly
Title: Authorized Signatory

THE BANK OF NOVA SCOTIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Dewar
Title: Director

TRUIST BANK
as a 2027 Extending Lender and a
Consenting Lender

By: ______________________
Name: Justin Lien
Title: Director

U.S. BANK NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By: ______________________________
Name: John Prigge
Title: Senior Vice President

/

FIRST NATIONAL BANK OF PENNSYLVANIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Diez
Title: Managing Director of Debt Capital Markets

SUMITOMO MITSUI BANKING CORPORATION
as a 2027 Extending Lender and a Consenting Lender

Name: Alkesh Nanavaty
Title: Executive Director

TD BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

Name: Bernadette Collins
Title: Senior Vice President

THE BANK OF NEW YORK MELLON
as a 2027 Extending Lender and a Consenting Lender

Molly H Ross

Name: Molly H. Ross
Title: Director

THE HUNTINGTON NATIONAL BANK
as a 2027 Extending Lender and a Consenting Lender

Name: Christopher Olsen
Title: Vice President

BANCO SANTANDER, S.A., NEW YORK BRANCH,
as a Consenting Lender

Name: Andres Barbosa
Title: Managing Director

Name Arturo Prieto
Title: Managing Director

Appendix A1

2026 INITIAL COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$37,053,571.43
Total	**$37,053,571.43**

2027 INITIAL COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$79,790,839.04
JPMorgan Chase Bank, N.A.	$79,790,839.02
Bank of America, N.A.	$79,790,839.02
Barclays Bank PLC	$79,790,839.02
Mizuho Bank, Ltd.	$79,790,839.02
Bank of Montreal	$62,872,437.63
Canadian Imperial Bank of Commerce, New York Branch	$62,872,437.63
Goldman Sachs Bank USA	$62,872,437.63
Morgan Stanley Bank, N.A.	$62,872,437.63
MUFG Bank, Ltd.	$62,872,437.63
PNC Bank, National Association	$62,872,437.63
Royal Bank of Canada	$62,872,437.63
The Bank of Nova Scotia	$62,872,437.63
Truist Bank	$62,872,437.63
U.S. Bank National Association	$62,872,437.63
First National Bank of Pennsylvania	$37,053,571.43
Sumitomo Mitsui Banking Corporation	$37,053,571.43
TD Bank, N.A.	$37,053,571.43
The Bank of New York Mellon	$37,053,571.43
The Huntington National Bank	$37,053,571.43
Total	**$1,212,946,428.57**

Appendix A2

2026 PPL EU COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$19,267,857.14
Total	**$19,267,857.14**

2027 PPL EU COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$41,491,236.30
JPMorgan Chase Bank, N.A.	$41,491,236.29
Bank of America, N.A.	$41,491,236.29
Barclays Bank PLC	$41,491,236.29
Mizuho Bank, Ltd.	$41,491,236.29
Bank of Montreal	$32,693,667.57
Canadian Imperial Bank of Commerce, New York Branch	$32,693,667.57
Goldman Sachs Bank USA	$32,693,667.57
Morgan Stanley Bank, N.A.	$32,693,667.57
MUFG Bank, Ltd.	$32,693,667.57
PNC Bank, National Association	$32,693,667.57
Royal Bank of Canada	$32,693,667.57
The Bank of Nova Scotia	$32,693,667.57
Truist Bank	$32,693,667.57
U.S. Bank National Association	$32,693,667.57
First National Bank of Pennsylvania	$19,267,857.14
Sumitomo Mitsui Banking Corporation	$19,267,857.14
TD Bank, N.A.	$19,267,857.14
The Bank of New York Mellon	$19,267,857.14
The Huntington National Bank	$19,267,857.14
Total	**$630,732,142.86**

2026 KU COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$11,857,142.86
Total	**$11,857,142.86**

2027 KU COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$25,533,068.48
JPMorgan Chase Bank, N.A.	$25,533,068.49
Bank of America, N.A.	$25,533,068.49
Barclays Bank PLC	$25,533,068.49
Mizuho Bank, Ltd.	$25,533,068.49
Bank of Montreal	$20,119,180.04
Canadian Imperial Bank of Commerce, New York Branch	$20,119,180.04
Goldman Sachs Bank USA	$20,119,180.04
Morgan Stanley Bank, N.A.	$20,119,180.04
MUFG Bank, Ltd.	$20,119,180.04
PNC Bank, National Association	$20,119,180.04
Royal Bank of Canada	$20,119,180.04
The Bank of Nova Scotia	$20,119,180.04
Truist Bank	$20,119,180.04
U.S. Bank National Association	$20,119,180.04
First National Bank of Pennsylvania	$11,857,142.86
Sumitomo Mitsui Banking Corporation	$11,857,142.86
TD Bank, N.A.	$11,857,142.86
The Bank of New York Mellon	$11,857,142.86
The Huntington National Bank	$11,857,142.86
Total	**$388,142,857.14**

Appendix A4

2026 LGE COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$14,821,428.57
Total	**$14,821,428.57**

2027 LGE COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$31,916,335.64
JPMorgan Chase Bank, N.A.	$31,916,335.61
Bank of America, N.A.	$31,916,335.61
Barclays Bank PLC	$31,916,335.61
Mizuho Bank, Ltd.	$31,916,335.61
Bank of Montreal	$25,148,975.05
Canadian Imperial Bank of Commerce, New York Branch	$25,148,975.05
Goldman Sachs Bank USA	$25,148,975.05
Morgan Stanley Bank, N.A.	$25,148,975.05
MUFG Bank, Ltd.	$25,148,975.05
PNC Bank, National Association	$25,148,975.05
Royal Bank of Canada	$25,148,975.05
The Bank of Nova Scotia	$25,148,975.05
Truist Bank	$25,148,975.05
U.S. Bank National Association	$25,148,975.05
First National Bank of Pennsylvania	$14,821,428.57
Sumitomo Mitsui Banking Corporation	$14,821,428.57
TD Bank, N.A.	$14,821,428.57
The Bank of New York Mellon	$14,821,428.57
The Huntington National Bank	$14,821,428.57
Total	**$485,178,571.43**

COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT
(Commitment Extension Pursuant to Section 2.08(d) of Credit Agreement and Amendments Pursuant to Section 9.05 of Existing Credit Agreement)

This **COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT** (this "***Agreement***") dated as of February 29, 2024, is entered into by and among **PPL ELECTRIC UTILITIES CORPORATION**, a Pennsylvania corporation (the "***Borrower***"), the undersigned Lenders (as defined in the Credit Agreement) extending their 2027 Revolving Commitments (as defined in the Credit Agreement) (the "***2027 Extending Lenders***"), the Consenting Lenders (as defined below) party hereto and **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as Administrative Agent (in such capacity, the "***Administrative Agent***"), Swingline Lender and Issuing Lender. Capitalized terms used and not otherwise defined herein shall have the meanings attributed to them in the Credit Agreement (as hereinafter defined).

