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DELTA REPORT

10-Q

PPL ELECTRIC UTILITIES CO

10-Q - SEPTEMBER 30, 2024 COMPARED TO 10-Q - JUNE 30, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	1316
CHANGES	241
DELETIONS	425
ADDITIONS	650

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended June 30, 2024 September 30, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _________ to ___________

Commission File Number	Registrant; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
1-11459	**PPL Corporation** (Exact name of Registrant as specified in its charter) Pennsylvania 645 Hamilton Street Allentown, PA 18101 (610) 774-5151 Former Address: Two North Ninth Street Allentown, PA 18101-1179	23-2758192
1-905	**PPL Electric Utilities Corporation** (Exact name of Registrant as specified in its charter) Pennsylvania 827 Hausman Road Allentown, PA 18104-9392 (610) 774-5151 Former Address: Two North Ninth Street Allentown, PA 18101-1179	23-0959590
1-2893	**Louisville Gas and Electric Company** (Exact name of Registrant as specified in its charter) Kentucky 220 West Main Street Louisville, KY 40202-1377 (502) 627-2000	61-0264150
1-3464	**Kentucky Utilities Company** (Exact name of Registrant as specified in its charter) Kentucky and Virginia One Quality Street Lexington, KY 40507-1462 (502) 627-2000	61-0247570

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s):	Name of each exchange on which registered
Common Stock of PPL Corporation	PPL	New York Stock Exchange
Junior Subordinated Notes of PPL Capital Funding, Inc.		
2007 Series A due 2067	PPL/67	New York Stock Exchange

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

PPL Corporation	Yes	☒	No	☐
PPL Electric Utilities Corporation	Yes	☒	No	☐
Louisville Gas and Electric Company	Yes	☒	No	☐
Kentucky Utilities Company	Yes	☒	No	☐

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit such files).

PPL Corporation	Yes	☒	No	☐
PPL Electric Utilities Corporation	Yes	☒	No	☐
Louisville Gas and Electric Company	Yes	☒	No	☐
Kentucky Utilities Company	Yes	☒	No	☐

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, non-accelerated filers, smaller reporting companies or emerging growth companies. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
PPL Corporation	☒	☐	☐	☐	☐
PPL Electric Utilities Corporation	☐	☐	☒	☐	☐
Louisville Gas and Electric Company	☐	☐	☒	☐	☐
Kentucky Utilities Company	☐	☐	☒	☐	☐

If emerging growth companies, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

PPL Corporation	☐
PPL Electric Utilities Corporation	☐
Louisville Gas and Electric Company	☐
Kentucky Utilities Company	☐

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act).

PPL Corporation	Yes	☐	No	☒
PPL Electric Utilities Corporation	Yes	☐	No	☒
Louisville Gas and Electric Company	Yes	☐	No	☒
Kentucky Utilities Company	Yes	☐	No	☒

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

PPL Corporation Common stock, $0.01 par value, 737,773,304 737,970,005 shares outstanding at July 30, 2024 October 28, 2024.
PPL Electric Utilities Corporation Common stock, no par value, 66,368,056 shares outstanding and all held by PPL Energy Holdings LLC, a wholly-owned, indirect subsidiary of PPL Corporation, at July 30, 2024 October 28, 2024.
Louisville Gas and Electric Company Common stock, no par value, 21,294,223 shares outstanding and all held by LG&E and KU Energy LLC, a wholly-owned, indirect subsidiary of PPL Corporation, at July 30, 2024 October 28, 2024.
Kentucky Utilities Company Common stock, no par value, 37,817,878 shares outstanding and all held by LG&E and KU Energy LLC, a wholly-owned, indirect subsidiary of PPL Corporation, at July 30, 2024 October 28, 2024.

This document is available free of charge at the Investors section of PPL Corporation's website at www.pplweb.com. However, other information on this website does not constitute a part of this Form 10-Q.

PPL CORPORATION
PPL ELECTRIC UTILITIES CORPORATION
LOUISVILLE GAS AND ELECTRIC COMPANY
KENTUCKY UTILITIES COMPANY

FORM 10-Q
FOR THE QUARTER ENDED JUNESEPTEMBER 30, 2024

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This combined Form 10-Q is separately filed by the following Registrants in their individual capacity: PPL Corporation, PPL Electric Utilities Corporation, Louisville Gas and Electric Company and Kentucky Utilities Company. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant, except that information under "Forward-Looking Information" relating to subsidiaries of PPL Corporation is also attributed to PPL Corporation.

Unless otherwise specified, references in this Report, individually, to PPL Corporation, PPL Electric Utilities Corporation, Louisville Gas and Electric Company and Kentucky Utilities Company are references to such entities directly or to one or more of their subsidiaries, as the case may be, the financial results of which subsidiaries are consolidated into such Registrants' financial statements in accordance with GAAP. This presentation has been applied where identification of particular subsidiaries is not material to the matter being disclosed, and to conform narrative disclosures to the presentation of financial information on a consolidated basis.

Combined Notes to Condensed Financial Statements (Unaudited)

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GLOSSARY OF TERMS AND ABBREVIATIONS

PPL Corporation and its subsidiaries

CEP Reserves - CEP Reserves Inc., a cash management subsidiary of PPL that maintains cash reserves for the balance sheet management of PPL and certain subsidiaries.

KU - Kentucky Utilities Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity, primarily in Kentucky.

LG&E - Louisville Gas and Electric Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity and the distribution and sale of natural gas in Kentucky.

LKE - LG&E and KU Energy LLC, a subsidiary of PPL and the parent of LG&E, KU and other subsidiaries.

LKS - LG&E and KU Services Company, a subsidiary of LKE that provides administrative, management and support services primarily to LG&E and KU, as well as to LKE and its other subsidiaries.

Narragansett Electric - The Narragansett Electric Company, an entity that serves electric and natural gas customers in Rhode Island. On May 25, 2022, PPL and its subsidiary, PPL Rhode Island Holdings announced the completion of the acquisition of Narragansett Electric, which continues to provide services under the name Rhode Island Energy. Narragansett Electric is sometimes referred to as Rhode Island Energy or RIE.

PPL - PPL Corporation, the ultimate parent holding company of PPL Electric, PPL Energy Funding Corporation, PPL Capital Funding, LKE, RIE and other subsidiaries.

PPL Capital Funding - PPL Capital Funding, Inc., a financing subsidiary of PPL that provides financing for the operations of PPL and certain subsidiaries. Debt issued by PPL Capital Funding is fully and unconditionally guaranteed as to payment by PPL.

PPL Electric - PPL Electric Utilities Corporation, a public utility subsidiary of PPL engaged in the regulated transmission and distribution of electricity in its Pennsylvania service area and that provides electricity supply to its retail customers in this area as a PLR.

PPL Energy Holdings - PPL Energy Holdings, LLC, a subsidiary of PPL and the parent holding company of PPL Energy Funding Corporation, LKE, PPL Electric, PPL Rhode Island Holdings, PPL Services and other subsidiaries.

PPL Rhode Island Holdings - PPL Rhode Island Holdings, LLC, a subsidiary of PPL Energy Holdings formed for the purpose of acquiring Narragansett Electric to which certain interests of PPL Energy Holdings in the Narragansett Stock Purchase Agreement were assigned.

PPL Services - PPL Services Corporation, a subsidiary of PPL that provides administrative, management and support services to PPL and its subsidiaries.

RIE - Rhode Island Energy, the name under which Narragansett Electric continues to provide services since its acquisition by PPL and its subsidiary, PPL Rhode Island Holdings, on May 25, 2022.

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Other terms and abbreviations

£ - British pound sterling.

2023 Form 10-K - Annual Report to the SEC on Form 10-K for the year ended December 31, 2023.

Act 11 - Act 11 of 2012 that became effective in April 2012. The Pennsylvania legislation authorized the PAPUC to approve two specific ratemaking mechanisms: the use of a fully projected future test year in base rate proceedings and, subject to certain conditions, a DSIC.

Act 129 - Act 129 of 2008 that became effective in October 2008. The law amended the Pennsylvania Public Utility Code and created an energy efficiency and conservation program and smart metering technology requirements, adopted new PLR electricity supply procurement rules, provided remedies for market misconduct and changed the Alternative Energy Portfolio Standard (AEPS).

AFUDC - allowance for funds used during construction. The cost of equity and debt funds used to finance construction projects of regulated businesses, which is capitalized as part of construction costs.

AOCI - accumulated other comprehensive income or loss.

ARO - asset retirement obligation.

Bcf - billion cubic feet. A unit of measure commonly used in quoting volumes of natural gas.

CCR(s) - coal combustion residual(s). CCRs include fly ash, bottom ash and sulfur dioxide scrubber wastes.

Clean Air Act - federal legislation enacted to address certain environmental issues related to air emissions, including acid rain, ozone and toxic air emissions.

COVID-19 - the disease caused by the novel coronavirus identified in 2019 that caused a global pandemic.

CPCN - Certificate of Public Convenience and Necessity. Authority granted by the KPSC pursuant to Kentucky Revised Statute 278.020 to provide utility service to or for the public or the construction of certain plant, equipment, property or facilities for furnishing of utility service to the public. A CPCN is required for any capital addition, subject to KPSC jurisdiction, in excess of $100 million.

Customer Choice Act - the Pennsylvania Electricity Generation Customer Choice and Competition Act, legislation enacted to restructure the state's electric utility industry to create retail access to a competitive market for generation of electricity.

DSIC - Distribution System Improvement Charge. Authorized under Act 11, which is an alternative ratemaking mechanism providing more-timely cost recovery of qualifying distribution system capital expenditures.

DSM - Demand Side Management. Pursuant to Kentucky Revised Statute 278.285, the KPSC may determine the reasonableness of DSM programs proposed by any utility under its jurisdiction. DSM programs consist of energy efficiency programs intended to reduce peak demand and delay the investment in additional power plant construction, provide customers with tools and information regarding their energy usage and support energy efficiency.

Earnings from Ongoing Operations - a non-GAAP financial measure of earnings adjusted for the impact of special items and used in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A).

ECR - Environmental Cost Recovery. Pursuant to Kentucky Revised Statute 278.183, Kentucky electric utilities are entitled to the current recovery of costs of complying with the Clean Air Act, as amended, and those federal, state or local environmental requirements that apply to coal combustion wastes and byproducts from the production of energy from coal.

ELG(s) - Effluent Limitation Guidelines, regulations promulgated by the EPA.

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Environmental Response Fund - Established in RIPUC Docket No. 2930. Created to satisfy remedial and clean-up obligations of RIE arising from the past ownership and/or operation of manufactured gas plants and sites associated with the operation and disposal activities of such gas plants.

EPA - Environmental Protection Agency, a U.S. government agency.

EPS - earnings per share.

FERC - Federal Energy Regulatory Commission, the U.S. federal agency that regulates, among other things, interstate transmission and wholesale sales of electricity, hydroelectric power projects and related matters.

GAAP - Generally Accepted Accounting Principles in the U.S.

GHG(s) - greenhouse gas(es).

GLT - gas line tracker. The KPSC approved mechanism for LG&E's recovery of certain costs associated with gas transmission lines, gas service lines, gas risers, leak mitigation, and gas main replacements.

IBEW - International Brotherhood of Electrical Workers.

IRS - Internal Revenue Service, a U.S. government agency.

ISO - Independent System Operator.

KPSC - Kentucky Public Service Commission, the state agency that has jurisdiction over the regulation of rates and service of utilities in Kentucky.

Mill Creek Unit 5 - a combined cycle natural gas unit under construction in Kentucky, jointly owned by LG&E and KU, which is expected to provide additional generating capacity of 198 MW and 442 MW to LG&E and KU beginning in 2027.

Moody's - Moody's Investors Service, Inc., a credit rating agency.

MW - megawatt, one thousand kilowatts.

NAAQS - National Ambient Air Quality Standards periodically adopted pursuant to the Clean Air Act.

National Grid USA - National Grid USA is a wholly-owned subsidiary of National Grid plc, a British multinational electricity and gas utility company headquartered in London, England.

NEP - New England Power Company, a National Grid U.S. affiliate.

NERC - North American Electric Reliability Corporation.

NPNS - the normal purchases and normal sales exception as permitted by derivative accounting rules. Derivatives that qualify for this exception may receive accrual accounting treatment.

OCI - other comprehensive income or loss.

OVEC - Ohio Valley Electric Corporation, located in Piketon, Ohio, an entity in which LG&E owns a 5.63% interest and KU owns a 2.50% interest, which are recorded at cost. OVEC owns and operates two coal-fired power plants, the Kyger Creek plant in Ohio and the Clifty Creek plant in Indiana, with combined capacities of 2,120 MW.

PAPUC - Pennsylvania Public Utility Commission, the state agency that regulates certain ratemaking, services, accounting and operations of Pennsylvania utilities.

PLR - Provider of Last Resort, the role of PPL Electric in providing default electricity supply within its delivery area to retail customers who have not chosen to select an alternative electricity supplier under the Customer Choice Act.

PP&E - property, plant and equipment.

Registrant(s) - refers to the Registrants named on the cover of this Report (each a "Registrant" and collectively, the "Registrants").

Regulation S-X - SEC regulation governing the form and content of and requirements for financial statements required to be filed pursuant to the federal securities laws.

RIPUC - Rhode Island Public Utilities Commission, a three-member quasi-judicial tribunal with jurisdiction, powers, and duties to implement and enforce the standards of conduct under R.I. Gen. Laws § 39-1-27.6 and to hold investigations and hearings involving the rates, tariffs, tolls, and charges, and the sufficiency and reasonableness of facilities and accommodations of public utilities.

Rhode Island Division of Public Utilities and Carriers - the Rhode Island Division of Public Utilities and Carriers, which is headed by an Administrator who is not a Commissioner of the RIPUC, exercises the jurisdiction, supervision, power, and duties not specifically assigned to the RIPUC.

Safari Energy - Safari Energy, LLC, which was, prior to the sale of Safari Holdings on November 1, 2022, a subsidiary of Safari Holdings that provided solar energy solutions for commercial customers in the U.S.

Safari Holdings - Safari Holdings, LLC, which was, prior to its sale on November 1, 2022, a subsidiary of PPL and parent holding company of Safari Energy.

Sarbanes-Oxley - Sarbanes-Oxley Act of 2002, which sets requirements for management's assessment of internal controls for financial reporting. It also requires an independent auditor to make its own assessment.

Scrubber - an air pollution control device that can remove particulates and/or gases (primarily sulfur dioxide) from exhaust gases.

SEC - the U.S. Securities and Exchange Commission, a U.S. government agency primarily responsible to protect investors and maintain the integrity of the securities markets.

Smart metering technology - technology that can measure, among other things, time of electricity consumption to permit offering rate incentives for usage during lower cost or demand intervals. The use of this technology also has the potential to strengthen network reliability.

SOFR - Secured Overnight Financing Rate, a broad measure of the cost of borrowing cash overnight collateralized by Treasury securities.

S&P - S&P Global Ratings, a credit rating agency.

Superfund - federal environmental statute that addresses remediation of contaminated sites; states also have similar statutes.

Treasury Stock Method - a method applied to calculate diluted EPS that assumes any proceeds that could be obtained upon exercise of options and warrants (and their equivalents) would be used to purchase common stock at the average market price during the relevant period.

U.K. utility business - PPL WPD Investments Limited and its subsidiaries, including, notably, WPD plc and the four distribution network operators, which substantially represented PPL's U.K. Regulated segment. The U.K. utility business was sold on June 14, 2021.

UWUA - Utility Workers Union of America.

VEBA - Voluntary Employee Beneficiary Association, a tax-exempt trust under the Internal Revenue Code Section 501(c)(9) used by employers to fund and pay eligible medical, life and similar benefits.

VSCC - Virginia State Corporation Commission, the state agency that has jurisdiction over the regulation of Virginia corporations, including utilities.

