

# GREAT PLAINS ENERGY INCORPORATED

## COMPENSATION AND DEVELOPMENT COMMITTEE CHARTER

Revised August 4, 2015

### I. Purpose

There will be a Compensation and Development Committee whose members will be appointed by the Board of Directors (the "Board") to assist the Board in overseeing compensation for Great Plains Energy Incorporated (the "Company").

The Compensation and Development Committee's primary purposes are to:

- Discharge the Board's delegated responsibilities relating to compensation of the Company's officers and directors.
- Establish an overall compensation philosophy of the Company that aligns the interests of directors and officers with the interests of the Company's shareholders.
- Evaluate and recommend for approval by the independent members of the Board all compensation of officers, including base salaries, incentives, and other compensation and benefit programs.
- Ensure the development of existing and emerging executive talent within the organization.
- Review and discuss preparation of the Compensation Discussion and Analysis ("CD&A") with management and prepare the required Committee report, monitoring disclosure regarding compensation matters in the Company's Securities and Exchange Commission (the "SEC") filings and recommend whether the CD&A should be included in the Company's proxy statement or annual report on Form 10-K.

The Compensation and Development Committee has the ability to retain, at the Company's expense, special compensation, legal or other consultants or experts it deems necessary in the performance of its duties.

### II. Organization

Members of the Compensation and Development Committee shall be appointed and may be removed by the Board on recommendation of the Governance Committee. The Compensation and Development Committee will be composed of three or more directors. Each member of the Committee will meet the independence and other qualification requirements under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the rules of the New York Stock Exchange ("NYSE") and the Company's Corporate Governance Guidelines. The members of the Committee, or alternatively the members of a subcommittee of the Committee, will also be (1) "outside directors" as defined by Section 162(m) of the Internal Revenue Code, and (2) "non-employee directors" as defined by Rule 16b-3 of the SEC. The Committee will meet at such times

as it determines to be necessary or appropriate, but not less than once a quarter. The Compensation and Development Committee may delegate its duties and responsibilities to a subcommittee of its members.

### **III. Duties and Responsibilities**

The Compensation and Development Committee will assist the Board in overseeing all aspects of executive compensation for the Company and its subsidiaries, as follows:

1. Establish and review the organization's stated compensation philosophy for the Company and its subsidiaries, ensuring it is appropriate and consistent with Company goals, objectives and shareholder interests.
2. Make recommendations to the Board with respect to the director and officer compensation structure of the Company and its subsidiaries.
3. Review and recommend to the Board the appointment of officers.
4. Review and recommend to the Board the annual salaries, incentive awards, stock awards, or other compensation or benefit provisions for officers.
5. Review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation.
6. Recommend to the Board the adoption of any new incentive plans, stock plans, or other compensation or benefits plans, or revisions to those plans, in which the officers are participants.
7. 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 establishment of applicable target goals, determination of when goals have been achieved, and approval of stock and cash awards.
8. Ensure appropriate discussion and oversight of risk arising from the design and ongoing administration of the Company's compensation plans.
9. Review on a periodic basis the aggregate amount of compensation paid or potentially payable to the CEO and other senior officers through the use of tally sheets or such other method as the Compensation and Development Committee may determine.
10. Review and recommend to the independent members of the Board, or approve, any compensatory matters with officers of the Company, including employment agreements, severance agreements, change of control agreements, or any other agreement for any special supplemental benefits.
11. Review, discuss and/or approve disclosures of compensation matters which are required by the SEC and other governmental bodies, including the Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.

12. Annually review the outside directors' compensation package for competitiveness and plan design and recommend changes as appropriate to the Board.
13. Perform a self-assessment of the Compensation and Development Committee's performance annually.
14. Review the Compensation and Development Committee Charter annually.
15. Report all significant actions and findings of the Committee to the Board.

#### IV. **Outside Advisors**

The Compensation and Development Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, outside legal counsel or other advisors ("Compensation Advisors") as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

The Compensation and Development Committee shall be directly responsible for the appointment, compensation and oversight of the work performed by any Compensation Advisor on behalf of the Compensation and Development Committee. The Compensation and Development Committee shall receive appropriate funding from the Company, as determined by the Compensation and Development Committee in its capacity as a committee of the Board, for the reasonable compensation of Compensation Advisors retained by the Compensation and Development Committee. The level of appropriate funding and compensation is determined by the Compensation and Development Committee.

The Compensation and Development Committee shall evaluate whether any Compensation Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, and review, discuss and/or approve disclosures regarding Compensation Advisor conflicts of interest which are required by Item 407(e)(3)(iv). In determining whether a conflict of interest exists, the Compensation and Development Committee will consider factors consistent with Exchange Act Rule 10C-1(b)(4)(i) through (vi) and applicable NYSE rules. Before selecting a Compensation Advisor, the Compensation and Development Committee shall take into consideration all factors relevant to that person's independence from management, including the factors specified in the New York Stock Exchange Listed Company Manual.