RECITALS

A. Borrower, the 2027 Extending Lenders, the Consenting Lenders and the Administrative Agent are parties to that certain Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 (as amended by that certain Amendment No. 1 to Amended and Restated Revolving Credit Agreement, dated as March 30, 2023, and as further amended, restated, or otherwise modified from time to time prior to the date hereof, the "***Existing Credit Agreement***" and as amended hereby, the "***Credit Agreement***").

B. Pursuant to Section 2.08(d) of the Credit Agreement, the Borrower desires to change the existing 2027 Termination Date, effective as of the Effective Date, from December 6, 2027 to December 6, 2028 and the 2027 Revolving Lenders party hereto constituting 2027 Extending Lenders and holding 2027 Revolving Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments agree to such extension. Pursuant to Section 2.08(d) of the Credit Agreement, Borrower has requested an extension of the 2027 Termination Date (the "***2027 Commitment Extension***") of the 2027 Revolving Commitments from December 6, 2027 to December 6, 2028, effective on the Effective Date.

C. Each of the undersigned 2027 Extending Lenders has agreed to extend its 2027 Revolving Commitment in accordance with Section 1 hereto.

D. Pursuant to Section 9.05 of the Credit Agreement, the Borrower desires to amend the definition of "Quarterly Date" in Section 1.01 of the Existing Credit Agreement as set forth in Section 4 of this Agreement, and the Lenders party hereto constituting all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment (as defined below) (the "***Consenting Lenders***") agree to such amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Extension of Commitments.

Effective as of the Effective Date, the 2027 Termination Date of the 2027 Revolving Commitment of each 2027 Extending Lender shall be extended to December 6, 2028 which, for purposes of Section 2.08(d)(ii) of the Credit Agreement, shall be the "***Current Termination Date***" with respect to the 2027 Revolving Commitments. Each 2027 Extending Lender hereby waives the notice periods, notice and timing requirements set forth in Section 2.08(d) of the Credit Agreement for the extension of the 2027 Termination Date.

2. Conditions Precedent to Effectiveness of Commitment Extension and Amendments. The Commitment Extensions and the amendments to the Existing Credit Agreement as set forth in Sections 3 to 5 hereunder shall be effective on and as of the first date on which the following conditions have been satisfied (the "***Effective Date***"):

1) Administrative Agent shall have received:

   a) counterparts of this Agreement, executed by the Borrower, each 2027 Extending Lender and the Consenting Lenders (which, for the avoidance of doubt, constitutes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment);

   b) an Extension Letter relating to the 2027 Commitment Extension as required by Section 2.08(d)(ii);

   c) a certificate of the Borrower dated the Effective Date and signed by a Responsible Officer of the Borrower, certifying that:

      i) on such date, no Default under the Credit Agreement has occurred and is continuing;

      ii) the representations and warranties of the Borrower contained in the Credit Agreement are true and correct as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct as of such earlier date and except for the representations and warranties in Section 5.04(c), Section 5.05 and Section 5.13 of the Credit Agreement; and

      iii) any governmental, regulatory and third party approvals of any Governmental Authority, including, without limitation, the PUC and/or FERC, required to be obtained by the Borrower to authorize the Commitment Extensions are attached thereto and remain in full force and effect.

   d) Opinions of (i) Bracewell LLP, counsel to the Borrower, and (ii) in-house counsel to the Borrower, addressed to the Administrative Agent and each Lender, dated the Effective Date, in form and substance satisfactory to the Administrative Agent.

2) Borrower shall have paid all fees and expenses that are required to be paid as of the date set forth in that certain fee letter dated February 5, 2024, between the Borrower and Wells Fargo Securities, LLC;

3) Lenders holding Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments of the Lenders on or prior to the Effective Date shall have agreed to extend the 2027 Termination Date in accordance with the terms hereof; and

4) the Master Assignment and Assumption Agreement (the "***Master Assignment***"), by and among the Borrower, the Administrative Agent, Credit Suisse AG, New York Branch, as assignor of all of its Commitments and the Lenders party thereto as assignees, shall have been executed and is effective immediately prior to the Effective Date.

3. 2027 Termination Date Extension. Upon execution of this Agreement by the requisite Lenders under Sections 2.08(d) and 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "2027 Termination Date" in its entirety and replacing it with the following:

""2027 Termination Date" means the earlier to occur of (i) December 6, 2028, as may be extended from time to time pursuant to Section 2.08(d), and (ii) the date upon which all 2027 Revolving Commitments shall have been terminated in their entirety in accordance with this Agreement."

4. Quarterly Date Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement (which, for the avoidance of doubt, includes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment), with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "Quarterly Date" in its entirety and replacing it with the following:

"“Quarterly Date” means the tenth (10^{th}) Business Day following the last day of each of March, June, September and December.”

5. **Optional Extensions Amendment.** Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, the words “but on not more than two occasions during the term of the revolving credit facilities hereunder” in the first sentence of Section 2.08(d)(ii) of the Existing Credit Agreement is amended by replacing it with the following: “but (i) with respect to the 2026 Revolving Commitments, on not more than two occasions and (ii) with respect to the 2027 Revolving Commitments, on not more than one occasion, in each case, during the term of the revolving credit facilities hereunder”.

6. **Commitments.** Each party hereto acknowledges and agrees that as of the Effective Date, Appendix A of the Credit Agreement is replaced with Appendix A of this Agreement.