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Forward-looking Information

Statements contained in this Form 10-Q concerning expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are other than statements of historical fact are "forward-looking statements" within the meaning of the federal securities laws. Although the Registrants believe that the expectations and assumptions reflected in these statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements are subject to many risks and uncertainties, and actual results may differ materially from the results discussed in forward-looking statements. In addition to the specific factors discussed in each Registrant's 2023 Form 10-K and in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-Q, the following are among the important factors that could cause actual results to differ materially and adversely from the forward-looking statements:

- weather and other conditions affecting generation, transmission and distribution operations, operating costs and customer energy use;
- strategic acquisitions, dispositions, or similar transactions and our ability to consummate these business transactions or realize expected benefits from them;
- pandemic health events or other catastrophic events such as fires, earthquakes, explosions, floods, droughts, tornadoes, hurricanes and other extreme weather-related events (including events potentially caused or exacerbated by climate change) and their impact on economic conditions, financial markets and supply chains;
- capital market conditions, including the availability of capital, credit or insurance, changes in interest rates and certain economic indices, and decisions regarding capital structure;
- volatility in or the impact of other changes in financial markets, commodity prices and economic conditions, including inflation;
- weather and other conditions affecting generation, transmission and distribution operations, operating costs and customer energy use;
- the outcome of rate cases or other cost recovery, revenue or regulatory proceedings;
- the direct or indirect effects on PPL or its subsidiaries or business systems of cyber-based intrusion or the threat of cyberattacks;
- significant changes in the demand for electricity;
- expansion of alternative and distributed sources of electricity generation and storage;
- the effectiveness of our risk management programs, including commodity and interest rate hedging;
- defaults by counterparties or suppliers for energy, capacity, coal, natural gas or key commodities, goods or services;
- a material decline in the market value of PPL's equity;
- significant decreases in the fair value of debt and equity securities and their impact on the value of assets in defined benefit plans, and the related cash funding requirements if the fair value of those assets decline;
- interest rates and their effect on pension and retiree medical liabilities, ARO liabilities, interest payable on certain debt securities, and the general economy;
- the potential impact of any unrecorded commitments and liabilities of the Registrants and their subsidiaries;

- new accounting requirements or new interpretations or applications of existing requirements;
- adverse changes in the corporate credit ratings or securities analyst rankings of the Registrants and their securities;
- any requirement to record impairment charges pursuant to GAAP with respect to any of our significant investments;
- laws or regulations to reduce emissions of GHGs or the physical effects of climate change;
- the availability of electricity and natural gas, and any consequences of a perceived or actual inability to serve demand reliably;
- continuing ability to access fuel supply for LG&E and KU, as well as the ability to recover fuel costs and environmental expenditures in a timely manner at LG&E and KU and natural gas supply costs at LG&E and RIE;
- war, armed conflicts, terrorist attacks, or similar disruptive events, including the ongoing conflicts in Ukraine and the Middle East;
- changes in political, regulatory or economic conditions in states or regions where the Registrants or their subsidiaries conduct business;
- the ability to obtain necessary governmental permits and approvals;
- changes in state or federal tax laws or regulations;
- establishment of new tariffs on imported goods;
- changes in state, federal or foreign legislation or regulatory developments;
- the impact of any state, federal or foreign investigations applicable to the Registrants and their subsidiaries and the energy industry;
- our ability to attract and retain qualified employees;
- the effect of changing expectations and demands of our customers, regulators, investors and stakeholders, including views on environmental, social and governance concerns;
- the effect of any business or industry restructuring;

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- development of new projects, markets and technologies;
- performance of new ventures;
- collective labor bargaining negotiations and labor costs;
- risks related to wildfires, including costs of potential regulatory penalties and damages in excess of insurance liability coverage; and
- the outcome of litigation involving the Registrants and their subsidiaries.

Any forward-looking statements should be considered in light of these important factors and in conjunction with other documents of the Registrants on file with the SEC.

New factors that could cause actual results to differ materially from those described in forward-looking statements emerge from time to time, and it is not possible for the Registrants to predict all such factors, or the extent to which any such factor or combination of factors may cause actual results to differ from those contained in any forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and the Registrants undertake no obligation to update the information contained in the statement to reflect subsequent developments or information.

Investors should note that PPL announces material financial information in SEC filings, press releases and public conference calls. In accordance with SEC guidelines, PPL also uses the Investors section of its website, www.pplweb.com, to communicate with investors. It is possible that the financial and other information posted there could be deemed to be material information. The information on PPL's website is not part of this document.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, except share data)

	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
Operating Revenues								
Operating Expenses								
Operating Expenses								
Operating Expenses								

Operation
Operation
Operation
Fuel
Fuel
Fuel
Energy purchases
Other operation and maintenance
Depreciation
Taxes, other than income
Total Operating Expenses
Operating Income
Operating Income
Operating Income
Other Income (Expense) - net (Note 12)
Other Income (Expense) - net (Note 12)
Other Income (Expense) - net (Note 12)
Interest Expense
Interest Expense
Interest Expense
Income Before Income Taxes
Income Before Income Taxes
Income Before Income Taxes
Income Taxes
Income Taxes
Income Taxes
Net Income
Net Income
Net Income
Earnings Per Share of Common Stock:
Earnings Per Share of Common Stock:
Earnings Per Share of Common Stock:
Basic and Diluted
Basic and Diluted
Basic and Diluted
Basic and Diluted
Basic and Diluted
Basic and Diluted
Basic and Diluted
Basic and Diluted
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Basic and Diluted

Basic and Diluted								
Net Income Available to PPL Common Shareowners								
Net Income Available to PPL Common Shareowners								
Net Income Available to PPL Common Shareowners								
Weighted-Average Shares of Common Stock Outstanding (in thousands)								
Weighted-Average Shares of Common Stock Outstanding (in thousands)								
Weighted-Average Shares of Common Stock Outstanding (in thousands)								
Basic								
Diluted								

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
Net income								
Other comprehensive income (loss):								
Other comprehensive income (loss):								
Other comprehensive income (loss):								
Amounts arising during the period - gains (losses), net of tax (expense) benefit:								
Amounts arising during the period - gains (losses), net of tax (expense) benefit:								
Amounts arising during the period - gains (losses), net of tax (expense) benefit:								
Equity investees' other comprehensive income (loss), net of tax of $0, $0, $0, $0								
Equity investees' other comprehensive income (loss), net of tax of $0, $0, $0, $0								
Equity investees' other comprehensive income (loss), net of tax of $0, $0, $0, $0								
Defined benefit plans:								
Net actuarial gain (loss), net of tax of ($1), $5, ($1), $5								
Net actuarial gain (loss), net of tax of $1, $2, $0, $7								
Net actuarial gain (loss), net of tax of ($1), $5, ($1), $5								
Net actuarial gain (loss), net of tax of $1, $2, $0, $7								
Net actuarial gain (loss), net of tax of ($1), $5, ($1), $5								
Net actuarial gain (loss), net of tax of $1, $2, $0, $7								
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):								
Qualifying derivatives, net of tax of ($1), ($1), ($1), ($1)								
Qualifying derivatives, net of tax of $1, $0, $0, ($1)								
Qualifying derivatives, net of tax of ($1), ($1), ($1), ($1)								

Qualifying derivatives, net of tax of $1, $0, $0, ($1)
Qualifying derivatives, net of tax of ($1), ($1), ($1), ($1)
Qualifying derivatives, net of tax of $1, $0, $0, ($1)
Defined benefit plans:
Defined benefit plans:
Defined benefit plans:
Prior service costs, net of tax of $0, $0, $0, $0
Prior service costs, net of tax of $0, $0, $0, $0
Prior service costs, net of tax of $0, $0, $0, $0
Net actuarial (gain) loss, net of tax of $1, $1, $1, $1
Net actuarial (gain) loss, net of tax of $0, ($1), $1, $0
Total other comprehensive income (loss)
Total other comprehensive income (loss)
Total other comprehensive income (loss)
Comprehensive income
Comprehensive income
Comprehensive income

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
PPL Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars)

		Six Months Ended June 30,			Nine Months Ended September 30,	
		2024	**2023**		**2024**	**2023**
Cash Flows from Operating Activities	**Cash Flows from Operating Activities**			**Cash Flows from Operating Activities**		
Net income						
Adjustments to reconcile net income to net cash provided by operating activities						
Adjustments to reconcile net income to net cash provided by operating activities						
Adjustments to reconcile net income to net cash provided by operating activities						
Depreciation						
Amortization						
Defined benefit plans - income						
Deferred income taxes and investment tax credits						
Other						
Other						
Other						
Change in current assets and current liabilities	Change in current assets and current liabilities			Change in current assets and current liabilities		
Accounts receivable						
Accounts payable						
Unbilled revenues						
Fuel, materials and supplies						
Prepayments						
Taxes payable						
Taxes payable						
Taxes payable						
Regulatory assets and liabilities, net						

Accrued interest
Other
Other operating activities
Defined benefit plans - funding
Defined benefit plans - funding
Defined benefit plans - funding
Other assets
Other assets
Other assets
Other liabilities
Net cash provided by operating activities
Net cash provided by operating activities
Net cash provided by operating activities
Cash Flows from Investing Activities
Cash Flows from Investing Activities
Cash Flows from Investing Activities
Expenditures for property, plant and equipment
Other investing activities
Other investing activities
Other investing activities
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
Cash Flows from Financing Activities
Cash Flows from Financing Activities
Cash Flows from Financing Activities
Issuance of long-term debt
Retirement of long-term debt
Payment of common stock dividends
Payment of common stock dividends
Payment of common stock dividends
Net decrease in short-term debt
Net decrease in short-term debt
Net decrease in short-term debt
Other financing activities
Net cash provided by financing activities
Net cash provided by financing activities
Net cash provided by financing activities
Net Decrease in Cash, Cash Equivalents and Restricted Cash
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash
Net Decrease in Cash, Cash Equivalents and Restricted Cash
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash
Net Decrease in Cash, Cash Equivalents and Restricted Cash
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash
Cash, Cash Equivalents and Restricted Cash at Beginning of Period
Cash, Cash Equivalents and Restricted Cash at End of Period
Supplemental Disclosures of Cash Flow Information
Significant non-cash transactions:
Significant non-cash transactions:

Significant non-cash transactions:

Accrued expenditures for property, plant and equipment at June 30,
Accrued expenditures for property, plant and equipment at June 30,
Accrued expenditures for property, plant and equipment at June 30,
Accrued expenditures for property, plant and equipment at September 30,
Accrued expenditures for property, plant and equipment at September 30,
Accrued expenditures for property, plant and equipment at September 30,

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Assets	**Assets**		**Assets**	
Current Assets				
Current Assets				
Current Assets				
Cash and cash equivalents				
Accounts receivable (less reserve: 2024, $133; 2023, $123)				
Accounts receivable (less reserve: 2024, $137; 2023, $123)				
Customer				
Other				
Unbilled revenues (less reserve: 2024, $3; 2023, $4)				
Fuel, materials and supplies				
Prepayments				
Regulatory assets				
Other current assets				
Total Current Assets				
Total Current Assets				
Total Current Assets				
Property, Plant and Equipment				
Property, Plant and Equipment				
Property, Plant and Equipment				
Regulated utility plant				
Less: accumulated depreciation - regulated utility plant				
Regulated utility plant, net				
Non-regulated property, plant and equipment				
Less: accumulated depreciation - non-regulated property, plant and equipment				
Non-regulated property, plant and equipment, net				
Construction work in progress				
Property, Plant and Equipment, net				
Other Noncurrent Assets				
Other Noncurrent Assets				
Other Noncurrent Assets				
Regulatory assets				
Goodwill				
Other intangibles				
Other noncurrent assets (less reserve for accounts receivable: 2024, $2; 2023, $2)				
Other noncurrent assets (less reserve for accounts receivable: 2024, $2; 2023, $2)				

Other noncurrent assets (less reserve for accounts receivable: 2024, $2; 2023, $2)				
Total Other Noncurrent Assets				
Total Assets				
Total Assets				
Total Assets				

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Liabilities and Equity	**Liabilities and Equity**		**Liabilities and Equity**	
Current Liabilities				
Current Liabilities				
Current Liabilities				
Short-term debt				
Long-term debt due within one year				
Accounts payable				
Taxes				
Interest				
Dividends				
Regulatory liabilities				
Other current liabilities				
Total Current Liabilities				
Total Current Liabilities				
Total Current Liabilities				
Long-term Debt				
Long-term Debt				
Long-term Debt				
Deferred Credits and Other Noncurrent Liabilities				
Deferred Credits and Other Noncurrent Liabilities				
Deferred Credits and Other Noncurrent Liabilities				
Deferred income taxes				
Investment tax credits				
Accrued pension obligations				
Asset retirement obligations				
Regulatory liabilities				
Other deferred credits and noncurrent liabilities				
Total Deferred Credits and Other Noncurrent Liabilities				
Commitments and Contingent Liabilities (Notes 6 and 10)				
Commitments and Contingent Liabilities (Notes 6 and 10)				
Commitments and Contingent Liabilities (Notes 6 and 10)				
Equity				
Equity				
Equity				
Common stock - $0.01 par value (a)				
Additional paid-in capital				
Treasury stock				

Earnings reinvested

Accumulated other comprehensive loss

Total Equity

Total Equity

Total Equity

Total Liabilities and Equity

Total Liabilities and Equity

Total Liabilities and Equity

(a) 1,560,000 shares authorized, 770,013 770,015 shares issued and 737,762 737,778 shares outstanding at June 30, 2024 September 30, 2024. 1,560,000 shares authorized, 770,013 shares issued and 737,130 shares outstanding at December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Treasury stock	Earnings reinvested	Accumulated other comprehensive loss	Noncontrolling interests	Total	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Treasury stock	Earnings reinvested	Accumulated other comprehensive loss	Noncontrolling interests	Tot
March 31, 2024																	
June 30, 2024																	
Common stock issued																	
Treasury stock issued																	
Stock-based compensation																	
Net income																	
Dividends and dividend equivalents (b)																	
Other comprehensive income (loss)																	
Other comprehensive income (loss)																	
Other comprehensive income (loss)																	
September 30, 2024																	
September 30, 2024																	
September 30, 2024																	
December 31, 2023																	
December 31, 2023																	
December 31, 2023																	
Common stock issued																	
Treasury stock issued																	

Stock-based compensation
Net income
Dividends and dividend equivalents (b)
Other comprehensive income (loss)
September 30, 2024
September 30, 2024
September 30, 2024
June 30, 2023
June 30, 2023
June 30, 2023
Treasury stock issued
Treasury stock issued
Treasury stock issued
Stock-based compensation
Net income
Dividends and dividend equivalents (b)
Other comprehensive income (loss)
Other comprehensive income (loss)
Other comprehensive income (loss)
June 30, 2024
June 30, 2024
June 30, 2024
December 31, 2023
December 31, 2023
December 31, 2023
Treasury stock issued
Treasury stock issued
Treasury stock issued
Stock-based compensation
Net income
Dividends and dividend equivalents (b)
Other comprehensive income (loss)
June 30, 2024
June 30, 2024
June 30, 2024
March 31, 2023
March 31, 2023
March 31, 2023

Treasury stock issued
Treasury stock issued
Treasury stock issued
Stock-based compensation
Net income
Dividends and dividend equivalents (b)
Preferred stock
Other comprehensive income (loss)
June 30, 2023
June 30, 2023
June 30, 2023
September 30, 2023
September 30, 2023
September 30, 2023
December 31, 2022
December 31, 2022
December 31, 2022
Treasury stock issued
Treasury stock issued
Treasury stock issued
Stock-based compensation
Net income
Dividends and dividend equivalents (b)
Preferred stock
Other comprehensive income (loss)
June 30, 2023
June 30, 2023
June 30, 2023
September 30, 2023
September 30, 2023
September 30, 2023

(a) Shares in thousands. Each share entitles the holder to one vote on any question presented at any shareowners' meeting.

