

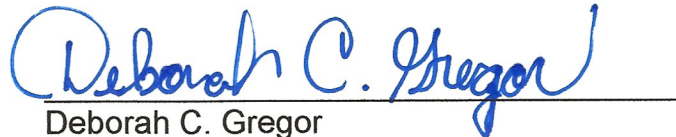
LOUISVILLE GAS AND ELECTRIC COMPANY

ASSISTANT SECRETARY'S CERTIFICATE

I, the undersigned, Deborah C. Gregor, hereby certify that I am the duly elected, qualified and acting Assistant Corporate Secretary of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), and that as such, I have access to all original records of the Company.

I hereby certify that attached hereto as Exhibit A, are resolutions of the Board of Directors of the Company dated as of March 17, 2022, and said resolutions have not been altered, amended or repealed and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 18th day of March 2022.



Deborah C. Gregor
Assistant Corporate Secretary

EXHIBIT A

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

March 17, 2022

**ISSUANCE OF FIRST MORTGAGE BONDS, SENIOR
OR SUBORDINATED NOTES AND TERM LOANS**

WHEREAS, the Board of Directors of the Company desires to authorize the issuance during 2022 and 2023 of up to \$700,000,000 aggregate principal amount of (a) long-term debt in the form of secured first mortgage bonds (the "First Mortgage Bonds"); (b) debt in the form of unsecured senior or subordinated notes or bonds (the "Senior Notes" and collectively with the First Mortgage Bonds, the "Debt Securities"); and (c) borrowings, through one or more term loans, pursuant to one or more credit agreements with qualified financial institutions (the "Term Loans"), for the purposes described below; provided, however, that the total aggregate principal amount of any and all transactions authorized hereunder shall not exceed \$700,000,000.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Company as follows:

The Financings

- (a) That the Company be, and it hereby is, authorized to, from time to time, during 2022 and 2023, to issue and/or incur debt, up to 700,000,000 in collective aggregate principal amount, in any combination, as follows:
- to issue and offer for sale Debt Securities in the form of First Mortgage Bonds or Senior Notes, in one or more series, through or to one or more underwriters, selling or placement agents, or other purchasers pursuant to underwriting, purchase or similar agreements, (such offerings, sales and transactions, collectively, referred to herein as "Offerings"); and
 - to borrow in the form of Term Loans with one or more banks or other lending institutions (which may be committed or uncommitted) through one or more credit, loan or similar agreements;

each as may be selected by, and on and subject to such terms and conditions as may be approved by, the President, the Chief Financial Officer, the Chief Operating Officer, the Treasurer, the Controller, or the Corporate Secretary

(each an "Authorized Officer" and, collectively, the "Authorized Officers"), provided that:

- the aggregate collective principal amount of Debt Securities and Term Loans may not exceed \$700,000,000;

with the net proceeds of such transactions to be used for general corporate purposes, including construction and other capital expenditures; operational funding requirements; repayment, refunding or refinancing of short-term debt at maturity or otherwise; and redemption, repayment, refunding or refinancing of long-term debt at maturity or otherwise, including, but not limited to, in whole or in part, the Company's First Mortgage Bonds 3.300% Series due 2025.

Debt Securities and Offerings

- (b) That the Authorized Officers are, and each of them hereby is, authorized by and on behalf of the Company, to negotiate, enter into, execute and deliver (i) one or more supplemental indentures, company orders and/or officer's certificates pursuant to the Company's Indenture dated October 1, 2010 to The Bank of New York Mellon, as trustee ("BONY"), and/or (ii) one or more new indentures with a qualified trustee or trustees to be determined by an Authorized Officer (collectively, with BONY, the "Trustee") including one or more supplemental indentures, company orders and/or officer's certificates pursuant to such new indentures, (such existing and new indentures, as heretofore supplemented and as to be further supplemented and amended by any such instrument, the "Indentures" and such supplemental indentures, orders and certificates, the "Supplemental Indentures"), relating to the creation and issuance of, and establishing the designation, form, characteristics and terms of the Debt Securities, in such form or forms and having such terms as the Authorized Officers executing the same shall approve, and to perform all of the agreements and obligations of the Company under the Indentures and Supplemental Indentures and to consummate the transactions contemplated thereby; and that each Authorized Officer be, and hereby is, authorized to execute and deliver such other agreements, certificates and documents and to take such other actions in connection with the execution and delivery of any Indenture or Supplemental Indenture or other instrument pursuant to any Indenture as such Authorized Officers deem necessary, advisable or appropriate; with such changes therein, additions thereto or omissions therefrom, as any Authorized Officer executing, acknowledging or delivering the same shall approve.
- (c) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, acknowledge and deliver new securities representing the Debt Securities in substantially such form and containing such terms and conditions as such Authorized Officer shall approve, with such changes

therein, additions thereto or omissions therefrom as such Authorized Officer executing, acknowledging or delivering the same shall approve.