7. **Miscellaneous.**

(a) (i) Headings and captions may not be construed in interpreting provisions; (ii) this Agreement shall be governed by, and construed in accordance with, the law of the State of New York; and (iii) this Agreement may be executed in any number of counterparts with the same effect as if all signatories had signed the same document, and all of those counterparts must be construed together to constitute the same document. Delivery of an executed signature page of this Agreement by facsimile transmission or in electronic (i.e., “pdf” or “tif”) format shall be effective as delivery of a manually executed counterpart hereof. The words “execute,” “execution,” “signed,” “signature,” “delivery” and words of like import in or related to the Agreement shall be deemed to include electronic signatures or execution in the form of an electronic record, and contract formations on electronic platforms approved by the Agent, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act. This Agreement shall become effective when each party hereto shall have received a counterpart hereof signed by the other parties hereto.

(b) Upon and after the execution of this Agreement by each of the parties hereto, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as modified hereby. This Agreement shall constitute a Loan Document.

(c) The provisions set forth in Section 9.07 and 9.11 of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

8. NO NOVATION; FULL FORCE AND EFFECT; RATIFICATION; ENTIRE AGREEMENT. NOTHING HEREIN CONTAINED SHALL BE CONSTRUED AS A NOVATION (OR A SUBSTITUTION, A PAYMENT AND REBORROWING, OR A TERMINATION) OF THE OBLIGATIONS OUTSTANDING UNDER THE CREDIT AGREEMENT OR INSTRUMENTS GUARANTEEING OR SECURING THE SAME. EXCEPT AS EXPRESSLY MODIFIED HEREIN, ALL OF THE TERMS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT ARE UNCHANGED AND REMAIN IN FULL FORCE AND EFFECT, AND, AS MODIFIED HEREBY, THE BORROWER CONFIRMS AND RATIFIES ALL OF THE TERMS, COVENANTS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT. THIS AGREEMENT SHALL CONSTITUTE A LOAN DOCUMENT FOR ALL PURPOSES OF THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS. THE EXECUTION, DELIVERY AND EFFECTIVENESS OF THIS AGREEMENT SHALL NOT, EXCEPT AS EXPRESSLY PROVIDED HEREIN, OPERATE AS A WAIVER OF ANY RIGHT, POWER OR REMEDY OF ANY LENDER OR

THE ADMINISTRATIVE AGENT UNDER ANY OF THE LOAN DOCUMENTS, NOR, EXCEPT AS EXPRESSLY APPROVED HEREIN, CONSTITUTE A WAIVER OR AMENDMENT OF ANY PROVISION OF ANY OF THE LOAN DOCUMENTS. THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS, TOGETHER WITH THIS AGREEMENT, REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

PPL ELECTRIC UTILITIES CORPORATION
a Pennsylvania corporation

By: ____________________________
Name: Tadd J. Henninger
Title: Senior VP & Treasurer

WELLS FARGO BANK, NATIONAL ASSOCIATION
as Administrative Agent, Swingline Lender and Issuing Lender

By: ____________________________
Name: Patrick Engel
Title: Managing Director

WELLS FARGO BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

Name: Patrick Engel
Title: Managing Director

JPMORGAN CHASE BANK, N.A.,
as a 2027 Extending Lender and a Consenting Lender

Name: Khawaja Tariq
Title: Vice President

BANK OF AMERICA, N.A.
as a 2027 Extending Lender and a Consenting Lender

Name: Dee Dee Farkas
Title: Managing Director

BARCLAYS BANK PLC
as a 2027 Extending Lender and a Consenting Lender

Name: Sydney G. Dennis
Title: Director

MIZUHO BANK, LTD.
as a 2027 Extending Lender and a Consenting Lender

Edward Sacks

Name: Edward Sacks
Title: Authorized Signatory

BANK OF MONTREAL
as a 2027 Extending Lender and a Consenting Lender

Name: Yash Gandhi
Title: Vice President

Canadian Imperial Bank of Commerce, New York Branch
as a 2027 Extending Lender and a Consenting Lender

Name: Amit Vasani
Title: Managing Director

GOLDMAN SACHS BANK USA
as a 2027 Extending Lender and a Consenting Lender

By: Andrew B. Vernon
Name: Andrew Vernon
Title: Authorized Signatory

MORGAN STANLEY BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

By: Michael King
Name: Michael King
Title: Authorized Signatory

MUFG BANK, LTD.,
as a 2027 Extending Lender and a Consenting Lender

Name: Viet-Linh Fujitaki
Title: Director

PNC BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

Name: Ryan Rockwood
Title: Vice President

ROYAL BANK OF CANADA
as a 2027 Extending Lender and a Consenting Lender

MEG DONNELLY

Name: Meg Donnelly
Title: Authorized Signatory

THE BANK OF NOVA SCOTIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Dewar
Title: Director

TRUIST BANK
as a 2027 Extending Lender and a Consenting Lender

Name: Justin Lien
Title: Director

U.S. BANK NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By: ______________________________
Name: John Prigge
Title: Senior Vice President

FIRST NATIONAL BANK OF PENNSYLVANIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Diez
Title: Managing Director of Debt Capital Markets

SUMITOMO MITSUI BANKING CORPORATION
as a 2027 Extending Lender and a Consenting Lender

Name: Alkesh Nanavaty
Title: Executive Director

TD BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

Name: Bernadette Collins
Title: Senior Vice President

THE BANK OF NEW YORK MELLON
as a 2027 Extending Lender and a Consenting Lender

Molly H Ross

Name: Molly H. Ross
Title: Director

THE HUNTINGTON NATIONAL BANK
as a 2027 Extending Lender and a Consenting Lender

Name: Christopher Olsen
Title: Vice President

BANCO SANTANDER, S.A., NEW YORK BRANCH,
as a Consenting Lender

Name: Andres Barbosa
Title: Managing Director

Name: Arturo Prieto
Title: Managing Director

Appendix A

2026 REVOLVING COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$19,267,857.14
Total	**$19,267,857.14**

2027 REVOLVING COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$41,491,236.30
JPMorgan Chase Bank, N.A.	$41,491,236.29
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Royal Bank of Canada	$32,693,667.57
The Bank of Nova Scotia	$32,693,667.57
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First National Bank of Pennsylvania	$19,267,857.14
Sumitomo Mitsui Banking Corporation	$19,267,857.14
TD Bank, N.A.	$19,267,857.14
The Bank of New York Mellon	$19,267,857.14
The Huntington National Bank	$19,267,857.14
Total	**$630,732,142.86**

Exhibit 10(c)

Execution Version

COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT
(Commitment Extension Pursuant to Section 2.08(d) of Credit Agreement and Amendments Pursuant to Section 9.05 of Existing Credit Agreement)

This **COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT** (this "***Agreement***") dated as of February 29, 2024, is entered into by and among **LOUISVILLE GAS AND ELECTRIC COMPANY**, a Kentucky corporation (the "***Borrower***"), the undersigned Lenders (as defined in the Credit Agreement) extending their 2027 Revolving Commitments (as defined in the Credit Agreement) (the "***2027 Extending Lenders***"), the Consenting Lenders (as defined below) party hereto and **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as Administrative Agent (in such capacity, the "***Administrative Agent***"), Swingline Lender and Issuing Lender. Capitalized terms used and not otherwise defined herein shall have the meanings attributed to them in the Credit Agreement (as hereinafter defined).