(b) Dividends declared per share of common stock were $0.2575 and $0.5150 $0.7725 for the three and six nine months ended June 30, 2024 September 30, 2024 and $0.2400 and $0.4800 $0.7200 for the three and six nine months ended June 30, 2023 September 30, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF INCOME

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Operating Revenues	**$ 673**	$ 667	**$ 1,443**	$ 1,558
Operating Expenses				
Operation				
Energy purchases	**153**	204	**367**	562
Other operation and maintenance	**154**	141	**335**	303
Depreciation	**100**	99	**199**	198
Taxes, other than income	**30**	30	**66**	74
Total Operating Expenses	**437**	474	**967**	1,137
Operating Income	**236**	193	**476**	421
Other Income (Expense) - net (Note 12)	**11**	9	**20**	21
Interest Income from Affiliate	**10**	—	**20**	—
Interest Expense	**61**	54	**123**	111
Income Before Income Taxes	**196**	148	**393**	331
Income Taxes	**46**	38	**94**	83
Net Income (a)	**$ 150**	$ 110	**$ 299**	$ 248

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	**2023**	**2024**	**2023**
Operating Revenues	**$ 716**	$ 737	**$ 2,159**	$ 2,295
Operating Expenses				
Operation				
Energy purchases	**177**	226	**544**	788
Other operation and maintenance	**176**	151	**511**	454
Depreciation	**101**	99	**300**	297
Taxes, other than income	**32**	36	**98**	110
Total Operating Expenses	**486**	512	**1,453**	1,649
Operating Income	**230**	225	**706**	646
Other Income (Expense) - net (Note 12)	**13**	8	**33**	29
Interest Income from Affiliate	**7**	—	**27**	—
Interest Expense	**61**	54	**184**	165
Income Before Income Taxes	**189**	179	**582**	510
Income Taxes	**47**	43	**141**	126
Net Income (a)	**$ 142**	$ 136	**$ 441**	$ 384

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

		Six Months Ended June 30,				
		Nine Months Ended September 30,				
		2024	2023		2024	2023
Cash Flows from Operating Activities	**Cash Flows from Operating Activities**			**Cash Flows from Operating Activities**		
Net income						
Adjustments to reconcile net income to net cash provided by operating activities	Adjustments to reconcile net income to net cash provided by operating activities			Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation						
Amortization						
Defined benefit plans - income						
Deferred income taxes and investment tax credits						
Other						
Change in current assets and current liabilities	Change in current assets and current liabilities			Change in current assets and current liabilities		
Accounts receivable						
Accounts payable						
Unbilled revenues						
Materials and supplies						
Prepayments						
Regulatory assets and liabilities, net						
Taxes payable						
Accrued interest						
Accrued interest						
Accrued interest						
Other						
Other operating activities	Other operating activities			Other operating activities		
Defined benefit plans - funding						
Other assets						
Other liabilities						
Net cash provided by operating activities						
Cash Flows from Investing Activities						
Cash Flows from Investing Activities						
Cash Flows from Investing Activities						
Expenditures for property, plant and equipment						
Expenditures for intangible assets						
Notes receivable from affiliates						
Other investing activities						

Net cash used in investing activities				
Cash Flows from Financing Activities				
Cash Flows from Financing Activities				
Cash Flows from Financing Activities				
Issuance of long-term debt				
Retirement of long-term debt				
Contributions from parent				
Return of capital to parent				
Payment of common stock dividends to parent				
Net decrease in short-term debt				
Debt issuance costs				
Net cash provided by (used in) financing activities				
Net cash provided by (used in) financing activities				
Net cash provided by (used in) financing activities				
Net Increase in Cash, Cash Equivalents and Restricted Cash				
Net Increase in Cash, Cash Equivalents and Restricted Cash				
Net Increase in Cash, Cash Equivalents and Restricted Cash				
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash				
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash				
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash				
Cash, Cash Equivalents and Restricted Cash at Beginning of Period				
Cash, Cash Equivalents and Restricted Cash at End of Period				
Supplemental Disclosure of Cash Flow Information				
Supplemental Disclosure of Cash Flow Information				
Supplemental Disclosure of Cash Flow Information				
Significant non-cash transactions:				
Significant non-cash transactions:				
Significant non-cash transactions:				
Accrued expenditures for property, plant and equipment at June 30,				
Accrued expenditures for property, plant and equipment at June 30,				
Accrued expenditures for property, plant and equipment at June 30,				
Accrued expenditures for property, plant and equipment at September 30,				
Accrued expenditures for property, plant and equipment at September 30,				
Accrued expenditures for property, plant and equipment at September 30,				

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS
PPL Electric Utilities Corporation and Subsidiaries
(Unaudited)
(Millions of Dollars, shares in thousands)

		June 30, 2024	December 31, 2023		September 30, 2024	December 31, 2023
Assets	**Assets**			**Assets**		
Current Assets						
Current Assets						
Current Assets						
Cash and cash equivalents						
Accounts receivable (less reserve: 2024, $45; 2023, $46)						

Accounts receivable (less reserve: 2024, $40; 2023, $46)				
Customer				
Other				
Accounts receivable from affiliates				
Notes receivable from affiliate				
Unbilled revenues (less reserve: 2024, $2; 2023, $2)				
Unbilled revenues (less reserve: 2024, $1; 2023, $2)				
Materials and supplies				
Prepayments				
Regulatory assets				
Other current assets				
Total Current Assets				
Property, Plant and Equipment				
Property, Plant and Equipment				
Property, Plant and Equipment				
Regulated utility plant				
Less: accumulated depreciation - regulated utility plant				
Regulated utility plant, net				
Construction work in progress				
Construction work in progress				
Construction work in progress				
Property, Plant and Equipment, net				
Other Noncurrent Assets				
Other Noncurrent Assets				
Other Noncurrent Assets				
Regulatory assets				
Intangibles				
Other noncurrent assets (less reserve for accounts receivable: 2024, $2; 2023, $2)				
Other noncurrent assets (less reserve for accounts receivable: 2024, $2; 2023, $2)				
Other noncurrent assets (less reserve for accounts receivable: 2024, $2; 2023, $2)				
Total Other Noncurrent Assets				
Total Assets				
Total Assets				
Total Assets				

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

		June 30, 2024	December 31, 2023		September 30, 2024	December 31, 2023
Liabilities and Equity	**Liabilities and Equity**			**Liabilities and Equity**		
Current Liabilities						
Current Liabilities						
Current Liabilities						
Short-term debt						
Accounts payable						
Accounts payable						
Accounts payable						

Accounts payable to affiliates			
Taxes			
Interest			
Regulatory liabilities			
Other current liabilities			
Other current liabilities			
Other current liabilities			
Total Current Liabilities			
Long-term Debt			
Long-term Debt			
Long-term Debt			
Deferred Credits and Other Noncurrent Liabilities			
Deferred Credits and Other Noncurrent Liabilities			
Deferred Credits and Other Noncurrent Liabilities			
Deferred income taxes			
Regulatory liabilities			
Other deferred credits and noncurrent liabilities			
Total Deferred Credits and Other Noncurrent Liabilities			
Commitments and Contingent Liabilities (Notes 6 and 10)			
Commitments and Contingent Liabilities (Notes 6 and 10)			
Commitments and Contingent Liabilities (Notes 6 and 10)			
Equity			
Equity			
Equity			
Common stock - no par value (a)			
Additional paid-in capital			
Earnings reinvested			
Total Equity			
Total Liabilities and Equity			
Total Liabilities and Equity			
Total Liabilities and Equity			

(a) 170,000 shares authorized; 66,368 shares issued and outstanding at June 30, 2024 September 30, 2024 and December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
March 31, 2024											
June 30, 2024											
Net income											
Capital contributions from parent											
Dividends declared											
Dividends declared											
Dividends declared											

June 30, 2024
September 30, 2024
December 31, 2023
December 31, 2023
December 31, 2023
Net income
Capital contributions from parent
Dividends declared
Dividends declared
Dividends declared
June 30, 2024
September 30, 2024
March 31, 2023
March 31, 2023
March 31, 2023
June 30, 2023
June 30, 2023
June 30, 2023
Net income
Return of capital to parent
Return of capital to parent
Return of capital to parent
Dividends declared
June 30, 2023
September 30, 2023
December 31, 2022
December 31, 2022
December 31, 2022
Net income
Capital contributions from parent
Return of capital to parent
Dividends declared
June 30, 2023
September 30, 2023

(a) Shares in thousands. All common shares of PPL Electric stock are owned by PPL Energy Holdings.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF INCOME
Louisville Gas and Electric Company
(Unaudited)
(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023

Operating Revenues		
Retail and wholesale		
Retail and wholesale		
Retail and wholesale		
Electric revenue from affiliate		
Total Operating Revenues		
Operating Expenses		
Operating Expenses		
Operating Expenses		
Operation	Operation	Operation
Fuel		
Energy purchases		
Energy purchases from affiliate		
Other operation and maintenance		
Depreciation		
Taxes, other than income		
Total Operating Expenses		
Operating Income		
Operating Income		
Operating Income		
Other Income (Expense) - net (See Note 12)		
Other Income (Expense) - net (See Note 12)		
Other Income (Expense) - net (See Note 12)		
Interest Expense		
Interest Income from Affiliate		
Interest Expense		
Interest Income from Affiliate		
Interest Income from Affiliate		
Interest Expense		
Interest Expense		
Interest Expense		
Income Before Income Taxes		
Income Before Income Taxes		
Income Before Income Taxes		
Income Taxes		
Income Taxes		
Income Taxes		
Net Income (a)		
Net Income (a)		
Net Income (a)		

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF CASH FLOWS

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars)

		Six Months Ended June 30,		
		2024	**2023**	
		Nine Months Ended September 30,		
		2024		**2023**
Cash Flows from Operating Activities	**Cash Flows from Operating Activities**			**Cash Flows from Operating Activities**
Net income				
Adjustments to reconcile net income to net cash provided by operating activities	Adjustments to reconcile net income to net cash provided by operating activities			Adjustments to reconcile net income to net cash provided by operating activities
Depreciation				
Amortization				
Defined benefit plans - (income) expense				
Deferred income taxes and investment tax credits				
Deferred income taxes and investment tax credits				
Deferred income taxes and investment tax credits				
Other				
Change in current assets and current liabilities	Change in current assets and current liabilities			Change in current assets and current liabilities
Accounts receivable				
Accounts receivable from affiliates				
Accounts payable				
Accounts payable to affiliates				
Unbilled revenues				
Fuel, materials and supplies				
Regulatory assets and liabilities, net				
Taxes payable				
Taxes payable				
Taxes payable				
Accrued interest				
Other				
Other operating activities	Other operating activities			Other operating activities
Defined benefit plans - funding				
Expenditures for asset retirement obligations				
Other assets				
Other assets				
Other assets				
Other liabilities				
Net cash provided by operating activities				
Cash Flows from Investing Activities	**Cash Flows from Investing Activities**			**Cash Flows from Investing Activities**
Expenditures for property, plant and equipment				
Net increase in notes receivable with affiliates				
Net cash used in investing activities				
Net cash used in investing activities				
Net cash used in investing activities				
Cash Flows from Financing Activities	**Cash Flows from Financing Activities**			**Cash Flows from Financing Activities**
Net increase in notes payable to affiliates				
Issuance of long-term debt				

Retirement of long-term debt	
Net increase (decrease) in short-term debt	
Net increase (decrease) in short-term debt	
Net increase (decrease) in short-term debt	
Payment of common stock dividends to parent	
Payment of common stock dividends to parent	
Payment of common stock dividends to parent	
Contributions from parent	
Return of capital to parent	
Other financing activities	
Net cash used in financing activities	
Net Decrease in Cash, Cash Equivalents, and Restricted Cash	
Cash, Cash Equivalents, and Restricted Cash at Beginning of Period	
Cash, Cash Equivalents, and Restricted Cash at End of Period	
Supplemental Disclosure of Cash Flow Information	
Supplemental Disclosure of Cash Flow Information	
Supplemental Disclosure of Cash Flow Information	
Significant non-cash transactions:	
Significant non-cash transactions:	
Significant non-cash transactions:	
Accrued expenditures for property, plant and equipment at June 30,	
Accrued expenditures for property, plant and equipment at June 30,	
Accrued expenditures for property, plant and equipment at June 30,	
Accrued expenditures for property, plant and equipment at September 30,	
Accrued expenditures for property, plant and equipment at September 30,	
Accrued expenditures for property, plant and equipment at September 30,	

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED BALANCE SHEETS
Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars, shares in thousands)

		June 30, 2024	December 31, 2023		September 30, 2024	December 31, 2023
Assets	**Assets**			**Assets**		
Current Assets						
Current Assets						
Current Assets						
Cash and cash equivalents						
Accounts receivable (less reserve: 2024, $4; 2023, $6)	Accounts receivable (less reserve: 2024, $4; 2023, $6)			Accounts receivable (less reserve: 2024, $4; 2023, $6)		
Customer						
Other						
Unbilled revenues (less reserve: 2024, $0; 2023, $0)						
Accounts receivable from affiliates						
Fuel, materials and supplies						

Fuel, materials and supplies
Fuel, materials and supplies
Prepayments
Regulatory assets
Regulatory assets
Regulatory assets
Other current assets
Total Current Assets
Total Current Assets
Total Current Assets
Property, Plant and Equipment
Property, Plant and Equipment
Property, Plant and Equipment
Regulated utility plant
Less: accumulated depreciation - regulated utility plant
Regulated utility plant, net
Construction work in progress
Property, Plant and Equipment, net
Other Noncurrent Assets
Other Noncurrent Assets
Other Noncurrent Assets
Regulatory assets
Goodwill
Other intangibles
Other noncurrent assets
Total Other Noncurrent Assets
Total Assets
Total Assets
Total Assets

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED BALANCE SHEETS

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars, shares in thousands)

		June 30, 2024	December 31, 2023		September 30, 2024	December 31, 2023
Liabilities and Equity	**Liabilities and Equity**			**Liabilities and Equity**		
Current Liabilities						
Current Liabilities						
Current Liabilities						
Short-term debt						
Notes payable to affiliates						
Notes payable to affiliates						
Notes payable to affiliates						
Accounts payable						
Accounts payable to affiliates						
Customer deposits						
Taxes						

Price risk management liabilities	
Regulatory liabilities	
Interest	
Asset retirement obligations	
Other current liabilities	
Total Current Liabilities	
Long-term Debt	
Long-term Debt	
Long-term Debt	
Deferred Credits and Other Noncurrent Liabilities	
Deferred Credits and Other Noncurrent Liabilities	
Deferred Credits and Other Noncurrent Liabilities	
Deferred income taxes	
Investment tax credits	
Price risk management liabilities	
Asset retirement obligations	
Asset retirement obligations	
Asset retirement obligations	
Regulatory liabilities	
Other deferred credits and noncurrent liabilities	
Total Deferred Credits and Other Noncurrent Liabilities	
Commitments and Contingent Liabilities (Notes 6 and 10)	
Commitments and Contingent Liabilities (Notes 6 and 10)	
Commitments and Contingent Liabilities (Notes 6 and 10)	
Stockholder's Equity	
Stockholder's Equity	
Stockholder's Equity	
Common stock - no par value (a)	
Additional paid-in capital	
Earnings reinvested	
Total Equity	
Total Liabilities and Equity	
Total Liabilities and Equity	
Total Liabilities and Equity	

(a) 75,000 shares authorized; 21,294 shares issued and outstanding at June 30, 2024 September 30, 2024 and December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF EQUITY

Louisville Gas and Electric Company

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
March 31, 2024										
June 30, 2024										
Net income										
Capital contributions from parent										

Return of capital to parent
Return of capital to parent
Return of capital to parent
Dividends declared
Dividends declared
Dividends declared
June 30, 2024
September 30, 2024
December 31, 2023
December 31, 2023
December 31, 2023
Net income
Capital contributions from parent
Return of capital to parent
Dividends declared
June 30, 2024
September 30, 2024
March 31, 2023
March 31, 2023
March 31, 2023
June 30, 2023
June 30, 2023
June 30, 2023
Net income
Capital contributions from parent
Return of capital to parent
Return of capital to parent
Return of capital to parent
Dividends declared
June 30, 2023
September 30, 2023
December 31, 2022
December 31, 2022
December 31, 2022
Net income
Capital contributions from parent
Return of capital to parent
Dividends declared
June 30, 2023
September 30, 2023

(a) Shares in thousands. All common shares of LG&E stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF INCOME

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars)

	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Operating Revenues								
Retail and wholesale								
Retail and wholesale								
Retail and wholesale								
Electric revenue from affiliate								
Total Operating Revenues								
Operating Expenses								
Operating Expenses								
Operating Expenses								
Operation	Operation				Operation			
Fuel								
Energy purchases								
Energy purchases from affiliate								
Other operation and maintenance								
Depreciation								
Taxes, other than income								
Total Operating Expenses								
Operating Income								
Operating Income								
Operating Income								
Other Income (Expense) - net (See Note 12)								
Other Income (Expense) - net (See Note 12)								
Other Income (Expense) - net (See Note 12)								
Interest Expense								
Interest Expense								
Interest Expense								
Interest Expense with Affiliate								
Interest Expense with Affiliate								
Interest Expense with Affiliate								
Income Before Income Taxes								
Income Before Income Taxes								
Income Before Income Taxes								
Income Taxes								
Income Taxes								
Income Taxes								
Net Income (a)								
Net Income (a)								
Net Income (a)								

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF CASH FLOWS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars)

	Six Months Ended June 30, 2024	2023	Nine Months Ended September 30, 2024	2023
Cash Flows from Operating Activities	**Cash Flows from Operating Activities**			**Cash Flows from Operating Activities**
Net income				
Adjustments to reconcile net income to net cash provided by operating activities	Adjustments to reconcile net income to net cash provided by operating activities			Adjustments to reconcile net income to net cash provided by operating activities
Depreciation				
Amortization				
Defined benefit plans - income				
Deferred income taxes and investment tax credits				
Other				
Change in current assets and current liabilities	Change in current assets and current liabilities			Change in current assets and current liabilities
Accounts receivable				
Accounts payable				
Accounts payable				
Accounts receivable from affiliates				
Accounts payable				
Accounts payable to affiliates				
Unbilled revenues				
Fuel, materials and supplies				
Regulatory assets and liabilities, net				
Taxes payable				
Taxes payable				
Taxes payable				
Accrued interest				
Other				
Other operating activities	Other operating activities			Other operating activities
Defined benefit plans - funding				
Expenditures for asset retirement obligations				
Other assets				
Other assets				
Other assets				
Other liabilities				
Net cash provided by operating activities				
Cash Flows from Investing Activities	**Cash Flows from Investing Activities**			**Cash Flows from Investing Activities**
Expenditures for property, plant and equipment				

