

EVERGY, INC.

COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

Adopted June 4, 2018

A. Purpose

There will be a Compensation and Leadership Development Committee (the “Committee”) whose members will be appointed by the Board of Directors (the “Board”) of Evergy, Inc. (“Evergy”) to assist the Board in overseeing compensation and development strategies and policies for Evergy and its subsidiaries (the “Company”).

For purposes of this charter, “Officer” shall mean the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), President, Chief Operating Officer, or any Vice President of the Company, and “Named Executive Officer” shall mean the individuals whose compensation must be included in the Company’s proxy statement pursuant to Item 402 of Regulation S-K.

The Committee’s primary purposes are to:

- 1) Establish an overall compensation philosophy that aligns the interests of Officers with shareholders of the Company.
- 2) Evaluate, and recommend for approval by the non-management members of the Board, CEO compensation, incentives, and benefits.
- 3) Evaluate and approve Named Executive Officer (excluding the CEO) compensation, incentives, and benefits.
- 4) Advise the CEO on compensation, incentives, and benefits for Officers whose compensation is not otherwise set by the Board or Committee.
- 5) Review management’s plans and programs for the attraction, retention, performance, succession, engagement, and leadership development of the human resources needed to achieve the Company’s objectives, including the succession of senior Officers.
- 6) Review the culture of the Company.
- 7) Review and discuss preparation of the Compensation Discussion and Analysis (“CD&A”) with management and prepare or oversee the preparation of the Committee report required by Securities and Exchange Commission (“SEC”) rules.
- 8) Recommend approval of the CD&A that is to be included in the Company’s proxy statement related to its annual meeting or annual report on Form 10-K.

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 compensation committee members. Each member of the Committee will also be an (1) “outside director” as defined by Section 162(m) of the Internal Revenue Code, and (2) “non-employee directors” as defined by Rule 16b-3 of the Securities Exchange Act of 1934, as amended (“Exchange Act”). 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.

The Committee shall comply with all rules and requirements of the NYSE and the SEC, and any other applicable laws. The Committee shall meet as often as the Committee may determine is appropriate to carry out its responsibilities 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 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) Retain, at the Company’s expense, special legal, accounting, or compensation consultants, or other consultants or experts it deems necessary in the performance of its duties.
- 2) Request any information it requires from employees, all of whom shall be directed to cooperate with the Committee, or any external parties, as necessary.
- 3) Meet with Company officers or outside counsel retained by management of the Company, as necessary.
- 4) Delegate any of its 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:

Compensation, Benefits, and Performance

- 1) Establish, or oversee the establishment of, and review, a compensation and benefits philosophy and structure for the Company that is aligned with the Company's goals and objectives.
- 2) Review and select a peer group of companies against which to benchmark the Company's executive compensation and compensation practices.
- 3) Review and recommend to the Board the appointment of Officers.
- 4) Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend for approval by the non-management members of the Board the CEO's compensation, incentives, and benefits based on this evaluation.
- 5) Discuss the performance of, and evaluate and approve, Named Executive Officer (excluding the CEO) compensation, incentives, and benefits.
- 6) Review and advise the CEO on compensation, incentives, and benefits for Officers whose compensation is not otherwise set by the Board or Committee.
- 7) Review and approve Officer compensation agreements or plans, and review non-Officer compensation programs.

Plan and Compensation Administration

- 8) Oversee the administration on behalf of the Board of any incentive plans or stock plans in a manner consistent with the terms of such plans, including approval of stock awards for all Officers.
- 9) Review, on a periodic basis, the aggregate amount of compensation paid or potentially payable to the CEO and such other Officers as the Committee may determine through the use of tally sheets or another comparable method.
- 10) Review and discuss annually the Company's compensation policies and practices to determine whether they encourage excessive risk taking.
- 11) Review and oversee the administration of any clawback policy.
- 12) Periodically review type and design of the Company's pension, health, welfare, and benefit plans for all current and former employees.

Other Responsibilities

- 13) Review and approve, if required, disclosures of compensation matters which are required by the SEC and other governmental bodies, including the Compensation Committee Report.

- 14) Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest, as defined by SEC and NYSE rules, and review and approve any disclosures regarding compensation consultant conflicts of interest that are required by SEC and NYSE rules.
- 15) Review the performance of any compensation consultant retained by the Committee or Board.
- 16) Review and consider the shareholder advisory votes on executive compensation matters and frequency of say on pay votes.
- 17) Review the Company's workforce composition and strategy and the process for management development, retention, and long-range planning, including succession planning for senior officers and the CEO, as well as succession, development, and leadership planning for (a) the Company's nuclear leadership team in conjunction with the Nuclear, Operations, and Environmental Oversight Committee and (b) the Company's financial and accounting leadership team in conjunction with the Audit Committee.
- 18) Periodically review the culture of the Company and its effect on employee engagement and the overall objectives of the Company.
- 19) 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.
- 20) 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.