RECITALS

A. Borrower, the 2027 Extending Lenders, the Consenting Lenders and the Administrative Agent are parties to that certain Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 (as amended by that certain Amendment No. 1 to Amended and Restated Revolving Credit Agreement, dated as March 30, 2023, and as further amended, restated, or otherwise modified from time to time prior to the date hereof, the "***Existing Credit Agreement***" and as amended hereby, the "***Credit Agreement***").

B. Pursuant to Section 2.08(d) of the Credit Agreement, the Borrower desires to change the existing 2027 Termination Date, effective as of the Effective Date, from December 6, 2027 to December 6, 2028 and the 2027 Revolving Lenders party hereto constituting 2027 Extending Lenders and holding 2027 Revolving Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments agree to such extension. Pursuant to Section 2.08(d) of the Credit Agreement, Borrower has requested an extension of the 2027 Termination Date (the "***2027 Commitment Extension***") of the 2027 Revolving Commitments from December 6, 2027 to December 6, 2028, effective on the Effective Date.

C. Each of the undersigned 2027 Extending Lenders has agreed to extend its 2027 Revolving Commitment in accordance with Section 1 hereto.

D. Pursuant to Section 9.05 of the Credit Agreement, the Borrower desires to amend the definition of "Quarterly Date" in Section 1.01 of the Existing Credit Agreement as set forth in Section 4 of this Agreement, and the Lenders party hereto constituting all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment (as defined below) (the "***Consenting Lenders***") agree to such amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Extension of Commitments.

Effective as of the Effective Date, the 2027 Termination Date of the 2027 Revolving Commitment of each 2027 Extending Lender shall be extended to December 6, 2028 which, for purposes of Section 2.08(d)(ii) of the Credit Agreement, shall be the "***Current Termination Date***" with respect to the 2027 Revolving Commitments. Each 2027 Extending Lender hereby waives the notice periods, notice and timing requirements set forth in Section 2.08(d) of the Credit Agreement for the extension of the 2027 Termination Date.

2. Conditions Precedent to Effectiveness of Commitment Extension and Amendments. The Commitment Extensions and the amendments to the Existing Credit Agreement as set forth in Sections 3 to 5 hereunder shall be effective on and as of the first date on which the following conditions have been satisfied (the "***Effective Date***"):

1) Administrative Agent shall have received:

   a) counterparts of this Agreement, executed by the Borrower, each 2027 Extending Lender and the Consenting Lenders (which, for the avoidance of doubt, constitutes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment);

   b) an Extension Letter relating to the 2027 Commitment Extension as required by Section 2.08(d)(ii);

   c) a certificate of the Borrower dated the Effective Date and signed by a Responsible Officer of the Borrower, certifying that:

      i) on such date, no Default under the Credit Agreement has occurred and is continuing;

      ii) the representations and warranties of the Borrower contained in the Credit Agreement are true and correct as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct as of such earlier date and except for the representations and warranties in Section 5.04(c), Section 5.05 and Section 5.13 of the Credit Agreement; and

      iii) any governmental, regulatory and third party approvals of any Governmental Authority, including, without limitation, the KPSC and/or FERC, required to be obtained by the Borrower to authorize the Commitment Extensions are attached thereto and remain in full force and effect.

   d) Opinions of (i) Bracewell LLP, counsel to the Borrower, and (ii) in-house counsel to the Borrower, addressed to the Administrative Agent and each Lender, dated the Effective Date, in form and substance satisfactory to the Administrative Agent.

2) Borrower shall have paid all fees and expenses that are required to be paid as of the date set forth in that certain fee letter dated February 5, 2024, between the Borrower and Wells Fargo Securities, LLC;

3) Lenders holding Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments of the Lenders on or prior to the Effective Date shall have agreed to extend the 2027 Termination Date in accordance with the terms hereof; and

4) the Master Assignment and Assumption Agreement (the "***Master Assignment***"), by and among the Borrower, the Administrative Agent, Credit Suisse AG, New York Branch, as assignor of all of its Commitments and the Lenders party thereto as assignees, shall have been executed and is effective immediately prior to the Effective Date.

3. 2027 Termination Date Extension. Upon execution of this Agreement by the requisite Lenders under Sections 2.08(d) and 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "2027 Termination Date" in its entirety and replacing it with the following:

""2027 Termination Date" means the earlier to occur of (i) December 6, 2028, as may be extended from time to time pursuant to Section 2.08(d), and (ii) the date upon which all 2027 Revolving Commitments shall have been terminated in their entirety in accordance with this Agreement."

4. Quarterly Date Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement (which, for the avoidance of doubt, includes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment), with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "Quarterly Date" in its entirety and replacing it with the following:

"“Quarterly Date” means the tenth (10th) Business Day following the last day of each of March, June, September and December.”

5. Optional Extensions Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, the words “but on not more than two occasions during the term of the revolving credit facilities hereunder” in the first sentence of Section 2.08(d)(ii) of the Existing Credit Agreement is amended by replacing it with the following: “but (i) with respect to the 2026 Revolving Commitments, on not more than two occasions and (ii) with respect to the 2027 Revolving Commitments, on not more than one occasion, in each case, during the term of the revolving credit facilities hereunder”.

6. Commitments. Each party hereto acknowledges and agrees that as of the Effective Date, Appendix A of the Credit Agreement is replaced with Appendix A of this Agreement.