Net cash used in investing activities		
Net cash used in investing activities		
Other investing activities		
Other investing activities		
Other investing activities		
Net cash used in investing activities		
Cash Flows from Financing Activities	**Cash Flows from Financing Activities**	**Cash Flows from Financing Activities**
Net increase in notes payable to affiliates		
Issuance of long-term debt		
Retirement of long-term debt		
Net increase (decrease) in short-term debt		
Net decrease in short-term debt		
Payment of common stock dividends to parent		
Payment of common stock dividends to parent		
Payment of common stock dividends to parent		
Contributions from parent		
Return of capital to parent		
Other financing activities		
Net cash used in financing activities		
Net Decrease in Cash, Cash Equivalents, and Restricted Cash		
Cash, Cash Equivalents, and Restricted Cash at Beginning of Period		
Cash, Cash Equivalents, and Restricted Cash at End of Period		
Supplemental Disclosure of Cash Flow Information		
Supplemental Disclosure of Cash Flow Information		
Supplemental Disclosure of Cash Flow Information		
Significant non-cash transactions:		
Significant non-cash transactions:		
Significant non-cash transactions:		
Accrued expenditures for property, plant and equipment at June 30,		
Accrued expenditures for property, plant and equipment at June 30,		
Accrued expenditures for property, plant and equipment at June 30,		
Accrued expenditures for property, plant and equipment at September 30,		
Accrued expenditures for property, plant and equipment at September 30,		
Accrued expenditures for property, plant and equipment at September 30,		

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED BALANCE SHEETS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars, shares in thousands)

		June 30, 2024	December 31, 2023
		September 30, 2024	December 31, 2023
Assets	**Assets**	**Assets**	
Current Assets			
Current Assets			

Current Assets		
Cash and cash equivalents		
Accounts receivable (less reserve: 2024, $2; 2023, $2)	Accounts receivable (less reserve: 2024, $2; 2023, $2)	Accounts receivable (less reserve: 2024, $2; 2023, $2)
Customer		
Other		
Unbilled revenues (less reserve: 2024, $0; 2023, $0)		
Accounts receivable from affiliates		
Fuel, materials and supplies		
Fuel, materials and supplies		
Fuel, materials and supplies		
Prepayments		
Regulatory assets		
Regulatory assets		
Regulatory assets		
Other current assets		
Total Current Assets		
Total Current Assets		
Total Current Assets		
Property, Plant and Equipment		
Property, Plant and Equipment		
Property, Plant and Equipment		
Regulated utility plant		
Less: accumulated depreciation - regulated utility plant		
Regulated utility plant, net		
Construction work in progress		
Property, Plant and Equipment, net		
Other Noncurrent Assets		
Other Noncurrent Assets		
Other Noncurrent Assets		
Regulatory assets		
Goodwill		
Other intangibles		
Other noncurrent assets		
Total Other Noncurrent Assets		
Total Assets		
Total Assets		
Total Assets		

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED BALANCE SHEETS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Liabilities and Equity	**Liabilities and Equity**		**Liabilities and Equity**	
Current Liabilities				
Current Liabilities				

Current Liabilities
Short-term debt
Notes payable to affiliates
Notes payable to affiliates
Notes payable to affiliates
Accounts payable
Accounts payable to affiliates
Customer deposits
Taxes
Regulatory liabilities
Interest
Asset retirement obligations
Other current liabilities
Total Current Liabilities
Long-term Debt
Long-term Debt
Long-term Debt
Deferred Credits and Other Noncurrent Liabilities
Deferred Credits and Other Noncurrent Liabilities
Deferred Credits and Other Noncurrent Liabilities
Deferred income taxes
Investment tax credits
Asset retirement obligations
Asset retirement obligations
Asset retirement obligations
Regulatory liabilities
Other deferred credits and noncurrent liabilities
Total Deferred Credits and Other Noncurrent Liabilities
Commitments and Contingent Liabilities (Notes 6 and 10)
Commitments and Contingent Liabilities (Notes 6 and 10)
Commitments and Contingent Liabilities (Notes 6 and 10)
Stockholder's Equity
Stockholder's Equity
Stockholder's Equity
Common stock - no par value (a)
Additional paid-in capital
Earnings reinvested
Earnings reinvested
Earnings reinvested
Total Equity
Total Liabilities and Equity
Total Liabilities and Equity
Total Liabilities and Equity

(a) 80,000 shares authorized; 37,818 shares issued and outstanding at June 30, 2024 September 30, 2024 and December 31, 2023.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF EQUITY

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
March 31, 2024										
June 30, 2024										
Net income										
Capital contributions from parent										
Dividends declared										
Dividends declared										
Return of capital to parent										
Return of capital to parent										
Return of capital to parent										
Dividends declared										
June 30, 2024										
June 30, 2024										
June 30, 2024										
September 30, 2024										
September 30, 2024										
September 30, 2024										
December 31, 2023										
December 31, 2023										
December 31, 2023										
Net income										
Capital contributions from parent										
Return of capital to parent										
Dividends declared										
June 30, 2024										
June 30, 2024										
June 30, 2024										
March 31, 2023										
March 31, 2023										
March 31, 2023										
Net income										
Capital contributions from parent										
Dividends declared										
September 30, 2024										
September 30, 2024										
September 30, 2024										
June 30, 2023										
June 30, 2023										
June 30, 2023										
Net income										
Return of capital to parent										
Return of capital to parent										
Return of capital to parent										
Dividends declared										
September 30, 2023										
September 30, 2023										
September 30, 2023										

December 31, 2022
December 31, 2022
December 31, 2022
Net income
Capital contributions from parent
Return of capital to parent
Dividends declared
June 30, 2023
June 30, 2023
June 30, 2023
September 30, 2023
September 30, 2023
September 30, 2023

(a) Shares in thousands. All common shares of KU stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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Combined Notes to Condensed Financial Statements (Unaudited)

Index to Combined Notes to Condensed Financial Statements

The notes to the condensed financial statements that follow are a combined presentation. The following list indicates the Registrants to which the notes apply:

	Registrant			
	PPL	PPL Electric	LG&E	KU
1. Interim Financial Statements	x	x	x	x
2. Segment and Related Information	x	x	x	x
3. Revenue from Contracts with Customers	x	x	x	x
4. Earnings Per Share	x			
5. Income Taxes	x	x	x	x
6. Utility Rate Regulation	x	x	x	x
7. Financing Activities	x	x	x	x
8. Acquisitions, Development and Divestitures	x		x	x
9. Defined Benefits	x	x	x	x
10. Commitments and Contingencies	x	x	x	x
11. Related Party Transactions		x	x	x
12. Other Income (Expense) - net	x	x	x	x
13. Fair Value Measurements	x	x	x	x
14. Derivative Instruments and Hedging Activities	x	x	x	x
15. Asset Retirement Obligations	x		x	x
16. Accumulated Other Comprehensive Income (Loss)	x			
17. New Accounting Guidance Pending Adoption	x	x	x	x

1. Interim Financial Statements

(All Registrants)

Capitalized terms and abbreviations appearing in the unaudited combined notes to condensed financial statements are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for each Registrant's related activities and disclosures. Within combined disclosures, amounts are disclosed for any Registrant when significant.

The accompanying unaudited condensed financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all of the information and footnote disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation in accordance with GAAP are reflected in the condensed financial statements. All adjustments are of a normal recurring nature, except as otherwise disclosed. Each Registrant's Balance Sheet at December 31, 2023 is derived from that Registrant's 2023 audited Balance Sheet. The financial statements and notes thereto should be read in conjunction with the financial statements and notes contained in each Registrant's 2023 Form 10-K. The results of operations for the three and six nine months ended June 30, 2024 September 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024 or other future periods, because results for interim periods can be disproportionately influenced by various factors, developments and seasonal variations.

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2. Segment and Related Information

(PPL)

PPL is organized into three segments: Kentucky Regulated, Pennsylvania Regulated and Rhode Island Regulated. PPL's segments are determined by geographic location.

The Kentucky Regulated segment includes the regulated electricity generation, transmission and distribution operations conducted by LG&E and KU, as well as LG&E's regulated distribution and sale of natural gas.

The Pennsylvania Regulated segment includes the regulated electricity transmission and distribution operations of PPL Electric.

The Rhode Island Regulated segment includes the regulated electricity transmission and distribution and natural gas distribution operations of RIE.

"Corporate and Other" primarily includes corporate level financing costs, certain unallocated costs and certain non-recoverable costs incurred in conjunction with the acquisition of Narragansett Electric. "Corporate and Other" is presented to reconcile segment information to PPL's consolidated results.

Income Statement data for the segments and reconciliation to PPL's consolidated results for the periods ended June September 30 are as follows:

	Three Months		Six Months		Three Months		Nine Months	
	2024	2023	2024	2023	2024	2023	2024	2023
Operating Revenues from external customers								
Operating Revenues from external customers								
Operating Revenues from external customers								
Kentucky Regulated								
Pennsylvania Regulated								
Rhode Island Regulated								
Corporate and Other								
Total								
Net Income (Loss)								
Net Income (Loss)								
Net Income (Loss)								
Kentucky Regulated								
Kentucky Regulated								
Kentucky Regulated								
Pennsylvania Regulated								
Rhode Island Regulated								
Corporate and Other								
Total								

The following provides Balance Sheet data for the segments and reconciliation to PPL's consolidated Balance Sheets as of:

	June 30, 2024	December 31, 2023
	September 30, 2024	December 31, 2023
Assets	Assets	Assets
Kentucky Regulated		
Pennsylvania Regulated		
Rhode Island Regulated		

Corporate and Other (a)	
Total	

(a) Primarily consists of unallocated items, including cash, PP&E, goodwill and the elimination of inter-segment transactions.

(PPL Electric, LG&E and KU)

PPL Electric has two operating segments, distribution and transmission, which are aggregated into a single reportable segment. Each of LG&E and KU operate as a single operating and reportable segment.

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3. Revenue from Contracts with Customers

(All Registrants)

See Note 3 in the Registrants' 2023 Form 10-K for a discussion of the principal activities from which PPL Electric, LG&E and KU and PPL's Pennsylvania Regulated, Rhode Island Regulated, and Kentucky Regulated segments generate their revenues. The following tables reconcile "Operating Revenues" included in each Registrant's Statement of Income with revenues generated from contracts with customers for the periods ended June September 30.

	2024 Three Months								
	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Operating Revenues (a)									
Revenues derived from:									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Other (c)									
Revenues from Contracts with Customers									

	2023 Three Months 2023 Three Months 2023 Three Months								
	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Operating Revenues (a)									
Revenues derived from:									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Other (c)									
Revenues from Contracts with Customers									

	2024 Six Months 2024 Six Months 2024 Six Months 2024 Nine Months 2024 Nine Months 2024 Nine Months								
	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Operating Revenues (a)									
Revenues derived from:									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Other (c)									
Revenues from Contracts with Customers									

2023 Six Months

	2023 Six Months								
	2023 Six Months								
	2023 Nine Months								
	2023 Nine Months								
	2023 Nine Months								
	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Operating Revenues (a)									
Revenues derived from:									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Alternative revenue programs (b)									
Other (c)									
Revenues from Contracts with Customers									

(a) PPL includes $389 $455 million and $938 million $1.4 billion for the three and six nine months ended June 30, 2024 September 30, 2024 and $377 $413 million and $942 million $1.4 billion for the three and six nine months ended June 30, 2023 September 30, 2023 of revenues from external customers reported by the Rhode Island Regulated segment. PPL Electric represents revenues from external customers reported by the Pennsylvania Regulated segment and LG&E and KU, net of intercompany power sales and transmission revenues, represent revenues from external customers reported by the Kentucky Regulated segment. See Note 2 for additional information.

(b) This line item shows the over/under collection of rate mechanisms deemed alternative revenue programs with over-collections of revenue shown as positive amounts in the table above and under-collections shown as negative amounts.

(c) Represents additional revenues outside the scope of revenues from contracts with customers, such as lease and other miscellaneous revenues.

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The following tables show revenues from contracts with customers disaggregated by customer class for the periods ended June September 30.

	Three Months																
	Residential	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Revenues from Contracts with Customers	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Reven fron Contra witl Custon
PPL																	
PPL																	
PPL																	
2024																	
2024																	
2024																	
PA Regulated																	
PA Regulated																	
PA Regulated																	
KY Regulated																	
RI Regulated																	
Total PPL																	
Total PPL																	
Total PPL																	
2023																	
2023																	
2023																	
PA Regulated																	
PA Regulated																	
PA Regulated																	

KY Regulated

RI Regulated

Total PPL

Total PPL

Total PPL

PPL Electric

PPL Electric

PPL Electric

2024

2024

2024

2023

LG&E

LG&E

LG&E

2024

2024

2024

2023

KU

KU

KU

2024

2024

2024

2023

				Six Months						Nine Months							
	Residential	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Revenues from Contracts with Customers	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Reven fron Contra witl Custon
PPL																	
PPL																	
PPL																	
2024																	
2024																	
2024																	
PA Regulated																	
PA Regulated																	
PA Regulated																	
KY Regulated																	
RI Regulated																	
Total PPL																	
Total PPL																	
Corp and Other																	
Total PPL																	

2023
2023
2023
PA Regulated
PA Regulated
PA Regulated
KY Regulated
RI Regulated
Total PPL
Total PPL
Total PPL

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	Six Months								Nine Months							
	Residential	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Revenues from Contracts with Customers	Residential	Commercial	Industrial	Other (a)	Wholesale - municipality	Wholesale - other (b)	Transmission	Revenues from Contracts with Customers
PPL Electric																	
2024																	
2024																	
2024																	
2023																	
LG&E																	
LG&E																	
LG&E																	
2024																	
2024																	
2024																	
2023																	
KU																	
KU																	
KU																	
2024																	
2024																	
2024																	
2023																	

(a) Primarily includes revenues from pole attachments, street lighting, other public authorities and other non-core businesses. The Rhode Island Regulated segment primarily includes open access tariff revenues, which are calculated on combined customer classes.

(b) Includes wholesale power and transmission revenues. LG&E and KU amounts include intercompany power sales and transmission revenues, which are eliminated upon consolidation at the Kentucky Regulated segment.

As discussed in Note 2, PPL segments its business by geographic location. Revenues from external customers for each segment are reconciled to revenues from contracts with customers in the footnotes to the tables above.

Contract receivables from customers are primarily included in "Accounts receivable - Customer", "Unbilled revenues", and "Other noncurrent assets" on the Balance Sheets.

The following table shows the accounts receivable and unbilled revenues balances that were impaired for the periods ended June September 30.

Three Months		Three Months		Six Months		Three Months		Nine Months

	2024	2024	2023	2024	2023	2024	2023	2024	2023
PPL (a)									
PPL Electric (a)									
LG&E									
KU									

(a) 2024 includes For the nine months ended September 30, 2024, balances include amounts impaired related to PPL Electric's billing issues. See Note 6 for additional information.

The following table shows the balances and certain activity of contract liabilities resulting from contracts with customers.

	PPL	PPL Electric	LG&E	KU
Contract liabilities at December 31, 2023	$ 43	$ 29	$ 6	$ 7
Contract liabilities at June 30, 2024	31	22	4	5
Revenue recognized during the six months ended June 30, 2024 that was included in the contract liability balance at December 31, 2023	25	11	6	7
Contract liabilities at December 31, 2022	$ 34	$ 23	$ 5	$ 6
Contract liabilities at June 30, 2023	48	35	6	7
Revenue recognized during the six months ended June 30, 2023 that was included in the contract liability balance at December 31, 2022	18	7	5	6

	PPL	PPL Electric	LG&E	KU
Contract liabilities at December 31, 2023	$ 43	$ 29	$ 6	$ 7
Contract liabilities at September 30, 2024	31	21	5	5
Revenue recognized during the nine months ended September 30, 2024 that was included in the contract liability balance at December 31, 2023	26	12	6	7
Contract liabilities at December 31, 2022	$ 34	$ 23	$ 5	$ 6
Contract liabilities at September 30, 2023	33	21	5	6
Revenue recognized during the nine months ended September 30, 2023 that was included in the contract liability balance at December 31, 2022	21	10	5	6

Contract liabilities result from recording contractual billings in advance for customer attachments to the Registrants' infrastructure and payments received in excess of revenues earned to date. Advanced billings for customer attachments are generally recognized as revenue ratably over the quarterly billing period. Payments received in excess of revenues earned to date are recognized as revenue as services are delivered in subsequent periods.

