

PACIFIC GAS & ELECTRIC Co  
Form PRE 14A  
April 26, 2019  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(RULE 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant    Filed by a Party other than the Registrant

**Check the appropriate box:**

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

*(Name of Registrant as Specified in its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

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**PG&E Corporation**

**Pacific Gas and Electric Company**

Joint Notice of 2019 Annual Meetings  
Joint Proxy Statement

**PRELIMINARY PROXY STATEMENT – SUBJECT TO COMPLETION – DATED APRIL 26, 2019**

[ ], [ ], **2019**

[ ] [a.m.] / [p.m.], Pacific Time

PG&E Corporation and Pacific Gas and Electric Company Headquarters  
77 Beale Street, San Francisco, California

**PRELIMINARY PROXY STATEMENT – SUBJECT TO COMPLETION – DATED APRIL 26, 2019**

**PG&E Corporation**

**Pacific Gas and Electric Company**

[ ], 2019

Dear Fellow Shareholders:

For PG&E Corporation and Pacific Gas and Electric Company, the past two years have been extraordinarily challenging, more so than any other time in our history. The devastating Northern California wildfires will stand as watershed moments for fire victims, our customers, our employees, our owners, and California.

California's energy providers, including us, are contending with a host of environmental, demographic, regulatory, legal, and financial factors that are shaping our business. Against this backdrop, and faced with a complex legal and financial situation as a result of the 2018 Camp fire and 2017 Northern California wildfires, the companies earlier this year filed to reorganize under Chapter 11. The primary goal of this court-supervised process is to fairly address our liabilities so that we can continue to provide safe and reliable service to our customers, while improving our overall operations.

We believe that the reorganization process is in the best interests of all the stakeholders, including wildfire claimants. In addition to the expeditious resolution of wildfire liability claims, the Chapter 11 filings allow for:

fair treatment of fire victims and other claimholders;

access to capital necessary to support ongoing operations and enable the companies to continue investing in systems, infrastructure, and critical safety efforts;

a process to work with regulators and policymakers to determine the most effective way for customers to receive safe natural gas and electric service for the long-term in an operating environment that continues to be transformed by climate change; and

ultimately, a reorganized enterprise with refreshed management and Board members who are committed to safety and reliability in all aspects of our business.

The tragic events of the past few years have made clear that the energy system status quo is no longer working for California. We have heard the calls for change and are committed to answering them with strong actions that will help us re-earn the trust of all our stakeholders. This starts at the top. We replaced PG&E Corporation's CEO and the vast majority of our Boards of Directors with experienced people with the commitment and expertise necessary to redirect our safety culture and navigate one of the most complex corporate reorganizations ever.

William "Bill" Johnson is joining us as Chief Executive Officer and President of PG&E Corporation. Bill brings substantial safety and operational expertise from his extensive career in the energy industry. With decades of experience at two major utility companies, Mr. Johnson has a deep understanding of managing risk and the responsibility of keeping customers safe.

Most recently, as President and CEO of the Tennessee Valley Authority (TVA), he was responsible for leading the nation's largest publicly owned utility in its mission of providing energy, environmental stewardship and economic development across a seven-state region. During his time at TVA, the organization achieved the best safety records in its 85-year history and has been a perennial top decile safety performer in the utility industry.

Bill also led the retirement of more than half of TVA's coal generation, resulting in a reduction of TVA's carbon emissions by 50% over the last decade. He also oversaw TVA's expansion into utility scale solar in recent years, and pursued the modernization of its hydro assets to increase the amount of energy from that renewable resource.

We believe Mr. Johnson is the right leader at the right time for us. We also significantly revamped our Boards of Directors, as eight of ten incumbent directors resigned, and eleven new directors were appointed in their stead.

As detailed in the attached proxy statement, the new Boards include people who have expertise and experience in all areas necessary for us to navigate the complex challenges before us, and who come to the job committed to work tirelessly to help Pacific Gas and Electric Company be the safest, most reliable operator in the industry.

The management team and the Boards are also committed to working constructively with regulators, policymakers, and other stakeholders in an open and transparent fashion in support of California's policy goals. We are determined to emerge from Chapter 11 as an enterprise that is positioned to deliver safe and reliable service for customers, create value for shareholders and help meet the challenges of climate change for California.