7. Miscellaneous.

(a) (i) Headings and captions may not be construed in interpreting provisions; (ii) this Agreement shall be governed by, and construed in accordance with, the law of the State of New York; and (iii) this Agreement may be executed in any number of counterparts with the same effect as if all signatories had signed the same document, and all of those counterparts must be construed together to constitute the same document. Delivery of an executed signature page of this Agreement by facsimile transmission or in electronic (i.e., “pdf” or “tif”) format shall be effective as delivery of a manually executed counterpart hereof. The words “execute,” “execution,” “signed,” “signature,” “delivery” and words of like import in or related to the Agreement shall be deemed to include electronic signatures or execution in the form of an electronic record, and contract formations on electronic platforms approved by the Agent, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act. This Agreement shall become effective when each party hereto shall have received a counterpart hereof signed by the other parties hereto.

(b) Upon and after the execution of this Agreement by each of the parties hereto, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as modified hereby. This Agreement shall constitute a Loan Document.

(c) The provisions set forth in Section 9.07 and 9.11 of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

8. NO NOVATION; FULL FORCE AND EFFECT; RATIFICATION; ENTIRE AGREEMENT. NOTHING HEREIN CONTAINED SHALL BE CONSTRUED AS A NOVATION (OR A SUBSTITUTION, A PAYMENT AND REBORROWING, OR A TERMINATION) OF THE OBLIGATIONS OUTSTANDING UNDER THE CREDIT AGREEMENT OR INSTRUMENTS GUARANTEEING OR SECURING THE SAME. EXCEPT AS EXPRESSLY MODIFIED HEREIN, ALL OF THE TERMS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT ARE UNCHANGED AND REMAIN IN FULL FORCE AND EFFECT, AND, AS MODIFIED HEREBY, THE BORROWER CONFIRMS AND RATIFIES ALL OF THE TERMS, COVENANTS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT. THIS AGREEMENT SHALL CONSTITUTE A LOAN DOCUMENT FOR ALL PURPOSES OF THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS. THE EXECUTION, DELIVERY AND EFFECTIVENESS OF THIS AGREEMENT SHALL NOT, EXCEPT AS EXPRESSLY PROVIDED HEREIN, OPERATE AS A WAIVER OF ANY RIGHT, POWER OR REMEDY OF ANY LENDER OR

THE ADMINISTRATIVE AGENT UNDER ANY OF THE LOAN DOCUMENTS, NOR, EXCEPT AS EXPRESSLY APPROVED HEREIN, CONSTITUTE A WAIVER OR AMENDMENT OF ANY PROVISION OF ANY OF THE LOAN DOCUMENTS. THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS, TOGETHER WITH THIS AGREEMENT, REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

LOUISVILLE GAS AND ELECTRIC COMPANY
a Kentucky corporation

By: ____________________________
Name: Tadd J. Henninger
Title: Authorized Signatory

WELLS FARGO BANK, NATIONAL ASSOCIATION
as Administrative Agent, Swingline Lender and Issuing Lender

By: ______________________________
Name: Patrick Engel
Title: Managing Director

WELLS FARGO BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

Name: Patrick Engel
Title: Managing Director

JPMORGAN CHASE BANK, N.A.,
as a 2027 Extending Lender and a Consenting Lender

Name: Khawaja Tariq
Title: Vice President

BANK OF AMERICA, N.A.
as a 2027 Extending Lender and a Consenting Lender

dee dee farkas
Name: Dee Dee Farkas
Title: Managing Director

BARCLAYS BANK PLC
as a 2027 Extending Lender and a Consenting Lender

Name: Sydney G. Dennis
Title: Director

MIZUHO BANK, LTD.
as a 2027 Extending Lender and a Consenting Lender

Edward Sacks
Name: Edward Sacks
Title: Authorized Signatory

BANK OF MONTREAL
as a 2027 Extending Lender and a Consenting Lender

Name: Yash Gandhi
Title: Vice President

Canadian Imperial Bank of Commerce, New York Branch
as a 2027 Extending Lender and a Consenting Lender

Name: Amit Vasani
Title: Managing Director

GOLDMAN SACHS BANK USA
as a 2027 Extending Lender and a Consenting Lender

By: Andrew B. Vernon
Name: Andrew Vernon
Title: Authorized Signatory

MORGAN STANLEY BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

By: Michael King
Name: Michael King
Title: Authorized Signatory

MUFG BANK, LTD.,
as a 2027 Extending Lender and a Consenting Lender

Name: Viet-Linh Fujitaki
Title: Director

PNC BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By:
Name: Ryan Rockwood
Title: Vice President

ROYAL BANK OF CANADA
as a 2027 Extending Lender and a Consenting Lender

MEG DONNELLY

Name: Meg Donnelly
Title: Authorized Signatory

THE BANK OF NOVA SCOTIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Dewar
Title: Director

TRUIST BANK
as a 2027 Extending Lender and a
Consenting Lender

Name: Justin Lien
Title: Director

U.S. BANK NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By: ______________________________
Name: John Prigge
Title: Senior Vice President

FIRST NATIONAL BANK OF PENNSYLVANIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Diez
Title: Managing Director of Debt Capital Markets

SUMITOMO MITSUI BANKING CORPORATION
as a 2027 Extending Lender and a Consenting Lender

Name: Alkesh Nanavaty
Title: Executive Director

TD BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

Name: Bernadette Collins
Title: Senior Vice President

THE BANK OF NEW YORK MELLON
as a 2027 Extending Lender and a Consenting Lender

Molly H Ross

Name: Molly H. Ross
Title: Director

THE HUNTINGTON NATIONAL BANK
as a 2027 Extending Lender and a Consenting Lender

Name: Christopher Olsen
Title: Vice President

BANCO SANTANDER, S.A., NEW YORK BRANCH,
as a Consenting Lender

Name: Andres Barbosa
Title: Managing Director

Name: Arturo Prieto
Title: Managing Director

Appendix A

2026 REVOLVING COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$14,821,428.57
Total	**$14,821,428.57**

2027 REVOLVING COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$31,916,335.64
JPMorgan Chase Bank, N.A.	$31,916,335.61
Bank of America, N.A.	$31,916,335.61
Barclays Bank PLC	$31,916,335.61
Mizuho Bank, Ltd.	$31,916,335.61
Bank of Montreal	$25,148,975.05
Canadian Imperial Bank of Commerce, New York Branch	$25,148,975.05
Goldman Sachs Bank USA	$25,148,975.05
Morgan Stanley Bank, N.A.	$25,148,975.05
MUFG Bank, Ltd.	$25,148,975.05
PNC Bank, National Association	$25,148,975.05
Royal Bank of Canada	$25,148,975.05
The Bank of Nova Scotia	$25,148,975.05
Truist Bank	$25,148,975.05
U.S. Bank National Association	$25,148,975.05
First National Bank of Pennsylvania	$14,821,428.57
Sumitomo Mitsui Banking Corporation	$14,821,428.57
TD Bank, N.A.	$14,821,428.57
The Bank of New York Mellon	$14,821,428.57
The Huntington National Bank	$14,821,428.57
Total	**$485,178,571.43**