- (d) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed to fix and approve the terms and conditions on which the Debt Securities are to be issued and authenticated and the final terms of the Indentures or Supplemental Indentures or any other instrument pursuant to the Indenture, including, without limitation, the rights of the holders thereof, the interest rate or rates (or formula for determining such rates), the maturity date or dates, the sinking fund, redemption or repurchase provisions and prices, the purchase price or prices and discounts thereto, the offering date and terms and all other matters relating thereto, and to take all such other actions as any Authorized Officer deems necessary, advisable or appropriate to consummate the transactions contemplated by the Indentures or Supplemental Indentures.
- (e) That the corporate seal, including any facsimile, of the Company may be imprinted on the Indentures or Supplemental Indentures, the Debt Securities or other document, which facsimile is hereby acknowledged to be the corporate seal of the Company for the purposes of sealing documents.
- (f) That the Authorized Officers are, and each of them hereby is, authorized to execute and deliver on behalf of the Company, whether before or after issuance of the Debt Securities (i) one or more interest rate lock or swap agreements or similar agreements with one or more underwriters, banks or other financial institutions or other counter-parties, including affiliated entities, providing for the hedging of the interest rates or overall borrowing costs on such securities and (ii) any other agreement, document or instrument that may be necessary or appropriate in connection with any such transaction.
- (g) That the Authorized Officers are, and each of them hereby is, authorized to select and appoint an initial paying agent and security registrar for the Debt Securities described herein in accordance with the provisions of any Indenture; provided that any Authorized Officer may take all actions necessary or desirable, on behalf of the Company, to provide for any additional or different paying agent or security registrar for any Debt Securities, if such Authorized Officer deems such provision to be desirable.
- (h) That, in connection with the issuance and sale of the Debt Securities, the Authorized Officers are, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company to:
 - (i) prepare, or cause to be prepared, one or more prospectuses, offering memoranda or other appropriate offering or disclosure documents (including all exhibits, annexes and other documents relating thereto) in connection with such issuance and sale of the Debt Securities, including

any supplement(s) or amendment(s) thereto; (ii) execute, as such Authorized Officer(s) deem(s) necessary, advisable or appropriate, any and all, agreements, documents and instruments in connection with such issuance and sale; and (iii) take all such other actions as such Authorized Officer(s) deem(s) necessary, advisable or appropriate in order to effect the issuance and sale of the Debt Securities.

- (i) That the Authorized Officers are, and each of them hereby is, authorized and directed, for and on behalf of the Company, to fix and approve the terms of an underwriting, placement, purchase or similar agreement relating to the issuance and sale of the Debt Securities to one or more underwriters, selling or placement agents or other purchasers thereof to be entered into by and among the Company and such underwriters, agents or purchasers as may agree to become parties thereto, and the Authorized Officers be, and each of them hereby is, authorized to execute and deliver the same, in such form or with such changes therein, additions thereto or omissions therefrom as such Authorized Officers may approve.
- (j) That the Authorized Officers (and each director or other officer of the Company who may be required to so execute) are, and each of them hereby is, authorized to amend the Company's existing Registration Statement, or to execute and file one or more new or amended Registration Statements, including any pre- and post- effective amendments, prospectuses and appropriate exhibits, supplements, powers of attorney, notices, instruments and other communications relating thereto, and to make all such payments of filing fees and other costs, and do such other acts and things as, in the opinion of any Authorized Officer, may be necessary or desirable in order to comply with the rules and regulations promulgated under the Securities Act of 1933, as amended; and to qualify the Company or any Debt Securities under the securities or "Blue Sky" laws of such states of the United States and other jurisdictions as may be necessary or desirable, and qualifying any Indenture or other agreements for the issuance of the Debt Securities under the Trust Indenture Act of 1939, as amended, and to take further necessary action for said purposes.
- (k) That the Company is hereby authorized to offer and sell the Debt Securities to purchasers in a private placement offering pursuant to Section 4(a)(2) of the Securities Act of 1933 or any other exemption from registration thereunder on the terms and subject to the conditions set forth in any purchase agreement consistent with these resolutions.