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4. Earnings Per Share

(PPL)

Basic EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding during the applicable period. Diluted EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding, increased by the number of incremental shares that would be outstanding if potentially dilutive share-based payment awards were converted to common shares as calculated using the Two-Class Method or Treasury Stock Method. Incremental non-participating securities that have a dilutive impact are detailed in the table below.

Reconciliations of the amounts of income and shares of PPL common stock (in thousands) for the periods ended June September 30 used in the EPS calculation are:

		Three Months		Six Months		Three Months		Nine Months			
		2024	2023	2024		2023	2024	2023		2024	2023
Income (Numerator)	Income (Numerator)				Income (Numerator)						
Net income attributable to PPL											
Net income attributable to PPL											
Net income attributable to PPL											
Less amounts allocated to participating securities											
Net income available to PPL common shareowners - Basic and Diluted											
Shares of Common Stock (Denominator)											
Shares of Common Stock (Denominator)											
Shares of Common Stock (Denominator)											

Weighted-average shares - Basic EPS				
Add: Dilutive share-based payment awards (a)				
Add: Dilutive share-based payment awards (a)				
Add: Dilutive share-based payment awards (a)				
Weighted-average shares - Diluted EPS				
Weighted-average shares - Diluted EPS				
Weighted-average shares - Diluted EPS				
Basic and Diluted EPS				
Basic and Diluted EPS				
Basic and Diluted EPS				
Net Income available to PPL common shareowners				
Net Income available to PPL common shareowners				
Net Income available to PPL common shareowners				

(a) The Treasury Stock Method was applied to non-participating share-based payment awards.

For the periods ended June September 30, the following shares (in thousands) were excluded from the computations of diluted EPS because the effect would have been antidilutive.

	Three Months		Six Months		Three Months		Nine Months		
	2024	2024	2023	2024	2023	2024	2023	2024	2023
Stock-based compensation awards									

5. Income Taxes

Reconciliations of income tax expense (benefit) for the periods ended June September 30 are as follows.

(PPL)

(PPL)

(PPL)

	Three Months		Three Months		Six Months	Three Months		Nine Months	
	2024	2024	2023	2024	2023	2024	2023	2024	2023
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%									
Increase (decrease) due to:	Increase (decrease) due to:			Increase (decrease) due to:					
State income taxes, net of federal income tax benefit									
Valuation allowance adjustments									
Valuation allowance adjustments									
Income tax credits (a)									
Valuation allowance adjustments									
Income tax credits (a)									
Income tax credits (a)									
Utility rate-making tax adjustments (a) (b)									
Utility rate-making tax adjustments (a) (b)									
Utility rate-making tax adjustments (a) (b)									
Amortization of excess deferred federal and state income taxes									
Other									
Other									
Other									
Total increase (decrease)									
Total income tax expense (benefit)									

(a) The amounts for the three and nine month periods ended September 30, 2023 primarily consist of a deferred tax benefit from renewable tax credits acquired at a discount.

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(a) (b) Primarily consists of tax impacts of AFUDC equity and related depreciation across PPL's regulated utility subsidiaries and flow through tax impacts of Pennsylvania utility ratemaking. Flow through occurs when the regulator excludes deferred tax expense or benefit from recoverable costs when determining income tax expense.

(PPL Electric)	*(PPL Electric)*					*(PPL Electric)*				
	Three Months		Three Months		Six Months		Three Months		Nine Months	
	2024	2024	2023	2024	2023		2024	2023	2024	2023
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%										
Increase (decrease) due to:	Increase (decrease) due to:					Increase (decrease) due to:				
State income taxes, net of federal income tax benefit										
Utility rate-making tax adjustments (a)										
Utility rate-making tax adjustments (a)										
Utility rate-making tax adjustments (a)										
Amortization of excess deferred federal and state income taxes										
Other										
Other										
Other										
Total increase (decrease)										
Total income tax expense (benefit)										

(a) Primarily consists of tax impacts of AFUDC equity and related depreciation and flow through tax impacts of Pennsylvania utility ratemaking. Flow through occurs when the regulator excludes deferred tax expense or benefit from recoverable costs when determining income tax expense.

(LG&E)	*(LG&E)*				*(LG&E)*				
	Three Months		Six Months		Three Months		Nine Months		
	2024	2023	2024	2023	2024	2023	2024	2023	
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%									
Increase (decrease) due to:	Increase (decrease) due to:				Increase (decrease) due to:				
State income taxes, net of federal income tax benefit									
Amortization of excess deferred federal and state income taxes									
Amortization of excess deferred federal and state income taxes									
Amortization of excess deferred federal and state income taxes									
Other									
Other									
Other									
Total increase (decrease)									
Total income tax expense (benefit)									

(KU)	*(KU)*				*(KU)*				
	Three Months		Six Months		Three Months		Nine Months		
	2024	2023	2024	2023	2024	2023	2024	2023	
Federal income tax on Income Before Income Taxes at statutory tax rate - 21%									
Increase (decrease) due to:	Increase (decrease) due to:				Increase (decrease) due to:				
State income taxes, net of federal income tax benefit									
Amortization of excess deferred federal and state income taxes									
Amortization of excess deferred federal and state income taxes									
Amortization of excess deferred federal and state income taxes									
Other									
Other									

Other
Total increase (decrease)
Total income tax expense (benefit)

Other

IRS Revenue Procedure 2023-15 (PPL and LG&E)

On April 14, 2023, the IRS issued Revenue Procedure 2023-15, which provides a safe harbor method of accounting that taxpayers may use to determine whether expenses to repair, maintain, replace, or improve natural gas transmission and

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distribution property must be capitalized for tax purposes. PPL and LG&E are currently reviewing the revenue procedure to determine what impact the guidance may have on their financial statements.

Transfer of Certain Credits under the Inflation Reduction Act (PPL)

The IRS released the final Internal Revenue Code Section 6418 regulations related to the transfer of certain credits under the Inflation Reduction Act. The regulations became effective on July 1, 2024. PPL has reviewed the final regulations and does did not anticipate and are not expected to have a material impact to on the financial statements regarding prior or future credit transfers.

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6. Utility Rate Regulation

(All Registrants)

The following table provides information about the regulatory assets and liabilities of cost-based rate-regulated utility operations.

	PPL	PPL		PPL Electric	LG&E		KU	PPL PPL Electric LG&E KU
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Current Regulatory Assets:								
Rate adjustment mechanisms								
Rate adjustment mechanisms								
Rate adjustment mechanisms								
Renewable energy certificates								
Renewable energy certificates								
Renewable energy certificates								
Derivative instruments								
Smart meter rider								
Universal service rider								
Storm damage costs								
Fuel adjustment clause								
Fuel adjustment clause								
Fuel adjustment clause								
Transmission service charge								
Transmission formula rate								
Distribution system improvement charge								
Tax Cuts and Jobs Act (over/under)								
Gas line tracker								
Other								

Total current regulatory assets	
Noncurrent Regulatory Assets:	
Noncurrent Regulatory Assets:	
Noncurrent Regulatory Assets:	
Defined benefit plans	
Defined benefit plans	
Defined benefit plans	
Plant outage costs	
Net metering	
Environmental cost recovery	
Storm costs	
Unamortized loss on debt	
Interest rate swaps	
Terminated interest rate swaps	
Accumulated cost of removal of utility plant	
AROs	
Derivatives instruments	
Derivatives instruments	
Derivatives instruments	
Gas line inspections	
Advanced metering infrastructure	
Other	
Total noncurrent regulatory assets	

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	PPL	PPL		PPL Electric		LG&E		KU	PPL	PPL Electric	LG&E	KU
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023				
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023				
Current Regulatory Liabilities:												
Generation supply charge												
Generation supply charge												
Generation supply charge												
Environmental cost recovery												
Tax Cuts and Jobs Act customer refund												
Act 129 compliance rider												
Transmission formula rate												
Rate adjustment mechanism												
Energy efficiency												
Gas supply clause												
DSM												
Fuel adjustment clause												
Other												
Total current regulatory liabilities												
Noncurrent Regulatory Liabilities:												
Noncurrent Regulatory Liabilities:												
Noncurrent Regulatory Liabilities:												
Accumulated cost of removal of utility plant												
Accumulated cost of removal of utility plant												

Accumulated cost of removal of utility plant
Power purchase agreement - OVEC
Net deferred taxes
Defined benefit plans
Terminated interest rate swaps
Energy efficiency
Other
Total noncurrent regulatory liabilities

Regulatory Matters

Rhode Island Activities *(PPL)*

Rate Case Proceedings

Pursuant to Report and Order No. 23823 issued May 5, 2020, the RIPUC approved the terms of an Amended Settlement Agreement (ASA) (the ASA), reflecting an allowed return on equity (ROE) rate of 9.275% based on a common equity ratio of approximately 51%. RIE is currently in year six of the multi-year rate plan (Rate Plan). On June 30, 2021, the Rhode Island Division of Public Utilities and Carriers consented to an open-ended extension of the term of the Rate Plan. Pursuant to the settlement with the Rhode Island Office of the Attorney General in connection with the acquisition of RIE by PPL, RIE currently does not anticipate filing a new base rate case before October 1, 2025. Pursuant to the open-ended extension, the Rate Year 3 level of base distribution rates under the ASA will remain in effect and RIE will continue to operate under the current Rate Plan until a new Rate Plan is approved by the RIPUC.

The ASA includes additional provisions, including (i) an Electric Transportation Initiative (the ET Initiative) to facilitate the growth of Electric Vehicle (EV) adoption and scaling of the market for EV charging equipment to advance Rhode Island's zero emission vehicles and greenhouse gas emissions policy goals, (ii) two energy storage demonstration projects, which are online and fully connected, (iii) a performance incentive for System Efficiency: Annual Megawatt Capacity Savings, which sunset in 2021 and is a tracking and reporting only metric, and (iv) several additional metrics for tracking and reporting purposes only. The RIPUC discussed the ET Initiative at an Open Meeting on August 30, 2022, advising RIE to seek RIPUC authorization to continue the ET Initiative and/or to alter any of the targets established in the ASA for Rate Year 5 and beyond. No votes or official rulings were taken; however, based on this feedback, RIE paused the ET programs in Rate Year 5.

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Advanced Metering Functionality (AMF)

In 2021, RIE filed its Updated AMF Business Case and Grid Modernization Plan (GMP) with the RIPUC in accordance with the ASA approved by the RIPUC in August 2018, and which, among other things, sought approval to deploy smart meters throughout the service territory. After PPL completed the acquisition of RIE, RIE filed a new AMF Business Case with the RIPUC in 2022, consisting of a detailed proposal for full-scale deployment of AMF across its electric service territory.

On September 27, 2023, the RIPUC unanimously approved RIE to deploy an AMF-based metering system for the electric distribution business. RIE is authorized to seek recovery of the approved capital investment through the ISR process with an overall multi-year cap on recovery at approximately $153 million, subject to certain terms, conditions and limitations with respect to the potential offsets and recoverability of certain costs. RIE is required to continue spending, even if above the recovery cap, until it achieves the functionalities outlined in the AMF Business Case. RIE filed with the RIPUC for approval (i) an updated electric Service Quality Plan on December 27, 2023 for RIPUC approval and, (ii) additional compliance tariff provisions regarding recovery and updated cost schedules to reflect the RIPUC's decision on December 22, 2023, and (iii) electric and gas tariff advice filings for RIPUC approval. Automatic Meter Reading/AMF meter opt-out tariff provisions on September 19, 2024. RIE cannot predict the outcome of these matters.

Grid Modernization

RIE filed a new GMP with the RIPUC on December 30, 2022. The new GMP filing consists of a holistic suite of grid modernization investments that will provide RIE with the tools and capability to manage the electric distribution system more granularly considering a range of distributed energy resources adoption levels, accelerated by Rhode Island's climate mandates, while at the same time maintaining a safe and reliable electric distribution system. The GMP is an informational guidance document that supports the grid modernization investments to be proposed in future electric ISR plans. Consequently, RIE did not request approval from the RIPUC for any specific investments or seek cost recovery as part of the GMP; rather, RIE requested that the RIPUC issues an order affirming RIE's compliance with its obligation to file a GMP that meets the requirements of the ASA. The RIPUC held a status conference on October 26, 2023, to discuss the scope of the RIPUC's RIPUC's review of the GMP and its potential impact on future electric ISR plans. RIE cannot predict the outcome of this matter.

Petition for Deferral of Credit Card Fees

On January 31, 2024, RIE filed a petition with the RIPUC requesting authority to recognize regulatory assets related to credit card, debit card and related fees transactions ("Electronic Transaction Fees") that RIE has waived and will continue to waive pursuant to the RIPUC orders related to COVID-19 impacts. On July 30, 2024, the RIPUC unanimously approved RIE's RIE's request to record a regulatory asset for Electronic Transaction Fees that have been incurred since July 1, 2020 until RIE's RIE's next general rate case or as otherwise determined by the RIPUC. RIE plans to include a proposal as part of its next base distribution rate case for the amortization and recovery of the regulatory assets and to include future Electronic Transaction Fees in base distribution rates.

On January 31, 2024, RIE also filed a Notice of Withdrawal of its April 2021 petition to create regulatory assets for COVID-19 related bad debt expense and the lost revenue from unassessed late payment charges. RIE is continuing to evaluate these other COVID-19 related costs and intends to reserve its rights to file for recovery of these costs in the future. RIE cannot predict the outcome of this matter.

FY 2023 Gas Infrastructure, Safety and Reliability (ISR) Plan

At an Open Meeting on March 29, 2022, the RIPUC conditionally approved RIE's FY 2023 Gas ISR Plan and associated revenue requirement, subject to further review regarding RIE's Proactive Main Replacement Program and its decision to reconstruct and purchase heating and pressure regulation equipment located at RIE's Wampanoag and Tiverton take stations. In response to RIPUC direction, RIE filed testimony with the RIPUC on May 16, 2022 regarding its replacement of heating and pressure regulation facilities at the Wampanoag and Tiverton take stations and addressing: (i) a cost-benefit analysis arising from RIE's decision to take ownership of the reconstructed take station equipment; (ii) the potential that the benefits derived from the reconstruction and ownership transfer of the take station equipment will not be realized due to the future use of hydrogen or abandonment of the gas system; and (iii) the depreciation and accounting treatment of the reconstructed take station equipment. The RIPUC has not taken any action to date on this issue, including in its recent action on the FY 2025 Gas ISR Plan.

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FY 2024 Gas ISR Plan

At an Open Meeting on March 29, 2023, the RIPUC approved RIE's FY 2024 Gas ISR Plan with an adjustment to the budget for the Proactive Main Replacement Program category resulting in a total approved FY 2024 Gas ISR Plan of $163 million for capital investment spend. On March 31, 2023, the RIPUC approved RIE's March 30, 2023 compliance filing for rates effective April 1, 2023. Certain open issues regarding the Gas ISR Plan budgetary and reconciliation framework, raised in connection with the FY 2024 Gas ISR Plan, have been resolved in connection with the approval of the FY 2025 Gas ISR Plan, as discussed below.

FY 2025 Gas ISR Plan

On December 22, 2023, RIE filed its FY 2025 Gas ISR Plan with the RIPUC with a budget that includes $185 million of capital investment spend, plus up to an additional $11 million of contingency plan spend in light of the Pipeline and Hazardous Materials Safety Administration's potential enactment of regulations during FY 2025 that, if enacted, would significantly alter RIE's leak detection and repair obligations under such regulations. RIE also filed its proposed gas ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with a total approved FY 2025 Gas ISR Plan of $180 million of which $168 million is for capital investment spend and $12 million spend for paving costs as operations and maintenance (O&M), plus the potential additional $11 million available if the above-mentioned regulations are implemented by the Pipeline and Hazardous Materials Safety Administration. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

FY 2024 Electric ISR Plan

The RIPUC held hearings in March 2023, and on March 29, 2023, approved RIE's FY 2024 Electric ISR Plan, as supplemented, with modifications to the proposed capital investment spend, resulting in a total approved FY 2024 Electric ISR Plan of $112 million for capital investment spend, $14 million for vegetation management O&M spend, and $1 million for Other O&M spend.