Exhibit 10(d)

Execution Version

COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT
(Commitment Extension Pursuant to Section 2.08(d) of Credit Agreement and Amendments Pursuant to Section 9.05 of Existing Credit Agreement)

This **COMMITMENT EXTENSION AGREEMENT AND AMENDMENT NO. 2 TO AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT** (this "***Agreement***") dated as of February 29, 2024, is entered into by and among **KENTUCKY UTILITIES COMPANY**, a Kentucky corporation and a Virginia corporation (the "***Borrower***"), the undersigned Lenders (as defined in the Credit Agreement) extending their 2027 Revolving Commitments (as defined in the Credit Agreement) (the "***2027 Extending Lenders***"), the Consenting Lenders (as defined below) party hereto and **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as Administrative Agent (in such capacity, the "***Administrative Agent***"), Swingline Lender and Issuing Lender. Capitalized terms used and not otherwise defined herein shall have the meanings attributed to them in the Credit Agreement (as hereinafter defined).

RECITALS

A. Borrower, the 2027 Extending Lenders, the Consenting Lenders and the Administrative Agent are parties to that certain Amended and Restated Revolving Credit Agreement dated as of December 6, 2021 (as amended by that certain Amendment No. 1 to Amended and Restated Revolving Credit Agreement, dated as March 30, 2023, and as further amended, restated, or otherwise modified from time to time prior to the date hereof, the "***Existing Credit Agreement***" and as amended hereby, the "***Credit Agreement***").

B. Pursuant to Section 2.08(d) of the Credit Agreement, the Borrower desires to change the existing 2027 Termination Date, effective as of the Effective Date, from December 6, 2027 to December 6, 2028 and the 2027 Revolving Lenders party hereto constituting 2027 Extending Lenders and holding 2027 Revolving Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments agree to such extension. Pursuant to Section 2.08(d) of the Credit Agreement, Borrower has requested an extension of the 2027 Termination Date (the "***2027 Commitment Extension***") of the 2027 Revolving Commitments from December 6, 2027 to December 6, 2028, effective on the Effective Date.

C. Each of the undersigned 2027 Extending Lenders has agreed to extend its 2027 Revolving Commitment in accordance with Section 1 hereto.

D. Pursuant to Section 9.05 of the Credit Agreement, the Borrower desires to amend the definition of "Quarterly Date" in Section 1.01 of the Existing Credit Agreement as set forth in Section 4 of this Agreement, and the Lenders party hereto constituting all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment (as defined below) (the "***Consenting Lenders***") agree to such amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Extension of Commitments.

Effective as of the Effective Date, the 2027 Termination Date of the 2027 Revolving Commitment of each 2027 Extending Lender shall be extended to December 6, 2028 which, for purposes of Section 2.08(d)(ii) of the Credit Agreement, shall be the "***Current Termination Date***" with respect to the 2027 Revolving Commitments. Each 2027 Extending Lender hereby waives the notice periods, notice and timing requirements set forth in Section 2.08(d) of the Credit Agreement for the extension of the 2027 Termination Date.

2. Conditions Precedent to Effectiveness of Commitment Extension and Amendments. The Commitment Extensions and the amendments to the Existing Credit Agreement as set forth in Sections 3 to 5 hereunder shall be effective on and as of the first date on which the following conditions have been satisfied (the "***Effective Date***"):

1) Administrative Agent shall have received:

   a) counterparts of this Agreement, executed by the Borrower, each 2027 Extending Lender and the Consenting Lenders (which, for the avoidance of doubt, constitutes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment);

   b) an Extension Letter relating to the 2027 Commitment Extension as required by Section 2.08(d)(ii);

   c) a certificate of the Borrower dated the Effective Date and signed by a Responsible Officer of the Borrower, certifying that:

      i) on such date, no Default under the Credit Agreement has occurred and is continuing;

      ii) the representations and warranties of the Borrower contained in the Credit Agreement are true and correct as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct as of such earlier date and except for the representations and warranties in Section 5.04(c), Section 5.05 and Section 5.13 of the Credit Agreement; and

      iii) any governmental, regulatory and third party approvals of any Governmental Authority, including, without limitation, the KPSC, VSCC and/or FERC, required to be obtained by the Borrower to authorize the Commitment Extensions are attached thereto and remain in full force and effect.

   d) Opinions of (i) Bracewell LLP, counsel to the Borrower, (ii) in-house counsel to the Borrower and (iii) Stoll Keenon Ogden PLLC, special counsel to the Borrower addressed to the Administrative Agent and each Lender, dated the Effective Date, in form and substance satisfactory to the Administrative Agent.

2) Borrower shall have paid all fees and expenses that are required to be paid as of the date set forth in that certain fee letter dated February 5, 2024, between the Borrower and Wells Fargo Securities, LLC;

3) Lenders holding Commitments that aggregate at least 51% of the aggregate 2027 Revolving Commitments of the Lenders on or prior to the Effective Date shall have agreed to extend the 2027 Termination Date in accordance with the terms hereof; and

4) the Master Assignment and Assumption Agreement (the "***Master Assignment***"), by and among the Borrower, the Administrative Agent, Credit Suisse AG, New York Branch, as assignor of all of its Commitments and the Lenders party thereto as assignees, shall have been executed and is effective immediately prior to the Effective Date.

3. 2027 Termination Date Extension. Upon execution of this Agreement by the requisite Lenders under Sections 2.08(d) and 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "2027 Termination Date" in its entirety and replacing it with the following:

""2027 Termination Date" means the earlier to occur of (i) December 6, 2028, as may be extended from time to time pursuant to Section 2.08(d), and (ii) the date upon which all 2027 Revolving Commitments shall have been terminated in their entirety in accordance with this Agreement."

