

EVERGY, INC.

AUDIT COMMITTEE CHARTER

Adopted June 4, 2018

A. Purpose

There will be an Audit Committee (the “Committee”) whose members will be appointed by the Board of Directors (the “Board”) of Evergy, Inc. (“Evergy”) to assist the Board in the oversight of the company.

Pursuant to Section 10A of the Securities Exchange Act of 1934, as amended, the Committee has responsibility for, and functions as the Committee for, Evergy, Kansas City Power & Light Company and Westar Energy, Inc., and any of their wholly-owned SEC registered subsidiaries (collectively, the “Company”).

The Committee’s primary purposes are to:

- 1) Oversee the Company’s processes related to integrity of the Company’s financial statements, including the reporting process and systems of internal controls regarding finance, accounting, legal, and regulatory compliance.
- 2) Review the independence, qualifications, and performance of the Company’s independent auditors and the performance of the audit services department.
- 3) Oversee the preparation of all reports and other disclosures required of the Committee by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s proxy statement for the annual meeting of shareholders.
- 4) Review the Company’s compliance with legal and regulatory requirements and the Company’s Code of Ethical Business Conduct (the “Code”).

B. Membership

The Board shall appoint and remove members of the Committee, in each case, upon recommendation of the Nominating, Governance, and Corporate Responsibility Committee. The Committee shall be composed of three (3) or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and the SEC for Committee members. The Board will designate one member of the Committee as Chair, based on the recommendation of the Nominating, Governance, and Corporate Responsibility Committee. The Chair shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings, and reporting to the Board. If the Chair is unable to attend a Committee meeting, prior to such meeting, the Chair shall designate an acting Chair for such meeting or, if no such person is designated the Committee members present can designate an acting Chair for such meeting.

All members of the Committee shall be, or become within a reasonable period of time, financially literate as determined by the Board. At least one (1) member of the Committee

shall, in the judgment of the Board, be an “audit committee financial expert” as defined in the SEC rules, and at least one member (who may also be designated as an audit committee financial expert) shall, in the judgment of the Board, have accounting or related financial management expertise in accordance with the NYSE listing standards.

The Committee shall comply with all rules and requirements of the NYSE and the SEC. If a Committee member simultaneously serves on the audit committee of more than three public companies, the Board must determine that such simultaneous service would not impair his or her ability to effectively serve on the Committee.

The Committee shall meet at least four (4) times annually, or more frequently as the Committee may determine is appropriate, and will maintain minutes of meetings and regularly report to the Board on the activities and actions of the Committee. The Committee will also perform an annual self-assessment of the Committee’s performance.

The Committee will periodically meet separately with management, the chief audit executive, and the independent auditors to discuss any matters that they or the Committee believes should be discussed. The Committee will also meet periodically in closed executive session as required or requested by any member of the Committee.

C. Authority

The Committee has the authority to:

- 1) Conduct any investigation appropriate in fulfilling its responsibilities, and directly access audit services, independent auditors, and anyone at the Company.
- 2) Retain, at the Company’s expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.
- 3) Appoint, compensate, and oversee the work of any independent registered public accounting firm employed by the Company and review the work of the internal audit services department.
- 4) Request any information it requires from employees, all of whom shall be directed to cooperate with the Committee, or any external parties, as necessary.
- 5) Meet with Company officers, audit services, external auditors, or outside counsel retained by management, as necessary.
- 6) Delegate duties and responsibilities to a subcommittee of one or more of its members (unless otherwise limited by the Board).