As always, we value your input and welcome the opportunity to engage with you to listen to your views and address your concerns.

**We cordially invite you to attend the companies' 2019 annual meetings, which will be held concurrently on [ ], [ ], 2019, at [ ] [a.m.] / [p.m.], Pacific Time at the PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California. Following this letter are a notice of the meetings and our 2019 Joint Proxy Statement containing information about the matters to be considered at the meetings.**

Sincerely,

*The Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company*

**Joint Notice of Annual Meetings of Shareholders of PG&E Corporation and Pacific Gas and Electric Company**

[ ], [ ], 2019

[ ] [a.m.] / [p.m.], Pacific Time

PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street  
San Francisco, California

To the Shareholders of PG&E Corporation and Pacific Gas and Electric Company:

The annual meetings of shareholders of PG&E Corporation and Pacific Gas and Electric Company will be held concurrently on [ ], [ ], 2019, at [ ] [a.m.] / [p.m.], Pacific Time, at the PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California, for the purpose of considering the following matters:

**For PG&E Corporation and Pacific Gas and Electric Company shareholders:**

To elect the following 14 individuals nominated by the applicable Board of Directors to each serve as director on each Board for the ensuing year:

Richard R. Barrera	Cheryl F. Campbell	Kenneth Liang	Kristine M. Schmidt
Jeffrey L. Bleich	Fred J. Fowler	Dominique Mielle	Alejandro D. Wolff
Nora Mead Brownell	William D. Johnson*	Meridee A. Moore	
Frederick W. Buckman	Michael J. Leffell	Eric D. Mullins	

\* In the event the PG&E Corporation shareholders vote against approving the Charter Amendment Proposal (as described below), any votes to elect Mr. Johnson to the PG&E Corporation Board will be disregarded.

To ratify each Audit Committee's appointment of Deloitte & Touche LLP as the independent registered public accounting firm for 2019 for the respective company,

To provide an advisory vote on each company's executive compensation, and

- To transact any other business that may properly come before the meetings and any adjournments or postponements of the meetings. Any matters raised before the meetings by shareholders must be properly

submitted consistent with the respective company's Bylaw requirements and other applicable requirements.

**For PG&E Corporation shareholders:**

To approve an amendment to the Restated Articles of Incorporation of PG&E Corporation to increase the maximum number of directors on the PG&E Corporation Board to 15 directors and to increase the minimum number of directors on the PG&E Corporation Board to 8 directors (the "Charter Amendment Proposal"), and

To act upon proposals submitted by individual PG&E Corporation shareholders and described on pages [ ]-[ ].

Shareholders can go on-line at [www.pgecorp.com/investors/financial\\_reports/](http://www.pgecorp.com/investors/financial_reports/) to access electronic copies of this 2019 Joint Proxy Statement and the 2018 Annual Report to Shareholders. Shareholders also may vote their proxies on-line as noted on page [ ] of the Joint Proxy Statement. Specific Internet voting instructions also are included on the shareholder's proxy card.



The Boards of Directors have set the close of business on May 15, 2019 as the record date for determining which shareholders are entitled to receive notice of and to vote at the annual meetings.

You are urged to read the Joint Proxy Statement carefully and, whether or not you plan to attend the meeting, to promptly submit a proxy: (a) by telephone or over the Internet following the easy instructions on the enclosed proxy card or (b) by signing, dating and returning the enclosed proxy card in the postage-paid envelope provided.

**YOUR VOTE IS EXTREMELY IMPORTANT.**

**Even if you plan to attend the annual meetings, please act promptly to vote your shares by completing, signing and dating the proxy card and returning it in the postage-paid envelope provided. You may also vote your shares over the Internet or telephone by following the instructions on the enclosed proxy card.**

Please vote soon so that your shares can be represented. Your vote is extremely important no matter how many shares you own. If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor:

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022  
Stockholders may call toll-free: 1 (877) 750-0502  
Banks and Brokers may call collect: 1 (212) 750-5833

**Dated:** [        ], 2019

By Order of the Boards of Directors of  
PG&E Corporation and Pacific Gas and Electric Company,

**Linda Y.H. Cheng**

Vice President, Corporate Governance and Corporate Secretary of  
PG&E Corporation and Pacific Gas and Electric Company



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**PRELIMINARY PROXY STATEMENT – SUBJECT TO COMPLETION – DATED APRIL 26, 2019**

Joint Proxy Statement

The Boards of Directors of PG&E Corporation and Pacific Gas and Electric Company are soliciting Proxies for use at the companies' 2019 annual meetings of shareholders, including any adjournments or postponements. The 2019 Annual Meetings are scheduled to be held concurrently on [ ], [ ], 2019, at [ ] [a.m.] / [p.m.], Pacific Time, at the PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California.