Term Loans

- (l) That the Authorized Officers be, and each of them hereby is, authorized and empowered to negotiate, execute and enter into, on behalf of the Company, one or more credit, loan or similar agreements (collectively, "Credit Agreements") with any banks and other financial institutions (collectively "Financial Institutions") as determined by an Authorized

Officer, on a committed or uncommitted basis, providing for borrowings by the Company, the Credit Agreements establishing and relating to the Term Loans to be in such form and having such terms and conditions that any Authorized Officer deems necessary or desirable to document and effect the Credit Agreements, together with such other agreements, instruments, including promissory notes, notices, certificates and documents, and any amendments thereto, on such terms and conditions as the officer executing such documents deems appropriate.

- (m) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed to fix and approve the terms and conditions of the Credit Agreements, the Term Loans or any other instrument pursuant thereto, including, without limitation, the rights of the holders thereof, the interest rate or rates, the maturity date or dates, any fees or other compensation to Financial Institutions, and all other matters relating thereto, and to take all such other actions as any Authorized Officer deems necessary, advisable or appropriate to consummate the transactions contemplated by the Credit Agreements.
- (n) That the Authorized Officers be, and each of them hereby is, authorized by and on behalf of the Company to: (i) request Term Loans or other advances under the Credit Agreements; (ii) delegate to any other officers or employees of the Company, either acting individually or jointly, authority to request Term Loans or other advances under the Credit Agreements; and (iii) execute and deliver any promissory notes, instruments, agreements and other documents and take any and all other action as contemplated by the Credit Agreements or as such officer may deem necessary or desirable in connection with the making of advances on account of the Company pursuant to the Credit Agreements.
- (o) That the Authorized Officers or any other officer of the Company be, and each of them hereby is, authorized to cause the preparation of, to approve, or consent to, and execute and deliver the documents, instruments, agreements, or certificates necessary to enter into the Credit Agreements or the Term Loans.

General

- (p) That the Authorized Officers of the Company are, and each of them hereby is, authorized and empowered to execute and file, or cause to be filed, on behalf of the Company, such applications, petitions or notices (including amendments or supplements thereto) with the Federal Energy Regulatory Commission, the Public Service Commission of the Commonwealth of Kentucky and any other federal, state, or local commission, court, agency or body as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the transactions contemplated hereby, as may be required by law or as may

be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.

- (q) That the Authorized Officers of the Company are, and each of them is, hereby authorized and empowered, in the name and behalf of the Company, to execute and deliver such agreements and other documents relating to electronic deposit and delivery, cash management, information services and such other matters as they shall deem necessary or desirable to otherwise facilitate any Offering, Debt Securities, Credit Agreement or Term Notes transaction, and receive and apply the proceeds therefrom.
- (r) That the Authorized Officers or any other officer of the Company are, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further instruments, agreements, certificates and other documents in connection with any Offering, Debt Securities, Credit Agreement or Term Notes transaction, as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of the foregoing resolutions, with such Authorized Officer's execution, acknowledgement, delivery or other action regarding matters contemplated by these resolutions to be conclusive evidence of the Authorized Officer's authorization, approval or determination with respect to the matter thereof.
- (s) That any acts of the officers of this Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as acts in the name of and on behalf of this Company.
- (t) That the Authorized Officers are, and each of them hereby is, authorized and directed to take any and all further action to see that the intent of the above resolutions is carried forth.

EXTENSION OF TERMINATION DATE AND INCREASE IN BORROWING CAPABILITY OF REVOLVING CREDIT ARRANGEMENTS

WHEREAS, the Company is borrower under a \$500,000,000 Amended and Restated Revolving Credit Agreement with Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto, dated as of December 6, 2021 (the "Existing Credit Agreement"), with the ability to increase the facility by up to \$250,000,000 at the Company's request and subject to consent of the lenders, which Existing Credit Agreement is currently

scheduled to expire on December 6, 2026, with the ability to extend the facility at the Company's request and subject to consent of the lenders; and

WHEREAS, the Company desires to have the authority during 2022 and 2023 to extend the term and/or increase the borrowing capability by up to \$250,000,000 of its revolving credit facility, subject to the consent of the lenders and pursuant to the terms of the Existing Credit Agreement; and