D. Duties and Responsibilities

The Committee's responsibilities and duties are as follows:

Financial Reporting and Disclosure Matters

- 1) Meet to review and discuss with management and the independent auditors the Company's annual audited and quarterly financial statements prior to filing or distribution, including reviewing the Company's specific disclosures in its Annual Report on Form 10-K and Quarterly Report on Form 10-Q under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- 2) Review and discuss the adequacy of the Company's disclosure controls and procedures and internal controls, including internal controls over financial reporting, with the independent auditors, audit services, and management.
- 3) Review and discuss the results of the audit with the independent auditors prior to releasing annual financial results.
- 4) Recommend to the Board whether the audited financial statements should be approved for inclusion in the Annual Report on Form 10-K.
- 5) Review and discuss with management earnings press releases and earnings guidance prior to their release.
- 6) Oversee the preparation of the Committee report and other disclosures required of the Committee by the SEC for inclusion in the Company's proxy statement for its annual meeting of shareholders.
- 7) Review and discuss with management and the independent auditors the Company's critical accounting policies, and material issues and changes proposed by the independent auditors, audit services, or management regarding the Company's critical accounting policies or selection or application of auditing and accounting principles and financial statement presentations.
- 8) Review and discuss with management and the independent auditors the effect of regulatory and accounting initiatives, as well as accruals, reserves (including tax reserves related to open tax years), estimates, and off-balance sheet structures on the financial statements.
- 9) Review and discuss with management and the independent auditors the identification of, accounting for, and disclosure of the Company's relationships and transactions with related parties and other significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

Independent Auditors

- 10) Have direct responsibility for the appointment, compensation, retention, termination, terms of engagement, evaluation, and oversight of the work of the

Company's independent auditors (including resolution of disagreements between management and the auditor regarding financial reporting), which report directly to the Committee.

- 11) Pre-approve all audit and non-audit services provided by the Company's independent auditors, and approve all fees to be paid to the independent auditors.
- 12) Review and discuss, and approve, the independent auditors' audit plan, including scope, staffing, locations, reliance upon management and the audit services department, and general audit approach.
- 13) Review and discuss with the independent auditors the matters required to be communicated by the independent auditors pursuant to auditing standards of the Public Company Accounting Oversight Board relating to the results or conduct of the audit, including any problems or difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, any significant disagreements with management, the quality of the Company's accounting principles and underlying estimates, and any critical audit matters identified in the independent auditor's audit report.
- 14) Review and discuss at least annually with the independent auditors a written report setting forth (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm or any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; and (iii) any steps taken to deal with any such issue.
- 15) Assure the rotation of the lead partner and concurring partner of the independent auditors as required by applicable SEC rules and regulations.
- 16) Review, assess, and discuss with the independent auditors their independence prior to their initial engagement and at least annually thereafter, including all relationships between the independent auditors and the Company and the written disclosures required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Committee concerning independence.
- 17) Assess at least annually the qualifications and performance of the independent auditors.
- 18) Confirm the Company's compliance with SEC requirements related to the Company hiring any current or former employees of the independent auditors.

Audit Services Department

- 19) Review, discuss, and approve annually the audit services department's audit plan and budget.

- 20) Review and discuss significant audit services findings and recommendations and management's responses.
- 21) Review and discuss with the independent auditors and management the appointment, performance, and replacement of the chief audit executive, who reports directly to the Committee.
- 22) Assess periodically, in executive session, the performance of the audit services department.
- 23) Periodically review the charter of the audit services department.

Compliance and Ethics Program and Legal Oversight

- 24) Receive and review the investigation and disposition of all reports by the chief compliance officer of all matters involving criminal conduct or potential criminal conduct. The chief compliance officer has the express authority and obligation to directly report and communicate to the Committee on all significant compliance matters.
- 25) Review procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting control, or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters.
- 26) Review and discuss not less than annually with the chief compliance officer the design, implementation, and effectiveness of the Company's compliance programs, including but not limited to the Company's Code of Ethical Business Conduct.
- 27) Discuss with the Company's general counsel on a periodic basis any legal matters that could have a significant impact on the Company including periodic reports on all significant litigation and investigations and updates on these matters as warranted by the circumstances.

Risk Oversight

- 28) Review periodically and discuss the Company's policies, processes, and frameworks with respect to risk assessment and risk management.

Other Committee Responsibilities

- 29) Review periodically audit results associated with directors' and officers' expense accounts and perquisites.
- 30) Review financial, accounting, and audit services personnel succession planning within the Company working together with the Compensation and Leadership Development Committee.

- 31) Periodically review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval, and have the revised Charter published.
- 32) Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.