In connection with this Proxy solicitation, beginning on or about [ ], 2019, PG&E Corporation and the Utility each mailed or caused to be mailed to its respective shareholders a copy of the Joint Notice, this Proxy Statement, a Proxy Card or Voting Instruction Card, and the 2018 Annual Report. Certain shareholders who hold their shares of PG&E Corporation or Utility stock of record may have already received their copy of the 2018 Annual Report. The materials were sent to anyone who owned shares of common stock of PG&E Corporation and/or shares of preferred stock of the Utility at the close of business on May 15, 2019. This date is the record date set by the Boards to determine which shareholders may vote at and attend the 2019 Annual Meetings.

**Your vote is extremely important. Even if you plan to attend the 2019 annual meetings, we request that you act promptly to vote your shares by completing, signing and dating the enclosed Proxy Card and returning it in the enclosed postage-paid envelope, or by voting over the Internet or by telephone by following the instructions provided on the enclosed Proxy Card, Voting Instruction Card, or notice.**

**Please see pages [ ]-[ ] for additional information regarding admission to the meeting and how to vote your shares.**

Defined Terms Used in this Proxy Statement

**“2006 LTIP”** refers to the PG&E Corporation 2006 Long-Term Incentive Plan.

**“2014 LTIP”** refers to the PG&E Corporation 2014 Long-Term Incentive Plan.

**“2018 Annual Report”** refers to the PG&E Corporation and Pacific Gas and Electric Company 2018 Joint Annual Report to Shareholders.

**“2019 Annual Meetings”** refers to the 2019 annual meetings of shareholders of PG&E Corporation and the Utility, which will be held concurrently on [ ], 2019.

**“2019 Proxy Materials”** refers to the Joint Notice, this Proxy Statement, the Proxy Card or Voting Instruction Card, and the 2018 Annual Report.

**“401(k) Plan”** refers to the PG&E Corporation Retirement Savings Plan or the PG&E Corporation Retirement Savings Plan for Union-Represented Employees.

**“Bankruptcy Code”** refers to the United States Bankruptcy Code.

**“Bankruptcy Court”** refers to the U.S. Bankruptcy Court for the Northern District of California.

**“BlueMountain”** refers to Blue Mountain Credit Alternatives Master Fund L.P., together with certain of its affiliates.

**“Board”** refers to the Board of Directors of either PG&E Corporation or the Utility, as applicable.

**“CD&A”** refers to the section of the Proxy Statement entitled “Compensation Discussion and Analysis.”

**“CEO”** refers to the position of Chief Executive Officer.

**“Chapter 11”** refers to chapter 11 of title 11 of the U.S. Code.

**“Chapter 11 Cases”** refers to voluntary petitions for relief under Chapter 11, which were filed by each of PG&E Corporation and the Utility on January 29, 2019, in the Bankruptcy Court.

**“Charter Amendment Proposal”** refers to the proposal for shareholders to approve an amendment to the Corporation Charter to increase the maximum number of directors on the Corporation Board to 15 directors and to increase the minimum number of directors on the Corporation Board to 8 directors (which the Corporation Board unanimously recommends the shareholders of PG&E Corporation vote FOR).

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“**COO**” refers to the position of Chief Operating Officer.

“**Corporation**” refers to PG&E Corporation.

“**Corporation Board**” refers to the Board of Directors of PG&E Corporation.

“**Corporation Charter**” refers to the PG&E Corporation Restated Articles of Incorporation.

“**CPUC**” refers to the California Public Utilities Commission.

“**Guidelines**” refers to the Corporate Governance Guidelines adopted by the Boards of PG&E Corporation and the Utility.

“**Independent Auditor**” refers to the independent registered public accounting firm.

