

December 2, 2014

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Shareholder Approval for PPL Energy Supply Spin Off

(1) I, Eric Joseph Epstein, am a shareholder of PPL Corporation, and reside at 4100 Hillsdale Road, Harrisburg, Pennsylvania.

(2) I own 110.671 shares valued at \$3,663,21.

(3) I will be holding the shares through the upcoming 2015 Shareholder Meeting.

(4) The enclosed statement verifies the value of my shares, and is consistent with PPL's proxy Statement Pursuant to Section 14 (a) of SEC Act of 1932.

(5) This resolution is less than 500 words, and was submitted before December 9, 2014.

(6) I will be introducing the following resolution at the Annual Meeting relating to **the proposed spinoff:**

Supporting Statement

PPL Corporation and Riverstone Holdings LLC, announced an agreement to combine their merchant power generation businesses into a new stand-alone, publicly traded independent power producer - **without shareholder approval.**

The venture's corporate structure, charter and by-laws are being established without approval of PPL's shareholders.

In addition, "There is no duty of 'fairness' as between the parent and the spin-off company. Accordingly, the parent board can make unilateral decisions as to the allocation of assets and liabilities between the parent and the spin-off company, subject to insolvency and tax considerations, before the spin-off is completed." (Wachtell, Lipton, Rosen & Katz 2013, p. 14.)

Furthermore, "Generally speaking, newly spun-off companies tend not to adopt shareholder rights plans upon the spin-off. Rather, as has been the trend in recent years with established companies, a newly public company often will keep a rights plan 'on the shelf' and ready for deployment if and when needed." (Wachtell, Lipton, Rosen & Katz , 2013, p. 17.)

Resolved

Resolved, shareowners request that PPL postpone the spin-off of PPL Energy Supply and allow for the shareholders to approve the following protocols at the Annual Meeting in 2015:

- Elect directors and officers;
- Approve charter and by-laws and adopt any related board or shareholder resolutions;
- Authorize transfers of assets and liabilities, if necessary;
- Approve form of separation and distribution agreement and other documents;
- Ratify Form 10; authorize execution and delivery of the other securities law-related documentation; appoint attorney in fact to sign the registration statements required for employee benefit plans; and authorize such other customary resolutions with respect to securities law matters in the spin-off;
- Approve form and authorize execution and delivery of various agreements concerning credit lines and debt agreements;
- Appoint a transfer agent and registrar acceptable to applicable stock exchanges on which listing will be made;
- Authorize compliance with blue sky laws as required and adopt resolutions concerning blue sky authorities;
- Authorize listing of common stock;
- Authorize name changes and filings to effectuate them;
- Approve employee benefits, stock option and other incentive compensation and benefit plans; and,
- Authorize all steps previously taken and the taking of all further steps in connection with the transactions.

Respectfully submitted,

Eric Joseph Epstein,
4100 Hillsdale Road,
Harrisburg, PA, 17112

Dated: December 2, 2014