4. Quarterly Date Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement (which, for the avoidance of doubt, includes all Lenders under the Existing Credit Agreement immediately prior to the Effective Date but after giving effect to the Master Assignment), with effect from and including the Effective Date, Section 1.01 of the Existing Credit Agreement is amended by deleting the definition of "Quarterly Date" in its entirety and replacing it with the following:

"“Quarterly Date” means the tenth (10^{th}) Business Day following the last day of each of March, June, September and December."

5. Optional Extensions Amendment. Upon execution of this Agreement by the requisite Lenders under Section 9.05 of the Existing Credit Agreement, with effect from and including the Effective Date, the words “but on not more than two occasions during the term of the revolving credit facilities hereunder” in the first sentence of Section 2.08(d)(ii) of the Existing Credit Agreement is amended by replacing it with the following: “but (i) with respect to the 2026 Revolving Commitments, on not more than two occasions and (ii) with respect to the 2027 Revolving Commitments, on not more than one occasion, in each case, during the term of the revolving credit facilities hereunder”.

6. Commitments. Each party hereto acknowledges and agrees that as of the Effective Date, Appendix A of the Credit Agreement is replaced with Appendix A of this Agreement.

7. Miscellaneous.

(a) (i) Headings and captions may not be construed in interpreting provisions; (ii) this Agreement shall be governed by, and construed in accordance with, the law of the State of New York; and (iii) this Agreement may be executed in any number of counterparts with the same effect as if all signatories had signed the same document, and all of those counterparts must be construed together to constitute the same document. Delivery of an executed signature page of this Agreement by facsimile transmission or in electronic (i.e., “pdf” or “tif”) format shall be effective as delivery of a manually executed counterpart hereof. The words “execute,” “execution,” “signed,” “signature,” “delivery” and words of like import in or related to the Agreement shall be deemed to include electronic signatures or execution in the form of an electronic record, and contract formations on electronic platforms approved by the Agent, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act. This Agreement shall become effective when each party hereto shall have received a counterpart hereof signed by the other parties hereto.

(b) Upon and after the execution of this Agreement by each of the parties hereto, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as modified hereby. This Agreement shall constitute a Loan Document.

(c) The provisions set forth in Section 9.07 and 9.11 of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

8. NO NOVATION; FULL FORCE AND EFFECT; RATIFICATION; ENTIRE AGREEMENT. NOTHING HEREIN CONTAINED SHALL BE CONSTRUED AS A NOVATION (OR A SUBSTITUTION, A PAYMENT AND REBORROWING, OR A TERMINATION) OF THE OBLIGATIONS OUTSTANDING UNDER THE CREDIT AGREEMENT OR INSTRUMENTS GUARANTEEING OR SECURING THE SAME. EXCEPT AS EXPRESSLY MODIFIED HEREIN, ALL OF THE TERMS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT ARE UNCHANGED AND REMAIN IN FULL FORCE AND EFFECT, AND, AS MODIFIED HEREBY, THE BORROWER CONFIRMS AND RATIFIES ALL OF THE TERMS, COVENANTS AND CONDITIONS OF THE EXISTING CREDIT AGREEMENT. THIS AGREEMENT SHALL CONSTITUTE A LOAN DOCUMENT FOR ALL PURPOSES OF THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS. THE EXECUTION, DELIVERY AND EFFECTIVENESS OF THIS AGREEMENT SHALL NOT, EXCEPT AS EXPRESSLY PROVIDED HEREIN, OPERATE AS A WAIVER OF ANY RIGHT, POWER OR REMEDY OF ANY LENDER OR

THE ADMINISTRATIVE AGENT UNDER ANY OF THE LOAN DOCUMENTS, NOR, EXCEPT AS EXPRESSLY APPROVED HEREIN, CONSTITUTE A WAIVER OR AMENDMENT OF ANY PROVISION OF ANY OF THE LOAN DOCUMENTS. THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS, TOGETHER WITH THIS AGREEMENT, REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

KENTUCKY UTILITIES COMPANY
a Kentucky corporation and a Virginia corporation

By: ______________________________
Name: Todd J. Henninger
Title: Authorized Signatory

WELLS FARGO BANK, NATIONAL ASSOCIATION
as Administrative Agent, Swingline Lender and Issuing Lender

By: ______________________________
Name: Patrick Engel
Title: Managing Director

WELLS FARGO BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By: ______________________
Name: Patrick Engel
Title: Managing Director

JPMORGAN CHASE BANK, N.A.,
as a 2027 Extending Lender and a Consenting Lender

Name: Khawaja Tariq
Title: Vice President

BANK OF AMERICA, N.A.
as a 2027 Extending Lender and a Consenting Lender

dee dee far

Name: Dee Dee Farkas
Title: Managing Director

BARCLAYS BANK PLC
as a 2027 Extending Lender and a Consenting Lender

Name: Sydney G. Dennis
Title: Director

MIZUHO BANK, LTD.
as a 2027 Extending Lender and a Consenting Lender

Edward Sacks
Name: Edward Sacks
Title: Authorized Signatory

BANK OF MONTREAL
as a 2027 Extending Lender and a Consenting Lender

Name: Yash Gandhi
Title: Vice President

Canadian Imperial Bank of Commerce, New York Branch
as a 2027 Extending Lender and a Consenting Lender

Name: Amit Vasani
Title: Managing Director

GOLDMAN SACHS BANK USA
as a 2027 Extending Lender and a Consenting Lender

By: Andrew B. Vernon
Name: Andrew Vernon
Title: Authorized Signatory

MORGAN STANLEY BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

By: Michael King
Name: Michael King
Title: Authorized Signatory

MUFG BANK, LTD.,
as a 2027 Extending Lender and a Consenting Lender

Name: Viet-Linh Fujitaki
Title: Director

PNC BANK, NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

Name: Ryan Rockwood
Title: Vice President

ROYAL BANK OF CANADA
as a 2027 Extending Lender and a Consenting Lender

MEG DONNELLY

Name: Meg Donnelly
Title: Authorized Signatory

THE BANK OF NOVA SCOTIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Dewar
Title: Director