“**Joint Notice**” refers to the Joint Notice of Annual Meetings of Shareholders of PG&E Corporation and Pacific Gas and Electric Company.

“**LTIP**” refers to the 2006 Long-Term Incentive Plan and/or the 2014 Long-Term Incentive Plan.

“**NEO**” or “**Named Executive Officer**” refers to an officer who is listed in the Summary Compensation Table of this Proxy Statement.

“**NYSE**” refers to the New York Stock Exchange.

“**NYSE American**” refers to the NYSE American stock exchange (formerly known as NYSE MKT, LLC and as the American Stock Exchange).

**“PEO”** refers to an officer or officers who serve as “principal executive officer” of PG&E Corporation or Pacific Gas and Electric Company, as appropriate.

**“Proxy”** refers to your authorization for another person or persons to vote your shares at the 2019 Annual Meetings, in the manner indicated on the Proxy. Also may refer to the person or persons so authorized (also called proxy holders).

**“Proxy Card”** refers to your proxy card, on which you may indicate how you would like the named proxy holders to vote your shares at the 2019 Annual Meetings.

**“Proxy Statement”** refers to this 2019 Joint Proxy Statement for PG&E Corporation and the Utility.

**“RSU”** refers to a restricted stock unit.

**“SEC”** refers to the United States Securities and Exchange Commission.

**“Section 16 Officer”** refers to any “officer” as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934.

**“STIP”** refers to the Short-Term Incentive Plan.

**“TSR”** refers to Total Shareholder Return, measured by stock price appreciation and dividends paid, relative to companies in the Performance Comparator Group.

**“Utility”** refers to Pacific Gas and Electric Company.

**“Voting Instruction Card”** refers to the form used by beneficial shareholders or participants in a 401(k) Plan to transmit instructions to the nominee or the plan trustee, respectively, on how to vote any shares for which that shareholder or plan participant has voting rights.

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## 2019 Proxy Statement Summary

*This proxy statement summary highlights information to assist you in your review of this Proxy Statement. The summary does not contain all of the information that you should consider, and we encourage you to read the entire Proxy Statement carefully before voting.*

*Your vote is extremely important. Even if you plan to attend the 2019 Annual Meetings, we request that you act promptly to vote your shares by signing and dating the enclosed Proxy Card and returning it in the enclosed postage-paid envelope, or by voting your shares over the Internet or by telephone by following the instructions provided on the enclosed Proxy Card, Voting Instruction Card, or notice.*

## 2019 Annual Meetings of Shareholders

- **Time and Date** [ ] [a.m.] / [p.m.] Pacific Time on [ ], [ ], 2019
- **Place** PG&E Corporation and Pacific Gas and Electric Company headquarters, 77 Beale Street, San Francisco, California
- **Record Date** May 15, 2019
- **Voting** Shareholders as of the record date are entitled to vote. Each share of PG&E Corporation common stock, Pacific Gas and Electric Company common stock, and Pacific Gas and Electric Company preferred stock is entitled to cast one vote on each of the respective company's director nominees and one vote on each of that company's other proposals. All shareholders as of the record date are invited to attend the 2019 Annual Meetings. Shareholders must have acceptable proof of share ownership as of the record date and valid photo identification in order to enter the meeting. Please see the instructions on pages [ ]-[ ].
- **Admission**

## Meeting Agenda and Voting Recommendations

The following items are expected to be voted on at the 2019 Annual Meetings. **The Boards unanimously recommend that you vote as follows:**

## PG&E Corporation

<b>Item</b>	<b>Board's Voting Recommendation</b>	<b>Voting Standard</b>	<b>Page Reference (for more detail)</b>
Election of 14 directors*	<b>FOR</b> all nominees	Majority of votes cast	[ ]
Charter Amendment Proposal	<b>FOR</b>	Majority of outstanding common stock	[ ]
Ratification of Deloitte & Touche LLP as Independent Auditor for 2019	<b>FOR</b>	Majority of votes cast	[ ]
Advisory vote to approve executive compensation	<b>FOR</b>	Majority of votes cast	[ ]
Shareholder proposal: Corporation structure reform	<b>AGAINST</b>	Majority of votes cast	[ ]
Shareholder proposal: Improve shareholder proxy access	<b>AGAINST</b>	Majority of votes cast	[ ]

\* In the event that the PG&E Corporation shareholders vote against approving the Charter Amendment Proposal (Item No. 2), any votes to elect Mr. Johnson to the Corporation Board will be disregarded.