WHEREAS, the Board of Directors has determined that it is in the Company's best interests to have the authority during 2022 and 2023 to amend and/or restate or take such action with respect to the Existing Credit Agreement or to enter into any replacement or additional credit agreement so as to effect one or more extensions of the term or terms of the facilities, to retain the ability to renew or further extend the term of any such credit agreements from time to time in accordance with their terms, and to increase the Company's borrowing capability under any such credit agreements from time to time; provided, however, that (a) the combined aggregate permitted borrowings or extensions of credit under such credit agreements shall not exceed \$750,000,000 in aggregate principal amount and (b) the term of such credit agreements shall not terminate later than the earlier of (i) five years from (a) the effective date of each extension, or (b) in the case of a new agreement, entry into such agreement, or (ii) December 31, 2028.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Company as follows:

- (a) That the President, the Chief Financial Officer, the Chief Operating Officer, the Treasurer, the Controller, and the Corporate Secretary of the Company (each an "Authorized Officer" and, collectively, the "Authorized Officers") be, and each of them hereby is, authorized and empowered to negotiate, execute and enter into, on behalf of the Company, (i) one or more notices, amendments, modifications, or replacements with respect to the Company's Existing Credit Agreement, so as to (1) effect one or more extensions of the term thereof to terminate not later than the earlier of five years from the effective date of each extension or December 31, 2028 and (2) increase its borrowing capability by an additional \$250,000,000 thereunder; or (ii) additional credit agreements with existing or new lender banks and financial institutions (any such amended, modified, replacement or additional credit agreement, as it may be further amended as contemplated hereunder, a "Credit Agreement"); and (iii) any further amendments thereto (including any renewals or extensions of the term thereof, or reestablishment of such arrangement, upon reasonably negotiated terms), in each case in such forms and having such terms as the Authorized Officer shall approve, together with such other agreements, instruments, notices, certificates and documents, or amendments to the foregoing, on such terms and conditions as the Authorized Officer executing such documents deems appropriate, with such Authorized Officer's execution of a definitive agreement to conclusively evidence

such Authorized Officer's approval and the approval of this Board of Directors; provided, however, that (i) the combined aggregate permitted borrowings or extensions of credit under all such Credit Agreements shall not exceed \$750,000,000 in aggregate principal amount and (ii) the final term of any such Credit Agreements shall not terminate later than December 31, 2028.

- (b) That the Authorized Officers be, and each of them hereby is, authorized by and on behalf of the Company to enter into borrowings and extensions of credit under such Credit Agreements and: (i) request advances (including issuance of letters of credit) under any Credit Agreement; (ii) delegate to any other officers or employees of the Company, either acting individually or jointly, authority to request advances (including issuances of letters of credit) under a Credit Agreement; and (iii) execute and deliver any other agreements, instruments and documents and take any and all other action as contemplated by any Credit Agreement or as such officer may deem necessary or desirable in connection with the making of advances (including issuances of letters of credit) on account of the Company pursuant to such Credit Agreement.
- (c) That the Authorized Officers be, and each of them hereby is, authorized and directed to cause the preparation of, to approve, or consent to, and execute and deliver the necessary documents, instruments, agreements or certificates necessary to effect any extension of the term of, and increase in the borrowing capability under, a Credit Agreement and enter into any Credit Agreement or amendments thereto as described above.
- (d) That the Authorized Officers and any other officer of the Company at the direction of an Authorized Officer be, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further documents, instruments, agreements and certificates (including without limitation, instruments authorizing or consenting to any amendment, modification or waiver to any of the agreements referred to in these resolutions) as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of the foregoing resolution, with such Authorized Officer's or other officer's respective execution, acknowledgement, delivery or other action regarding matters contemplated by these resolutions to be conclusive evidence of the Authorized Officer's or other officer's authorization, approval or determination with respect to the matter thereof s.

- (e) That the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered to execute and file, or cause to be filed, on behalf of the Company, such applications, petitions or notices (including amendments or supplements thereto) with the Federal Energy Regulatory Commission, the Public Service Commission of the Commonwealth of Kentucky, and any other federal, state, or local commission, court, agency or body as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the transactions contemplated hereby, as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.

- (f) That any and all actions heretofore taken by the officers of the Company within the terms of the foregoing resolutions as such officers or counsel for the Company deemed to be necessary or desirable in connection with the transactions contemplated hereby, be and the same are hereby in all respects approved, ratified and confirmed.