On March 31, 2023, the RIPUC approved RIE's compliance filing for rates effective April 1, 2023. Certain open issues regarding the Electric ISR Plan budgetary and reconciliation framework, raised in connection with the FY 2024 Electric ISR Plan, have been resolved in connection with the approval of the FY 2025 Electric ISR plan, as discussed below.

FY 2025 Electric ISR Plan

On December 21, 2023, RIE filed its FY 2025 Electric ISR Plan with the RIPUC with a budget that includes $141 million of capital investment spend, $13 million of vegetation O&M spend and $1 million of Other O&M spend. RIE also filed its proposed electric ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with modifications to the proposed capital investment spend, resulting in a total approved FY 2025 Electric ISR Plan of $132 million for capital investment spend, $13 million for vegetation management O&M spend, and $1 million for Other O&M spend. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

Kentucky Activities

(PPL, LG&E and KU)

Kentucky September 2024 Storm

In September 2024, LG&E and KU experienced significant winds and rain activity in their service territories, resulting in substantial damage to certain of LG&E's and KU's assets with total estimated storm costs incurred through September 30, 2024 of $12 million ($2 million at LG&E and $10 million at KU). On October 15, 2024, LG&E and KU submitted a filing with the KPSC requesting regulatory asset treatment of the extraordinary operations and maintenance expenses portion of the costs incurred related to the storm. As of September 30, 2024, LG&E and KU recorded regulatory assets related to the storm of $1 million and $5 million. LG&E and KU cannot predict the outcome of this matter.

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Kentucky May 2024 Storm

In May 2024, LG&E and KU experienced significant windstorm activity in their service territories, resulting in substantial damage to certain of LG&E's and KU's assets with total estimated costs incurred through June 30, 2024 September 30, 2024 of $28 million ($16 million at LG&E and $12 million at KU). On June 13, 2024, LG&E and KU submitted a filing with the KPSC requesting regulatory asset treatment of the extraordinary operations and maintenance expenses portion of the costs incurred related to the storm. On July 2, 2024, the KPSC issued an order provisionally approving the request for accounting purposes, noting that the decision on approval for of recovery would be determined in the future. On August 18, 2024, LG&E and KU submitted a request that the matter be decided by the KPSC based upon the written record. As of June 30, 2024 September 30, 2024**,** LG&E and KU each recorded regulatory assets related to the storm of $4 million. LG&E and KU cannot predict the outcome of this matter.

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KPSC Investigation Related to Winter Storm Elliott

On December 22, 2023, the KPSC initiated an investigation into the practices of LG&E and KU regarding the provision of electric service from December 23, 2022 through December 25, 2022, during a period of extreme temperatures during Winter Storm Elliott. The investigation is the result of LG&E's and KU's need to implement brief service interruptions to approximately 55,000 customers during this period. The purpose of the investigation is to supplement discovery and examination already completed through LG&E's and KU's CPCN proceedings, a legislative hearing completed in February 2023 and reports completed by the NERC and the FERC related to the issue. Additionally, the investigation will evaluate LG&E's and KU's actions taken, or planned to be taken, since Winter Storm Elliott that affect their ability to provide service during periods of variable weather and power system stress. LG&E and KU believe actions taken during the period under question were necessary and appropriate. Several parties were granted intervenor status for the proceeding and, after completion of written discovery, a hearing on the matter occurred on May 23, 2024. The parties will be filing have filed post-hearing briefs in the coming months, and the case is expected to be has been submitted for decision on September 21, 2024. decision. LG&E and KU cannot predict the outcome of this matter, and an estimate of the impact, if any, cannot be determined, but LG&E and KU do not believe this matter will have a significant impact on their operations or financial condition.

Mill Creek Unit 1 Retired Asset Recovery (RAR) Application (PPL and LG&E)

On October 4, 2024, LG&E submitted an application related to the expected retirement of Mill Creek Unit 1 by December 31, 2024, requesting recovery of associated costs under the RAR rider. The RAR rider was established by KPSC orders in 2021 to provide recovery of and return on the remaining investment in certain electric generating units, including the remaining net book value of each unit, materials and supplies that cannot be used at other plants and any associated removal costs, upon their retirement over a ten-year period following retirement. LG&E expects these costs to be approximately $125 million and proposes to begin application of the RAR rider with bills issued in March 2025. On October 28, 2024, the KPSC issued an order to establish a procedural schedule regarding its investigation of the reasonableness of the proposed tariff. The KPSC intends to rule on the matter by February 28, 2025. LG&E cannot predict the outcome of this proceeding.

Pennsylvania Activities *(PPL and PPL Electric)*

PAPUC investigation into billing issues

On January 31, 2023, the PAPUC initiated an investigation focused on billing issues related to estimated, irregular bills and customer service concerns following customer complaints, which for many customers were driven by increased prices for electricity supply. Certain bills issued during the time period of December 20, 2022 through January 9, 2023 were estimated due to a technical issue that prevented PPL Electric from providing actual collected meter data to customer facing and other internal systems. Customers also reported difficulties accessing PPL Electric's website and contacting the customer service call center. The PAPUC’s PAPUC's Bureau of Investigation & Enforcement (I&E) has directed PPL Electric to respond to certain inquiries and document requests. PPL Electric submitted its responses to the information request and cooperated fully with the investigation. PPL Electric reached a Settlement Agreement with I&E on November 21, 2023. In the settlement, PPL Electric agreed to pay a civil penalty of $1 million, make certain remedial improvements to its billing systems and processes, and agreed to not seek recovery for extraordinary costs incurred in responding to or resulting from the billing event. On November 21, 2023, PPL Electric and I&E submitted a Joint Petition for Approval of Settlement to the PAPUC. On January 18, 2024, the PAPUC issued an Order requesting public comment prior to the PAPUC entering a Final Order on the petition. Comments were due on February 28, 2024, and comments were filed by the Office of Consumer Advocate, CAUSE-PA (low-income advocate), and individual customers. On March 19, 2024, PPL Electric filed reply comments. On April 25, 2024, the PAPUC announced at its public meeting that it would be issuing an order approving the Settlement Agreement with modifications. The modifications

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included converting the $1 million civil penalty to a $1 million donation to PPL Electric’s Electric's hardship fund, Operation HELP, and requiring PPL Electric to make various progress reports on efforts to remediate the billing issue. PPL Electric and I&E had 20 business days from the issuance of the PAPUC order to accept or reject the proposed modifications to the Settlement Agreement. The time period to withdraw from the Settlement Agreement expired on June 14, 2024, without PPL Electric or I&E withdrawing from the Settlement Agreement, and the terms of the Settlement Agreement, as modified by the PAPUC’s PAPUC's order, are now final. PPL Electric is in the process of complying with the terms of the Settlement Agreement, including making the $1 million contribution to Operation HELP on June 24, 2024.

PPL Electric incurred no costs related to the billing issues of $2 million and $17 million for the three and six months nine month periods ended June 30, 2024 September 30, 2024 and $6 million $12 million and $9 million $21 million for the three and six months nine month periods ended June 30, 2023. September 30, 2023 related to the billing issue. PPL Electric will not seek regulatory recovery of these costs.

DSIC Petition

On April 26, 2024, PPL Electric filed a Petition with the PAPUC requesting that the PAPUC waive PPL Electric's DSIC cap of 5% of billed revenues and increase the maximum allowable DSIC to 9% for bills rendered on or after January 1, 2025. The publicly available procedural and litigation schedule currently contemplates that the PAPUC would issue a final order at its January 23, 2025 Public Meeting. PPL Electric cannot predict the outcome of this matter.

Act 129

Table The Pennsylvania Public Utility Code requires electric distribution companies, including PPL Electric, to act as a DSP, which provides electricity generation supply service to customers pursuant to a PAPUC-approved default service procurement plan. A DSP is able to recover the costs associated with its default service procurement plan.

In March 2024, PPL Electric filed a Petition for Approval of Contentsa new default service program and procurement plan with the PAPUC for the period June 1, 2025 through May 31, 2029. In August 2024, PPL Electric submitted a Joint Petition for Settlement in the proceeding. In September 2024, the Administrative Law Judge issued an Interim Order approving the proposed settlement without modification which remains pending before the PAPUC. PPL Electric cannot predict the outcome of this proceeding.

Federal Matters

FERC Transmission Rate Filing (PPL, LG&E and KU)

In 2018, LG&E and KU applied to the FERC requesting elimination of certain on-going waivers and credits to a sub-set of transmission customers relating to the 1998 merger of LG&E's and KU's parent entities and the 2006 withdrawal of LG&E and KU from the Midcontinent Independent System Operator, Inc. (MISO), a regional transmission operator and energy market. The application sought termination of LG&E's and KU's commitment to provide certain Kentucky municipalities mitigation for certain horizontal market power concerns arising out of the 1998 LG&E and KU merger and 2006 MISO withdrawal. The amounts at issue are generally waivers or credits granted to a limited number of Kentucky municipalities for either certain LG&E and KU or MISO transmission charges incurred for transmission service received. In 2019, the FERC granted LG&E's and KU's request to remove the ongoing credits, conditioned upon the implementation by LG&E and KU of a transition mechanism for certain existing power supply arrangements, which was subsequently filed, modified, and approved by the FERC in 2020 and 2021. In 2020, LG&E and KU and other parties filed appeals with the U.S. Court of Appeals - D.C. Circuit (D.C. Circuit Court of Appeals) regarding the FERC's orders on the elimination of the mitigation and required transition mechanism. In August 2022, the D.C. Circuit Court of Appeals issued an order remanding the proceedings back to the FERC. On May 18, 2023, the FERC issued an order on remand reversing its 2019 decision and requiring LG&E and KU to refund credits previously withheld, including under such transition mechanism. LG&E and KU filed a petition for review of the FERC's May 18, 2023 order with the D.C. Circuit Court of Appeals and provided refunds in accordance with the FERC order on December 1, 2023. The FERC issued an order on LG&E's and KU's compliance filing on November 16, 2023, and LG&E and KU filed a petition for review of this November 16, 2023 order on February 14, 2024. FERC issued the substantive order on rehearing on March 21, 2024, reaffirming its prior decision. LG&E and KU filed their opening brief with the D.C. Circuit Court of Appeals on June 24, 2024 and the FERC and the intervenors have filed briefs as well. LG&E's and KU's reply brief is due November 4, 2024. LG&E and KU cannot predict the ultimate outcome of the proceedings or any other post decision process but do not expect the annual impact to have a material effect on their operations or financial condition. LG&E and KU currently receive recovery of certain waivers and credits primarily through base rates increases, provided, however, that increases associated with the FERC's May 18, 2023 order are expected to be subject to future rate proceedings.

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Recovery of Transmission Costs (PPL)

Until December 2022, RIE's transmission facilities were operated in combination with the transmission facilities of National Grid USA's New England affiliates, Massachusetts Electric Company (MECO) and New England Power (NEP), as a single integrated system with NEP designated as the combined operator. As of January 1, 2023, RIE operates its own transmission facilities. NE-ISO allocates RIE's costs among transmission customers in New England, in accordance with the ISO Open Access Transmission Tariff (ISO-NE OATT). According to the FERC orders, RIE is compensated for its actual monthly transmission costs, with its authorized maximum ROE of 11.74% on its transmission assets.

The ROE for transmission rates under the ISO-NE OATT is the subject of four complaints that are pending before the FERC. On October 16, 2014, the FERC issued an order on the first complaint, Opinion No. 531-A, resetting the base ROE applicable to transmission assets under the ISO-NE OATT from 11.14% to 10.57% effective as of October 16, 2014 and establishing a maximum ROE of 11.74%. On April 14, 2017, this order was vacated and remanded by the D. C. Circuit Court of Appeals (Court of Appeals). After the remand, the FERC issued an order on October 16, 2018 applicable to all four pending cases where it proposed a new base ROE methodology that, with subsequent input and support from the New England Transmission Owners (NETO), yielded a base ROE of 10.41%. Subsequent to the FERC's October 2018 order in the NETO cases, the FERC further refined its ROE methodology in another proceeding and has applied that refined methodology to transmission owners' ROEs in other jurisdictions, and the NETOs filed further information in the New England matters to distinguish their case. Those determinations in other jurisdictions have recently been vacated and remanded back to the FERC for further proceedings by the D.C. Circuit Court of Appeals. The proceeding and the final base rate ROE determination in the New England matters remain open, pending a final order from the FERC. PPL cannot predict the outcome of this matter, and an estimate of the impact cannot be determined.

Other

Purchase of Receivables Program

(PPL and PPL Electric)

In accordance with a PAPUC-approved purchase of accounts receivable program, PPL Electric purchases certain accounts receivable from alternative electricity suppliers at a discount, which reflects a provision for uncollectible accounts. The

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alternative electricity suppliers have no continuing involvement or interest in the purchased accounts receivable. Accounts receivable that are acquired are initially recorded at fair value on the date of acquisition. During the three months and six nine months ended June 30, 2024 September 30, 2024, PPL Electric purchased $348 $404 million and $767 million $1 billion of accounts receivable from alternative suppliers. During the three and six nine months ended June 30, 2023 September 30, 2023, PPL Electric purchased $374 million $391 million and $732 million $1 billion of accounts receivable from alternative suppliers.

(PPL)

In 2021 and 2022, the RIPUC approved various components of a Purchase of Receivables Program (POR) in Rhode Island for effect on April 1, 2022. Municipal aggregators and non-regulated power producers (collectively, Competitive Suppliers) are eligible to participate in accordance with RIE's approved electric tariffs for municipal aggregation and non-regulated power producers. Under the POR program, RIE will purchase the Competitive Suppliers' accounts receivables, including existing receivables, at discounted rates, regardless of whether RIE has collected the owed monies from customers. The program is intended to make RIE whole through the implementation of a discount rate or Standard Complete Bill Percentage (SCBP) paid by Competitive Suppliers. RIE calculates the SCBP for each customer class and files the calculations with the RIPUC for review and approval by February 15 of each year. At an Open Meeting on March 26, 2024, the RIPUC approved the SCBP for effect beginning on April 1, 2024, for a one-year period.

7. Financing Activities

Credit Arrangements and Short-term Debt

(All Registrants)

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. For reporting purposes, on a consolidated basis, the credit facilities and commercial paper programs of PPL Electric, LG&E and KU are attributable to PPL. The amounts listed in the borrowed column below are recorded as "Short-term debt" on the Balance Sheets. The following credit facilities were in place at:

	June 30, 2024					December 31, 2023	
	Expiration Date	Capacity	Borrowed	Letters of Credit and Commercial Paper Issued (c)	Unused Capacity	Borrowed	Letters of Credit and Commercial Paper Issued (c)
PPL							
PPL Capital Funding (a)							
Syndicated Credit Facility (b)	Dec. 2028	$ 1,250	$ —	$ 280	$ 970	$ —	$ 390
Bilateral Credit Facility	Feb. 2025	100	—	—	100	—	—
Bilateral Credit Facility	Feb. 2025	100	—	14	86	—	13
Total PPL Capital Funding Credit Facilities		$ 1,450	$ —	$ 294	$ 1,156	$ —	$ 403
PPL Electric							
Syndicated Credit Facility	Dec. 2028	$ 650	$ —	$ 1	$ 649	$ —	$ 511
Total PPL Electric Credit Facilities		$ 650	$ —	$ 1	$ 649	$ —	$ 511
LG&E							
Syndicated Credit Facility	Dec. 2028	$ 500	$ —	$ 10	$ 490	$ —	$ —
Total LG&E Credit Facilities		$ 500	$ —	$ 10	$ 490	$ —	$ —
KU							
Syndicated Credit Facility	Dec. 2028	$ 400	$ —	$ 100	$ 300	$ —	$ 93
Total KU Credit Facilities		$ 400	$ —	$ 100	$ 300	$ —	$ 93

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	September 30, 2024	December 31, 2023

	Expiration Date	Capacity	Borrowed	Letters of Credit and Commercial Paper Issued (c)	Unused Capacity	Borrowed	Letters of Credit and Commercial Paper Issued (c)
PPL							
PPL Capital Funding (a)							
Syndicated Credit Facility (b)	Dec. 2028	$ 1,250	$ —	$ —	$ 1,250	$ —	$ 390
Bilateral Credit Facility	Feb. 2025	100	—	—	100	—	—
Bilateral Credit Facility	Feb. 2025	100	—	14	86	—	13
Total PPL Capital Funding Credit Facilities		$ 1,450	$ —	$ 14	$ 1,436	$ —	$ 403
PPL Electric							
Syndicated Credit Facility	Dec. 2028	$ 650	$ —	$ 1	$ 649	$ —	$ 511
Total PPL Electric Credit Facilities		$ 650	$ —	$ 1	$ 649	$ —	$ 511
LG&E							
Syndicated Credit Facility	Dec. 2028	$ 500	$ —	$ —	$ 500	$ —	$ —
Total LG&E Credit Facilities		$ 500	$ —	$ —	$ 500	$ —	$ —
KU							
Syndicated Credit Facility	Dec. 2028	$ 400	$ —	$ —	$ 400	$ —	$ 93
Total KU Credit Facilities		$ 400	$ —	$ —	$ 400	$ —	$ 93

(a) PPL Capital Funding's obligations are fully and unconditionally guaranteed by PPL.