### **Pacific Gas and Electric Company**

<b>Item</b>	<b>Board's Voting Recommendation</b>	<b>Voting Standard</b>	<b>Page Reference (for more detail)</b>
Election of 14 directors	<b>FOR</b> all nominees	Majority of votes cast	[ ]
Ratification of Deloitte & Touche LLP as Independent Auditor for 2019	<b>FOR</b>	Majority of votes cast	[ ]
Advisory vote to approve executive compensation	<b>FOR</b>	Majority of votes cast	[ ]

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Director Nominees

We are asking shareholders of each company to vote “FOR” each of the director nominees listed below (it being understood that if the Charter Amendment Proposal is not approved, shareholders that vote on the Corporation’s Proxy Card will be deemed to vote for each of the director nominees to the Corporation Board other than Mr. Johnson and any votes to elect Mr. Johnson will be disregarded). As a result of the PG&E Corporation Board’s previously announced board refreshment process, in April 2019, eleven new directors (Richard R. Barrera, Jeffrey L. Bleich, Nora Mead Brownell, Frederick W. Buckman, Cheryl F. Campbell, Michael J. Leffell, Kenneth Liang, Dominique Mielle, Meridee A. Moore, Kristine M. Schmidt, and Alejandro D. Wolff) joined two continuing directors (Fred J. Fowler and Eric D. Mullins) on the Boards of PG&E Corporation and the Utility, with eight of ten then-incumbent directors stepping down. The then-incumbent directors of each Board, including the continuing directors, approved the appointments of the new directors. Mr. Johnson is expected to join the Board of Pacific Gas and Electric Company on May 2, 2019 concurrently with stepping into his role as CEO and President of PG&E Corporation.

In addition, the Boards of PG&E Corporation and Pacific Gas and Electric Company have nominated, and recommend that shareholders vote in favor of, the following candidates for election to the Boards at the 2019 annual meetings of shareholders:

Richard R. Barrera	Cheryl F. Campbell	Kenneth Liang	Kristine M. Schmidt
Jeffrey L. Bleich	Fred J. Fowler	Dominique Mielle	Alejandro D. Wolff
Nora Mead Brownell	William D. Johnson	Meridee A. Moore	
Frederick W. Buckman	Michael J. Leffell	Eric D. Mullins	

As noted above, there are currently 13 directors on the Board of PG&E Corporation, which is the maximum number of directors currently permitted under the Corporation Charter. In order to allow for the addition of more diverse perspectives and to enhance the collective effectiveness of the PG&E Corporation Board, shareholders are being asked to vote on a proposal to amend the Corporation Charter to increase the maximum size of the PG&E Corporation Board to 15 members (and to concurrently increase the minimum size of the PG&E Corporation Board to 8 members, as required by state law). **The Board of PG&E Corporation unanimously recommends that shareholders vote FOR each of PG&E Corporation’s director nominees and FOR the proposal to amend the Corporation Charter to increase the maximum size of the PG&E Corporation Board to 15 members.** Under each company’s Corporate Governance Guidelines, each member of each Board is elected annually and serves a one-year term.

We are confident these slates of nominees, including PG&E Corporation’s new CEO and President, Bill Johnson, will guide the companies through the Chapter 11 process while balancing the interests of all stakeholders.

In 2019, the elections of directors for the Corporation and for Pacific Gas and Electric Company are not contested, and therefore, directors of the Corporation and of Pacific Gas and Electric Company will be elected by a majority of the votes represented and voting at the 2019 Annual Meetings.

Below is summary information about each director nominee recommended by the Corporation and Utility Boards. See pages [ ] to [ ] for complete biographical information for each of the nominees. The Boards recommend that you vote FOR each of their nominees.

