

NOTATIONAL BOARD APPROVAL

(Long-Term Incentive Plan Measures and Goals)

WHEREAS in a memorandum dated September 7, 2024, a copy of which is filed with the records of the Board as Exhibit _____ (Memorandum), the Chief Executive Officer (CEO) recommended approval of the following Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles: Total Spend, Carbon-Free Performance Indicator, and Powerful Partnerships Survey; and

WHEREAS the People and Governance Committee has reviewed the proposed LTIP Performance Measures and Goals, as described above, and recommends their approval; and


WHEREAS, by his signature below, the Chair of the Board has approved that this item is appropriate for notational consideration by the full Board based on the need to finalize Long-Term Incentive Plan Measures and Goals for the cycle that began on October 1, 2023, and prior to the start of the performance cycle that will begin on October 1, 2024, and

WHEREAS, by his signature below, the Chair of the Board has established the voting period for this action to end on September 23, 2024;

BE IT RESOLVED, That, with regard to LTIP Performance Measures and Goals for the performance cycles for FY 2024 – FY 2026 and FY 2025 – FY 2027, the Board approves Total Spend, Carbon-Free Performance Indicator, and Powerful Partnerships Survey Performance Measures and Goals (including accompanying definition sheets) as set forth in the Memorandum and its Attachment A, which is confidential.

NOTATIONAL APPROVAL: Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles

BOARD ACTION: APPROVED BY THE INDIVIDUAL BOARD MEMBERS

 _____ Joe Ritch, Chair	<u>9/17/24</u> Date
_____ Beth Geer, Director	_____ Date
_____ Beth Harwell, Director	_____ Date
_____ Bobby Klein, Director	_____ Date
_____ Michelle Moore, Director	_____ Date
_____ Brian Noland, Director	_____ Date
_____ Bill Renick, Director	_____ Date
_____ Wade White, Director	_____ Date

NOTATIONAL APPROVAL: Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles

BOARD ACTION: APPROVED BY THE INDIVIDUAL BOARD MEMBERS

Joe Ritch, Chair

Beth Prichard Geer
Beth Geer, Director

Beth Harwell, Director

Bobby Klein, Director

Michelle Moore, Director

Brian Noland, Director

Bill Renick, Director

Wade White, Director

Beth

Heer

Date

9/17/24

Date

Date

Date

Date

Date

Date

Date

Date

9/18/24

24

NOTATIONAL APPROVAL: Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles

BOARD ACTION: APPROVED BY THE INDIVIDUAL BOARD MEMBERS

Joe Ritch, Chair Date

Beth Geer, Director Date

Beth Harwell

Beth Harwell, Director 9/16/2024
Date

Bobby Klein, Director Date

Michelle Moore, Director Date

Brian Noland, Director Date

Bill Renick, Director Date

Wade White, Director Date

NOTATIONAL APPROVAL: Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles

BOARD ACTION: APPROVED BY THE INDIVIDUAL BOARD MEMBERS

Joe Ritch, Chair

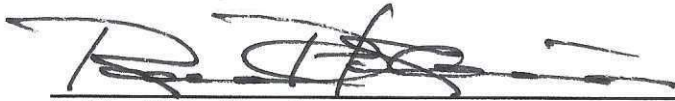
Date

Beth Geer, Director

Date

Beth Harwell, Director

Date



Bobby Klein, Director

9/16/24
Date

Michelle Moore, Director

Date

Brian Noland, Director

Date

Bill Renick, Director

Date

Wade White, Director

Date

NOTATIONAL APPROVAL: Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles

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Joe Ritch, Chair

Date

Beth Geer, Director

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Beth Harwell, Director

Date

Bobby Klein, Director

Date



Michelle Moore, Director

9/17/24

Date

Brian Noland, Director

Date

Bill Renick, Director

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Wade White, Director

Date

NOTATIONAL APPROVAL: Long-Term Incentive Plan (LTIP) Performance Measures and Goals for the FY 2024 – FY 2026 and FY 2025 – FY 2027 performance cycles

BOARD ACTION: APPROVED BY THE INDIVIDUAL BOARD MEMBERS

Joe Ritch, Chair Date

Beth Geer, Director Date

Beth Harwell, Director Date

Bobby Klein, Director Date

Michelle Moore, Director Date



Brian Noland, Director **9-17-24**
Date

Bill Renick, Director Date

Wade White, Director Date

NOTATIONAL APPROVAL: Winning Performance Team Incentive Plan and Executive Annual Incentive Plan Corporate Performance Measures and Goals for Fiscal Year 2025

BOARD ACTION: APPROVED BY THE INDIVIDUAL BOARD MEMBERS

Joe Ritch, Chair Date

Beth Geer, Director Date

Beth Harwell, Director Date

Bobby Klein, Director Date

Michelle Moore, Director Date

Brian Noland, Director Date

Bill Renick
Bill Renick, Director 9/17/2024
Date

Wade White, Director Date

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Joe Ritch, Chair Date

Beth Geer, Director Date

Beth Harwell, Director Date

Bobby Klein, Director Date

Michelle Moore, Director Date

Brian Noland, Director Date

Bill Renick, Director Date

Wade White

Wade White, Director Date *9/18/24*

Documents not exempted from disclosure under the Freedom of Information Act have been publicly disclosed via a Current Report on Form 8-K filed [September 20, 2024](#), or on TVA's website ([Compensation Board Practice](#))