(b) The PPL Capital Funding $1.25 billion syndicated credit facility includes a $400 $250 million borrowing sublimit for RIE and a $850 million $1 billion sublimit for PPL Capital Funding at June 30, 2024 September 30, 2024 and December 31, 2023. RIE's borrowing sublimit is adjustable, at the borrowers' option, from $0 to $600 million, with the remaining balance

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of the $1.25 billion available under the facility allocated to PPL Capital Funding. At December 31, 2023, the borrowing sublimit for RIE was $250 million and a $1 billion sublimit for PPL Capital Funding. At June 30, 2024 September 30, 2024, PPL Capital Funding had $280 million commercial paper outstanding and RIE had no commercial paper outstanding. At December 31, 2023, PPL Capital Funding had $365 million commercial paper outstanding and RIE had $25 million commercial paper outstanding. RIE's obligations under the facility are not guaranteed by PPL.

(c) Commercial paper issued reflects the undiscounted face value of the issuance.

PPL Capital Funding, RIE, PPL Electric, LG&E and KU maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are supported by the respective Registrant's credit facilities. The following commercial paper programs were in place at:

	June 30, 2024				December 31, 2023	September 30, 2024			December 31, 2023				
	Weighted - Average Interest Rate	Weighted - Average Interest Rate	Capacity	Commercial Paper Issuances (c)	Unused Capacity	Weighted - Average Interest Rate	Commercial Paper Issuances (c)	Weighted - Average Interest Rate	Capacity	Commercial Paper Issuances (c)	Unused Capacity	Weighted - Average Interest Rate	Commercial Paper Issuances (c)
PPL Capital Funding (a) (b)													
RIE (b)													
PPL Electric													
LG&E													
KU													
Total													

(a) PPL Capital Funding's obligations are fully and unconditionally guaranteed by PPL.

(b) Issuances under the PPL Capital Funding and RIE commercial paper programs are supported by the PPL Capital Funding syndicated credit facility, which has a total capacity of $1.25 billion. At June 30, 2024 September 30, 2024 and December 31, 2023, the borrowing sublimits were $400 $250 million for RIE and $850 million for PPL Capital Funding. At December 31, 2023, the borrowing sublimits under the facility were $250 million at

RIE and $1 billion at for PPL Capital Funding. PPL Capital Funding's Commercial commercial paper program is also backed by a separate bilateral credit facility for $100 million.

(c) Commercial paper issued reflects the undiscounted face value of the issuance.

(PPL Electric, LG&E, and KU)

See Note 11 for discussion of intercompany borrowings.

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Long-term Debt

(PPL)

In March 2024, RIE issued $500 million of 5.35% Senior Notes due 2034. RIE received proceeds of $496 million, net of discounts and underwriting fees, which will to be used to repay short-term debt and for other general corporate purposes.

In August 2024, PPL Capital Funding issued $750 million of 5.25% Senior Notes due 2034. PPL Capital Funding received proceeds of $741 million, net of discounts and underwriting fees, to be used to repay short-term debt and for other general corporate purposes.

(PPL and PPL Electric)

In January 2024, PPL Electric issued $650 million of 4.85% First Mortgage Bonds due 2034. PPL Electric received proceeds of $644 million, net of discounts and underwriting fees, which will to be used to repay short-term debt and for other general corporate purposes.

Dividends

In May August 2024, PPL declared a quarterly cash dividend on its common stock, payable July 1, 2024 October 1, 2024, of 25.75 cents per share (equivalent to $1.03 per annum).

8. Acquisitions, Developments and Divestitures

Acquisitions *(PPL)*

Acquisition of Narragansett Electric

On May 25, 2022, PPL Rhode Island Holdings acquired 100% of the outstanding shares of common stock of Narragansett Electric from National Grid USA, a subsidiary of National Grid plc (the Acquisition) for approximately $3.8 billion. Following the closing of the Acquisition, Narragansett Electric provides services doing business under the name Rhode Island Energy (RIE).

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In connection with the Acquisition, National Grid USA Service Company, Inc., National Grid USA and Narragansett Electric have entered into a transition services agreement (TSA), pursuant to which the National Grid entities have agreed to provide certain transition services to Narragansett Electric to facilitate the transition of the operation of Narragansett Electric to PPL following the Acquisition, as agreed upon in the Narragansett share purchase agreement. The TSA is was for an initial two-year term and certain aspects have been extended to was completed in the third quarter of 2024. TSA costs were $49 $32 million and $97 $129 million during the three and six nine months ended June 30, 2024 September 30, 2024, and $63 $59 million and $120 $179 million during the three and six nine months ended June 30, 2023 September 30, 2023.

Commitments to the Rhode Island Division of Public Utilities and Carriers and the Attorney General of the State of Rhode Island

As a condition to the Acquisition, PPL made certain commitments to the Rhode Island Division of Public Utilities and Carriers and the Attorney General of the State of Rhode Island. See Note 9 in PPL's 2023 Form 10-K for a complete listing of those commitments. PPL incurred the The following expenses related represents an update to some of the remaining commitments:

- RIE will forgo potential recovery of any and all transition costs, which includes (1) the installation of certain information technology systems; (2) modification and enhancements to physical facilities in Rhode Island; and (3) incurring costs related to severance payments, communications and branding changes, and other transition related costs. These costs, which are being expensed as incurred, were $83 $85 million and $165 $250 million for the three and six nine months ended June 30, 2024 September 30, 2024, and $70 $69 million and $124 $193 million for the three and six nine months ended June 30, 2023 September 30, 2023.
- RIE will not seek to recover in rates any markup charged by National Grid USA and/or its affiliates under the TSA, which were $2 $5 million and $3 $8 million for the three and six nine months ended June 30, 2024 September 30, 2024, and $2 million and $4 $6 million for the three and six nine months ended June 30, 2023 September 30, 2023.

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Developments *(PPL, LG&E and KU)*

Mill Creek Unit 5 Construction

In December 2022, LG&E and KU filed a Certificate of Public Convenience and Necessity (CPCN) CPCN with the KPSC requesting approval to construct a 640 MW net summer rating Natural Gas Combined Cycle (NGCC) combustion turbine at LG&E's Mill Creek Generating Station. In November 2023, the KPSC issued an order approving the request as well as the requested AFUDC accounting treatment for associated financing costs relating to the NGCC. The new NGCC facility will be jointly owned by LG&E (31%) and KU (69%). In February 2024, LG&E and KU entered into agreements to begin construction. Total project costs are estimated at approximately $1.0 billion, including AFUDC. Commercial operation of the facility is anticipated to begin mid-2027.

See Note 7 in PPL's 2023 Form 10-K for additional information on the CPCN filing.

9. Defined Benefits

(PPL)

Certain net periodic defined benefit costs are applied to accounts that are further distributed among capital, expense, regulatory assets and regulatory liabilities, including certain costs allocated to applicable subsidiaries for plans sponsored by PPL Services and LKE. Following are the net periodic defined benefit costs (credits) of the plans sponsored by PPL and its subsidiaries for the periods ended June September 30:

	Pension Benefits							
	Three Months		Six Months		Three Months		Nine Months	
	2024	2023	2024	2023	2024	2023	2024	2023
PPL								
Service cost								
Service cost								
Service cost								
Interest cost								
Expected return on plan assets								
Amortization of:								
Prior service cost								
Prior service cost								
Prior service cost								
Actuarial loss								
Net periodic defined benefit costs (credits)								
Net periodic defined benefit costs (credits)								
Net periodic defined benefit costs (credits)								

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	Other Postretirement Benefits				Other Postretirement Benefits			
	Three Months		Six Months		Three Months		Nine Months	
	2024	2023	2024	2023	2024	2023	2024	2023
PPL								
Service cost								
Service cost								
Service cost								
Interest cost								
Expected return on plan assets								
Amortization of:								
Prior service cost								
Prior service cost								
Prior service cost								
Actuarial loss								
Net periodic defined benefit costs (credits)								

(All Registrants)

The non-service cost components of net periodic defined benefit costs (credits) (interest cost, expected return on plan assets, amortization of prior service cost and amortization of actuarial gain and loss) are presented in "Other Income (Expense) - net" on the Statements of Income. See Note 12 for additional information.

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10. Commitments and Contingencies

Legal Matters

(All Registrants)

PPL and its subsidiaries are involved in legal proceedings, claims and litigation in the ordinary course of business. PPL and its subsidiaries cannot predict the outcome of such matters, or whether such matters may result in material liabilities, unless otherwise noted.

Narragansett Electric Litigation *(PPL)*

Energy Efficiency Programs Investigation

Narragansett Electric, while under the ownership of National Grid, performed an internal investigation into conduct associated with its energy efficiency programs. On June 27, 2022, the RIPUC opened a new docket (RIPUC Docket No. 22-05-EE) to investigate RIE's actions and the actions of employees of National Grid USA and affiliates during the time RIE was a National Grid USA affiliate being provided services by National Grid USA Service Company, Inc. relating to the manipulation of the reporting of invoices affecting the calculation of past energy efficiency shareholder incentives and the resulting impact on customers. The Rhode Island Attorney General and National Grid USA intervened in the docket.

On January 19, 2023, the Rhode Island Division of Public Utilities and Carriers (the Division) filed a motion to dismiss RIPUC Docket No. 22-05-EE without prejudice. As grounds for its motion, the Division stated that sufficient evidence exists in the docket to warrant an independent summary investigation by the Division, to include an audit of RIE. If the Division finds sufficient grounds, the Division may proceed to a formal hearing regarding the matters under investigation. Upon the conclusion of its investigation, the Division will provide the RIPUC with a report outlining the Division's findings and final decision. On January 30, 2023, the Rhode Island Attorney General filed an objection to the Division's motion to dismiss; RIE and National Grid USA each filed responses with the RIPUC requesting that any additional action taken by the RIPUC or the Division be considered after National Grid USA completes its internal investigation report, which National Grid USA filed with the RIPUC on March 10, 2023. On February 24, 2023, the Division initiated the independent summary investigation that it had referenced in its motion to dismiss. The RIPUC held a hearing on March 28, 2023 to hear oral arguments regarding the Division's motion to dismiss and subsequently denied the motion. On November 27, 2023, the Division filed testimony recommending the RIPUC disallow a portion of the performance incentive awarded from 2012 through 2021. On January 19, 2024, the Division and the Rhode Island Attorney General filed their respective briefs recommending that the RIPUC assess financial penalties on the Company. The Division also recommended that the RIPUC consider further regulatory investigations and analysis within each of the energy efficiency dockets from 2012 through 2020, to confirm the accuracy of claimed savings and to document all conduct and actions that would trigger penalties. On April 2, 2024, the RIPUC issued an amended order

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that expressly expands the scope of the proceeding to address issues of accountability and the question of whether statutory penalties should be assessed against RIE relating to the manipulation of the reporting of invoices affecting the recovery of past shareholder incentives and the resulting impact on RIE's customers. This RIPUC proceeding remains open and, in parallel, the Division's summary investigation remains ongoing. In the RIPUC proceeding, RIE and National Grid USA filed testimony on June 14, 2024, supporting their position that the appropriate amount to be refunded to the energy efficiency program is less than $1 million. The Division's current position is that $11 million is the appropriate amount to be refunded to the energy efficiency program. The Division's testimony on statutory penalties is was due August 30, 2024 October 15, 2024. On October 14, 2024, the Division filed a motion to suspend the procedural schedule and requirement for filing testimony. At this time, it is not possible to predict the final outcome, or determine the total amount of any additional liabilities that may be incurred by RIE in connection with this matter or the Division's summary investigation. RIE does not expect this matter will have a material adverse effect on its results of operations, financial position or cash flows.

E.W. Brown Environmental Assessment *(PPL and KU)*

KU is undertaking extensive remedial measures at the E.W. Brown plant including closure of the former ash pond, implementation of a groundwater remedial action plan and performance of a corrective action plan including aquatic study of adjacent surface waters and risk assessment. The aquatic study and risk assessment are being undertaken pursuant to a 2017 agreed Order with the Kentucky Energy and Environment Cabinet (KEEC). KU conducted sampling of Herrington Lake in 2017 and 2018. In June 2019, KU submitted to the KEEC the required aquatic study and risk assessment, conducted by an independent third-party consultant, finding that discharges from the E.W. Brown plant have not had any significant impact on Herrington Lake and that the water in the lake is safe for recreational use and meets safe drinking water standards. On May 31, 2021, May 31,

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2021, the KEEC approved the report and released a response to public comments. On August 6, 2021, KU submitted a *Supplemental Remedial Alternatives Analysis* report to the KEEC that outlines proposed additional fish, water, and sediment testing. On February 18, 2022, the KEEC provided approval to KU to proceed with the proposed sampling, which commenced in the spring of 2022. On November 17, 2022, KU submitted a *Supplemental Performance Monitoring Report* to the KEEC finding that there are no significant unaddressed risks to human health or the environment at the plant. KU revised the *Supplemental Performance Monitoring Report* on June 8, 2023, in response to KEEC comments from April 24, 2023. On September 1, 2023, the KEEC requested KU to propose additional monitoring or remedial measures. KU submitted a revised *Supplemental Performance Monitoring and Corrective Action Completion* on December 28, 2023. In August 2024, KU submitted a proposed environmental covenant to the KEEC specifying certain site restrictions. Discussions between KU and the KEEC are ongoing.

Water/Waste *(PPL, LG&E and KU)*

ELGs

In 2015, the EPA finalized ELGs for wastewater discharge permits for new and existing steam electricity generating facilities. These guidelines require deployment of additional control technologies providing physical, chemical and biological treatment and mandate operational changes including "zero discharge" requirements for certain wastewaters. The implementation date for individual generating stations was to be determined by the states on a case-by-case basis according to criteria provided by the EPA. In September 2017, the EPA issued a rule to postpone the compliance date for certain requirements. In October 2020, the EPA issued revisions to its best available technology standards for certain wastewaters and potential extensions to compliance dates (the Reconsideration Rule). On May 9, 2024, the EPA issued a final rule modifying the 2020 ELG revisions. The rule increases the stringency of previous control technology and zero discharge requirements, revises certain exemptions for generating units planned for retirement, and requires case-by-case limitations for legacy wastewaters based on the best professional judgment of the state regulators. Legal challenges to the final rule have been consolidated before the U.S. Court of Appeals for the Eighth Circuit. The final rule is currently under evaluation by PPL, LG&E, and KU, but could potentially result in significant operational changes and additional controls for LG&E and KU plants. The ELGs are expected to be implemented by the states or applicable permitting authorities in the course of their normal permitting activities. Certain costs are included in the Registrants' capital plans and expected to be recovered from customers through rate recovery mechanisms, but additional costs and recovery will depend on further regulatory developments at the state level.

CCRs

In 2015, the EPA issued a final rule governing management of CCRs which include fly ash, bottom ash and sulfur dioxide scrubber wastes (2015 CCR Rule). The 2015 CCR Rule imposed extensive new requirements for certain CCR impoundments and landfills, including public notifications, location restrictions, design and operating standards, groundwater monitoring and corrective action requirements, and closure and post-closure care requirements, and specifies restrictions relating to the beneficial use of CCRs. In January 2022, the EPA issued several proposed regulatory determinations, facility notifications, and public announcements which indicate increased scrutiny by the EPA to determine the adequacy of measures taken by facility

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owners and operators to achieve closure of CCR surface impoundments and landfills. In particular, the agency indicated that it will focus on certain practices which it views as posing a threat of continuing groundwater contamination. On May 8, 2024, the EPA issued a final rule (2024 CCR Rule) establishing regulatory requirements for inactive surface impoundments at inactive electricity generation facilities (legacy impoundments). The 2024 CCR Rule also establishes identification, groundwater monitoring, corrective action, closure, and post-closure care requirements for all CCR management units, as defined in the rule, at regulated CCR facilities regardless of how or when the CCR was placed. The rule also requires LG&E and KU to complete applicability determinations, implement site security measures, initiate weekly inspections and monthly monitoring of the impoundment, create a website, and complete hazard assessments and reports for its legacy impoundments. Additionally, the rule could potentially subject CCR management units that have previously completed remedial action and closure and certain beneficial use projects to additional federal regulatory requirements. Legal challenges to the rule have been filed in the D.C. Circuit Court.