TRUIST BANK
as a 2027 Extending Lender and a
Consenting Lender

Name: Justin Lien
Title: Director

U.S. BANK NATIONAL ASSOCIATION
as a 2027 Extending Lender and a Consenting Lender

By: ________________________
Name: John Prigge
Title: Senior Vice President

FIRST NATIONAL BANK OF PENNSYLVANIA
as a 2027 Extending Lender and a Consenting Lender

Name: David Diez
Title: Managing Director of Debt Capital Markets

SUMITOMO MITSUI BANKING CORPORATION
as a 2027 Extending Lender and a Consenting Lender

Name: Alkesh Nanavaty
Title: Executive Director

TD BANK, N.A.
as a 2027 Extending Lender and a Consenting Lender

Name: Bernadette Collins
Title: Senior Vice President

THE BANK OF NEW YORK MELLON
as a 2027 Extending Lender and a Consenting Lender

Molly H Ross

Name: Molly H. Ross
Title: Director

THE HUNTINGTON NATIONAL BANK
as a 2027 Extending Lender and a Consenting Lender

Name: Christopher Olsen
Title: Vice President

BANCO SANTANDER, S.A., NEW YORK BRANCH,
as a Consenting Lender

Name: Andres Barbosa
Title: Managing Director

Name: Arturo Prieto
Title: Managing Director

2026 REVOLVING COMMITMENTS

Lender	Commitments
Banco Santander, S.A., New York Branch	$11,857,142.86
Total	**$11,857,142.86**

2027 REVOLVING COMMITMENTS

Lender	Commitments
Wells Fargo Bank, National Association	$25,533,068.48
JPMorgan Chase Bank, N.A.	$25,533,068.49
Bank of America, N.A.	$25,533,068.49
Barclays Bank PLC	$25,533,068.49
Mizuho Bank, Ltd.	$25,533,068.49
Bank of Montreal	$20,119,180.04
Canadian Imperial Bank of Commerce, New York Branch	$20,119,180.04
Goldman Sachs Bank USA	$20,119,180.04
Morgan Stanley Bank, N.A.	$20,119,180.04
MUFG Bank, Ltd.	$20,119,180.04
PNC Bank, National Association	$20,119,180.04
Royal Bank of Canada	$20,119,180.04
The Bank of Nova Scotia	$20,119,180.04
Truist Bank	$20,119,180.04
U.S. Bank National Association	$20,119,180.04
First National Bank of Pennsylvania	$11,857,142.86
Sumitomo Mitsui Banking Corporation	$11,857,142.86
TD Bank, N.A.	$11,857,142.86
The Bank of New York Mellon	$11,857,142.86
The Huntington National Bank	$11,857,142.86
Total	**$388,142,857.14**

Exhibit 31(a)

CERTIFICATION

I, VINCENT SORGI, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Vincent Sorgi
Vincent Sorgi
President and Chief Executive Officer
(Principal Executive Officer)
PPL Corporation

Exhibit 31(b)

CERTIFICATION

I, JOSEPH P. BERGSTEIN, JR., certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Joseph P. Bergstein, Jr.
Joseph P. Bergstein, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
PPL Corporation

Exhibit 31(c)

CERTIFICATION

I, CHRISTINE M. MARTIN, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Christine M. Martin
Christine M. Martin
President
(Principal ExecutiveOfficer)
PPL Electric Utilities Corporation

Exhibit 31(d)

CERTIFICATION

I, MARLENE C. BEERS, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Marlene C. Beers
Marlene C. Beers
Vice President and Controller
(Principal Financial Officer)
PPL Electric Utilities Corporation

Exhibit 31(e)

CERTIFICATION

I, JOHN R. CROCKETT III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ John R. Crockett III
John R. Crockett III
President
(Principal Executive Officer)
Louisville Gas and Electric Company

Exhibit 31(f)

CERTIFICATION

I, CHRISTOPHER M. GARRETT, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Christopher M. Garrett
Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Financial Officer)
Louisville Gas and Electric Company

Exhibit 31(g)

CERTIFICATION

I, JOHN R. CROCKETT III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kentucky Utilities Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ John R. Crockett III

John R. Crockett III
President
(Principal Executive Officer)
Kentucky Utilities Company

Exhibit 31(h)

CERTIFICATION

I, CHRISTOPHER M. GARRETT, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kentucky Utilities Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Christopher M. Garrett
Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Financial Officer)
Kentucky Utilities Company

Exhibit 32(a)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR PPL CORPORATION'S FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2024

In connection with the quarterly report on Form 10-Q of PPL Corporation (the "Company") for the quarter ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Vincent Sorgi, the Principal Executive Officer of the Company, and Joseph P. Bergstein, Jr., the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2024

/s/ Vincent Sorgi
Vincent Sorgi
President and Chief Executive Officer
(Principal Executive Officer)
PPL Corporation

/s/ Joseph P. Bergstein, Jr.
Joseph P. Bergstein, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
PPL Corporation

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(b)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR PPL ELECTRIC UTILITIES CORPORATION'S FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2024

In connection with the quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "Company") for the quarter ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Christine M. Martin, the Principal Executive Officer of the Company, and Marlene C. Beers, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2024

/s/ Christine M. Martin
Christine M. Martin
President
(Principal Executive Officer)
PPL Electric Utilities Corporation

/s/ Marlene C. Beers
Marlene C. Beers
Vice President and Controller
(Principal Financial Officer)
PPL Electric Utilities Corporation

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(c)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR LOUISVILLE GAS AND ELECTRIC COMPANY'S FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2024

In connection with the quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "Company") for the quarter ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, John R. Crockett III, the Principal Executive Officer of the Company, and Christopher M. Garrett, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2024

/s/ John R. Crockett III
John R. Crockett III
President
(Principal Executive Officer)
Louisville Gas and Electric Company

/s/ Christopher M. Garrett
Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Financial Officer)
Louisville Gas and Electric Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(d)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR KENTUCKY UTILITIES COMPANY'S FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2024

In connection with the quarterly report on Form 10-Q of Kentucky Utilities Company (the "Company") for the quarter ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, John R. Crockett III, the Principal Executive Officer of the Company, and Christopher M. Garrett, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2024

/s/ John R. Crockett III
John R. Crockett III
President
(Principal Executive Officer)
Kentucky Utilities Company

/s/ Christopher M. Garrett
Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Financial Officer)
Kentucky Utilities Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.