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<b>Nominee</b>	<b>Age</b>	<b>Director Since</b>	<b>Principal Occupation</b>	<b>Current Committee Memberships</b>	<b>Other Current Public Company Boards</b>
Richard R. Barrera	47	April 2019	Founder, CEO and Portfolio Manager, Roystone Capital Management LP	<ul style="list-style-type: none"> <li>• Audit</li> <li>• Executive</li> </ul>	
Jeffrey L. Bleich	58	April 2019	Attorney, former Special Counsel to the President, U.S. Ambassador, and California State Bar President	<ul style="list-style-type: none"> <li>• Finance (Chair)</li> <li>• Compliance and Public Policy</li> <li>• Safety and Nuclear Oversight</li> </ul>	
Nora Mead Brownell	71	April 2019	Founder, Espy Energy Solutions LLC	<ul style="list-style-type: none"> <li>• Safety and Nuclear Oversight</li> </ul>	
Frederick W. Buckman	73	April 2019	Retired President and CEO of Powerlink Transmission Company	<ul style="list-style-type: none"> <li>• [ ]</li> <li>• Compliance and Public Policy</li> </ul>	
Cheryl F. Campbell	59	April 2019	Former Senior Vice President, Gas, Xcel Energy, Inc.	<ul style="list-style-type: none"> <li>• Executive</li> <li>• Finance</li> <li>• Safety and Nuclear Oversight (Chair)</li> </ul>	
Fred J. Fowler	73	March 2012	Retired Chairman of the Board, Spectra Energy Partners, LP	<ul style="list-style-type: none"> <li>• Finance</li> <li>• Safety and Nuclear Oversight</li> </ul>	<ul style="list-style-type: none"> <li>• DCP Midstream Partners, LP</li> <li>• Encana Corporation</li> </ul>
William D. Johnson	65	N/A*	CEO and President of PG&E Corporation	<ul style="list-style-type: none"> <li>N/A*</li> <li>• Compliance and Public Policy</li> </ul>	
Michael J. Leffell	60	April 2019	Founder, Portage Partners	<ul style="list-style-type: none"> <li>• Executive</li> <li>• Nominating and Governance (Chair)</li> </ul>	
Kenneth Liang	57	April 2019	Former senior Managing Director and Head of Restructurings, Oaktree Capital Management	<ul style="list-style-type: none"> <li>• Compensation</li> <li>• Finance</li> </ul>	
Dominique Mielle	50	April 2019	Former Partner and Senior Portfolio Manager, Canyon Partners LLC	<ul style="list-style-type: none"> <li>• Audit (Chair)</li> <li>• Executive</li> </ul>	<ul style="list-style-type: none"> <li>• Anworth Mortgage Asset Corporation</li> <li>• Studio City International</li> </ul>



				<ul style="list-style-type: none"> <li>• Compensation (Chair)</li> </ul>	
Meridee A. Moore	61	April 2019	Senior Managing Member, Watershed Asset Management LLC	<ul style="list-style-type: none"> <li>• Executive</li> <li>• Finance</li> </ul>	<ul style="list-style-type: none"> <li>• BlackRock Capital Investment Corporation</li> </ul>
Eric D. Mullins	57	September 2016	Managing Director and Co-CEO, Lime Rock Resources, L.P.	<ul style="list-style-type: none"> <li>• Nominating and Governance</li> <li>• Audit</li> <li>• Safety and Nuclear Oversight</li> <li>• Compliance and Public Policy (Chair)</li> </ul>	<ul style="list-style-type: none"> <li>• Anadarko Petroleum Company</li> </ul>
Kristine M. Schmidt	55	April 2019	Retired Owner and Consultant of Swan Consulting Services, LLC; former President of ITC Great Plains; former Chair of the Western Energy Imbalance Market Governing Body	<ul style="list-style-type: none"> <li>• Executive</li> <li>• Nominating and Governance</li> <li>• Safety and Nuclear Oversight</li> </ul>	
Alejandro D. Wolff	62	April 2019	Former U.S. Ambassador to the Republic of Chile; former U.S. Ambassador to the United Nations	<ul style="list-style-type: none"> <li>• Compensation</li> <li>• Compliance and Public Policy</li> </ul>	<ul style="list-style-type: none"> <li>• Albemarle Corporation</li> <li>• Versum Materials</li> </ul>

\* indicates that the applicable nominee is not a director of the Corporation or the Utility as of the date of this preliminary Proxy Statement, but is expected to become a member of the Board of the Utility on May 2, 2019.