In connection with the 2015 CCR Rule, LG&E and KU recorded adjustments to existing AROs beginning in 2015. In connection with the 2024 CCR Rule, in the second quarter of 2024, LG&E and KU recognized ARO obligations related to preliminary risk assessments, facility evaluations, feasibility studies and sampling. See Note 15 for additional information. The results of those evaluations, as well as future guidance, regulatory determinations, rulemakings, implementation determinations and other developments could potentially require revisions to current LG&E and KU compliance plans including additional monitoring and remediation at surface impoundments and landfills, the cost of which could be material. PPL, LG&E and KU are unable to predict the outcome of the ongoing litigation, rulemaking, and regulatory determinations or potential impacts on

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current LG&E and KU compliance plans. PPL, LG&E and KU are currently finalizing or revising closure plans and schedules in accordance with applicable regulations and further material changes to AROs, current capital plans or operating costs may be required as estimates are refined based on closure developments, groundwater monitoring results, and regulatory or legal proceedings. Costs relating to this rule are expected to be subject to rate recovery.

LG&E and KU received KPSC approval for a compliance plan associated with the 2015 CCR Rule providing for the closure of impoundments at the Mill Creek, Trimble County, E.W. Brown, and Ghent stations, and construction of process water management facilities at those plants. In addition to the foregoing measures required for compliance with the federal CCR Rule, KU also received KPSC approval for its plans to close impoundments at the retired Green River, Pineville and Tyrone plants to comply with applicable state law. LG&E and KU have completed planned closure measures at most of the subject impoundments and have commenced post closure groundwater monitoring as required at those facilities. LG&E and KU generally expect to complete all impoundment closures within five years of commencement, although a longer period may be required to complete closure of some facilities. Associated costs are expected to be subject to rate recovery.

Superfund and Other Remediation

(All Registrants)

The Registrants are potentially responsible for investigating and remediating contamination under the federal Superfund program and similar state programs. Actions are under way at certain sites including former manufactured gas plants in Pennsylvania, Rhode Island and Kentucky previously owned or operated by, or currently owned by predecessors or affiliates of, PPL subsidiaries.

Depending on the outcome of investigations at identified sites where investigations have not begun or been completed, or developments at sites for which information is incomplete, additional costs of remediation could be incurred. PPL, PPL Electric, LG&E and KU lack sufficient information about such additional sites to estimate any potential liability or range of reasonably possible losses, if any, related to these sites. Such costs, however, are not currently expected to be significant.

The EPA is evaluating the risks associated with polycyclic aromatic hydrocarbons and naphthalene, chemical by-products of manufactured gas plant operations. As a result, individual states may establish stricter standards for water quality and soil cleanup, that could require several PPL subsidiaries to take more extensive assessment and remedial actions at former manufactured gas plants. The Registrants cannot reasonably estimate a range of possible losses, if any, related to these matters.

(PPL and PPL Electric)

PPL Electric is a potentially responsible party for a share of clean-up costs at certain sites. Cleanup actions have been or are being undertaken at these sites as requested by governmental agencies, the costs of which have not been and are not expected to be significant to PPL Electric.

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As of June 30, 2024 September 30, 2024 and December 31, 2023, PPL Electric had a recorded liability of $8 million, representing its best estimate of the probable loss incurred to remediate these sites.

(PPL)

RIE is a potentially responsible party for a share of clean-up costs at certain sites including former manufactured gas plant facilities formerly owned by the Blackstone Valley Gas and Electric Company and the Rhode Island gas distribution assets of the New England Gas division of Southern Union Company and electric operations at certain RIE facilities. RIE is currently investigating and remediating, as necessary, those sites and certain other properties under agreements with governmental agencies, the costs of which have not been and are not expected to be significant to PPL.

As of June 30, 2024 September 30, 2024 and December 31, 2023, PPL had a recorded liability of $99 million, representing its best estimate of the remaining costs of RIE's environmental remediation activities. These undiscounted costs are expected to be incurred over approximately 30 years and generally to be subject to rate recovery. However, remediation costs for each site may be materially higher than estimated, depending on changing technologies and regulatory standards, selected end uses for each site, and actual environmental conditions encountered. RIE has recovered amounts from certain insurers and potentially responsible parties, and, where appropriate, may seek additional recovery from other insurers and potentially responsible parties, but it is uncertain whether, and to what extent, such efforts will be successful.

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The RIPUC has approved two settlement agreements that provide for rate recovery of qualified remediation costs of certain contaminated sites located in Rhode Island and Massachusetts. Rate-recoverable contributions for electric operations of approximately $3 million are added annually to RIE's Environmental Response Fund, established with RIPUC approval in March 2000 to address such costs, along with interest and any recoveries from insurance carriers and other third parties. In addition, RIE recovers approximately $1 million annually for gas operations under a distribution adjustment charge in which the qualified remediation costs are amortized over 10 years. See Note 6 for additional information on RIE's recorded environmental regulatory assets and liabilities.

Regulatory Issues

(*All Registrants)*

See Note 6 for information on regulatory matters related to utility rate regulation.

Electricity - Reliability Standards

The NERC is responsible for establishing and enforcing mandatory reliability standards (Reliability Standards) regarding the bulk electric system in North America. The FERC oversees this process and independently enforces the Reliability Standards.

The Reliability Standards have the force and effect of law and apply to certain users of the bulk electric system, including electric utility companies, generators and marketers. Under the Federal Power Act, the FERC may assess civil penalties for certain violations.

PPL Electric, LG&E, KU and RIE monitor their compliance with the Reliability Standards and self-report or self-log potential violations of applicable reliability requirements whenever identified, and submit accompanying mitigation plans, as required. The resolution of a small number of potential violations is pending. Penalties incurred to date have not been significant. Any Regional Reliability Entity determination concerning the resolution of violations of the Reliability Standards remains subject to the approval of the NERC and the FERC.

In the course of implementing their programs to ensure compliance with the Reliability Standards by those PPL affiliates subject to the standards, certain other instances of potential non-compliance may be identified from time to time. The Registrants cannot predict the outcome of these matters, and an estimate or range of possible losses cannot be determined.

Gas - Security Directives *(PPL and LG&E)*

In May and July of 2021, the Department of Homeland Security's (DHS) Transportation Security Administration (TSA) released two security directives applicable to certain notified owners and operators of natural gas pipeline facilities (including local distribution companies) that the TSA has determined to be critical. The TSA has determined that LG&E is within the scope of the directive, while RIE has not been notified of this distinction. The first security directive required notified owners/

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operators to implement cybersecurity incident reporting to the DHS, designate a cybersecurity coordinator, and perform a gap assessment of current entity cybersecurity practices against certain voluntary TSA security guidelines and report relevant results and proposed mitigation to applicable DHS agencies. The second security directive, revised in July of 2023, 2024, requires refinement of the cybersecurity implementation plan and the cybersecurity assessment plan. LG&E does not believe the security directives have had or will have a significant impact on LG&E's operations or financial condition.

Other

Guarantees and Other Assurances

(All Registrants)

In the normal course of business, the Registrants enter into agreements that provide financial performance assurance to third parties on behalf of certain subsidiaries. Examples of such agreements include: guarantees, stand-by letters of credit issued by financial institutions and surety bonds issued by insurance companies. These agreements are entered into primarily to support or enhance the creditworthiness attributed to a subsidiary on a stand-alone basis or to facilitate the commercial activities in which these subsidiaries engage.

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(PPL)

PPL fully and unconditionally guarantees all of the debt securities and loan obligations of PPL Capital Funding.

(All Registrants)

The table below details guarantees provided as of June 30, 2024 September 30, 2024. "Exposure" represents the estimated maximum potential amount of future payments that could be required to be made under the guarantee. The Registrants believe the probability of expected payment/performance under each of these guarantees is remote, except for the guarantees and indemnifications related to the sale of Safari Holdings, which PPL believes are reasonably possible but not probable of occurring. For reporting purposes, on a consolidated basis, the guarantees of PPL include the guarantees of its subsidiary Registrants.

	Exposure at June 30, 2024
	Exposure at June 30, 2024
	Exposure at June 30, 2024
	Exposure at September 30, 2024
	Exposure at September 30, 2024
	Exposure at September 30, 2024
PPL	
PPL	
PPL	
Indemnifications related to certain tax liabilities related to the sale of the U.K. utility business	
Indemnifications related to certain tax liabilities related to the sale of the U.K. utility business	
Indemnifications related to certain tax liabilities related to the sale of the U.K. utility business	
PPL guarantee of Safari payment obligations under certain sale/leaseback financing transactions related to the sale of Safari Holdings	
PPL guarantee of Safari payment obligations under certain sale/leaseback financing transactions related to the sale of Safari Holdings	
PPL guarantee of Safari payment obligations under certain sale/leaseback financing transactions related to the sale of Safari Holdings	
Indemnifications for losses suffered related to items not covered by Aspen Power's representation and warranty insurance associated with the sale of Safari Holdings	
Indemnifications for losses suffered related to items not covered by Aspen Power's representation and warranty insurance associated with the sale of Safari Holdings	

Indemnifications for losses suffered related to items not covered by Aspen Power's representation and warranty insurance associated with the sale of Safari Holdings
LG&E and KU
LG&E and KU
LG&E and KU
LG&E and KU obligation of shortfall related to OVEC
LG&E and KU obligation of shortfall related to OVEC
LG&E and KU obligation of shortfall related to OVEC

(a) PPL WPD Limited, a PPL indirect U.K. subsidiary, entered into a Tax Deed dated June 9, 2021, in which it agreed to a tax indemnity regarding certain potential tax liabilities of the entities sold with respect to periods prior to the completion of the sale, subject to customary exclusions and limitations. Because National Grid Holdings One plc, the buyer, agreed to purchase indemnity insurance, the amount of the cap on the indemnity for these liabilities is £1, except with respect to certain surrenders of tax losses, for which the amount of the cap on the indemnity is £50 million.

(b) PPL guaranteed the payment obligations of Safari under certain sale/leaseback financing transactions executed by Safari. These guarantees will remain in place until Safari exercises its option to buy-out the projects under the sale/leaseback financings by the year 2028. Safari will indemnify PPL for any payments made by PPL or claims against PPL under the sale/leaseback transaction guarantees up to $25 million.

(c) Aspen Power has obtained representation and warranty insurance, therefore, PPL generally has no liability for its representations and warranties under the agreement except for losses suffered related to items not covered. Pursuant to the agreement, expiration of these indemnifications range from 18 months to 6 years from the date of the closing of the transaction, and PPL's aggregate liability for these claims will not exceed $140 million, pursuant to the agreement, subject to certain adjustments plus the support obligations provided by PPL under sale-leaseback financings.

(d) Pursuant to the OVEC power purchase contract, LG&E and KU are obligated to pay for their share of OVEC's excess debt service, post-retirement, and decommissioning costs, as well as any shortfall from amounts included within a demand charge designed and expected to cover these costs over the term of the contract. PPL's proportionate share of OVEC's outstanding debt was $86 $82 million at June 30, 2024 September 30, 2024, consisting of LG&E's share of $60 $57 million and KU's share of $26 $25 million. The maximum exposure and the expiration date of these potential obligations are not presently determinable. See "Energy Purchase Commitments" in Note 13 in PPL's, LG&E's and KU's 2023 Form 10-K for additional information on the OVEC power purchase contract.

The Registrants provide other miscellaneous guarantees through contracts entered into in the normal course of business. These guarantees are primarily in the form of indemnification or warranties related to services or equipment and vary in duration. The amounts of these guarantees often are not explicitly stated, and the overall maximum amount of the obligation under such guarantees cannot be reasonably estimated. Historically, no significant payments have been made with respect to these types of guarantees and the probability of payment/performance under these guarantees is generally remote.

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PPL, on behalf of itself and certain of its subsidiaries, maintains insurance that covers liability assumed under contract for bodily injury and property damage. The coverage provides maximum aggregate coverage of $231 million. This insurance may be applicable to obligations under certain of these contractual arrangements.

11. Related Party Transactions

Support Costs *(PPL Electric, LG&E and KU)*

PPL Services and LKS provide the Registrants, their respective subsidiaries and each other with administrative, management and support services. For all services companies, the costs of directly assignable and attributable services are charged to the respective recipients as direct support costs. General costs that cannot be directly attributed to a specific entity are allocated and charged to the respective recipients as indirect support costs. PPL Services and LKS use a three-factor methodology that includes the applicable recipients' invested capital, operation and maintenance expenses and number of employees to allocate indirect costs. PPL Services and LKS charged the following amounts for the periods ended June September 30, including amounts applied to accounts that are further distributed between capital and expense on the books of the recipients, based on methods that are believed to be reasonable.

	Three Months		Six Months	
	2024	2023	2024	2023
PPL Electric from PPL Services	$ 53	$ 55	$ 109	$ 114
LG&E from LKS	28	28	57	60
LG&E from PPL Services	20	12	31	20
KU from LKS	30	34	68	75
KU from PPL Services	19	13	30	23

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	Three Months		Nine Months	
	2024	2023	2024	2023
PPL Electric from PPL Services	$ 53	$ 52	$ 159	$ 166
LG&E from LKS	25	25	82	85

LG&E from PPL Services	15	10	46	30
KU from LKS	31	35	99	110
KU from PPL Services	15	11	45	33

In addition to the charges for services noted above, LKS makes payments on behalf of LG&E and KU for fuel purchases and other costs for products or services provided by third parties. LG&E and KU also provide services to each other and to LKS. Billings between LG&E and KU relate to labor and overheads associated with union and hourly employees performing work for the other company, charges related to jointly-owned generating units and other miscellaneous charges. Tax settlements between PPL and LG&E and KU are reimbursed through LKS.

Intercompany Borrowings

(PPL Electric)

CEP Reserves maintains a $800 million revolving line of credit with a PPL Electric subsidiary. At June 30, 2024 September 30, 2024, CEP Reserves had $502 418 million of borrowings outstanding. At December 31, 2023, CEP Reserves had no borrowings outstanding. The interest rates on borrowings are equal to an adjusted one-month SOFR plus a spread. Interest income is reflected in "Interest Income from Affiliate" on the PPL Electric Income Statements.

(LG&E and KU)

LG&E participates in an intercompany money pool agreement whereby LKE and/or KU make available to LG&E funds up to the difference between LG&E's FERC borrowing limit and LG&E's commercial paper issued at an interest rate based on the lower of a market index of commercial paper issues and two additional rate options based on SOFR. At June 30, 2024 September 30, 2024, LG&E's money pool unused capacity was $721 $716 million. At June 30, 2024 September 30, 2024, LG&E had borrowings outstanding from KU and/or LKE of $19 34 million. These balances are reflected in "Notes payable to affiliates" on the LG&E Balance Sheets. At December 31, 2023, LG&E had insignificant borrowings outstanding from KU and/or LKE.

KU participates in an intercompany money pool agreement whereby LKE and/or LG&E make available to KU funds up to the difference between KU's FERC borrowing limit and KU's commercial paper issued at an interest rate based on the lower of a market index of commercial paper issues and two additional rate options based on SOFR. At June 30, 2024 September 30, 2024, KU's money pool unused capacity was $537 $522 million. At June 30, 2024 September 30, 2024, KU had borrowings outstanding from LG&E and/or LKE of $13 128 million. These balances are reflected in "Notes payable to affiliates" on the KU Balance Sheets. At December 31, 2023, KU had no borrowings outstanding from LG&E and/or LKE.

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12. Other Income (Expense) - net

(PPL)

The details of "Other Income (Expense) - net" for the periods ended June September 30, were:

	2024
	2024
	2024
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Interest income	
Interest income	
Interest income	
AFUDC - equity component	
AFUDC - equity component	
AFUDC - equity component	
Charitable contributions	
Charitable contributions	
Charitable contributions	
Miscellaneous (a)	
Miscellaneous (a)	
Miscellaneous (a)	

Other Income (Expense) - net	
Other Income (Expense) - net	
Other Income (Expense) - net	

(a) 2023 includes legal expenses incurred and insurance reimbursements received related to litigation with a former affiliate, Talen Montana.

(PPL Electric)

The details of "Other Income (Expense) - net" for the periods ended June September 30, were:

	2024
	2024
	2024
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Interest income	
Interest income	
Interest income	
AFUDC - equity component	
AFUDC - equity component	
AFUDC - equity component	
Charitable contributions	
Charitable contributions	
Charitable contributions	
Miscellaneous	
Miscellaneous	
Miscellaneous	
Other Income (Expense) - net	
Other Income (Expense) - net	
Other Income (Expense) - net	

(LG&E)

The details of "Other Income (Expense) - net" for the periods ended June September 30, were:

	2024
	2024
	2024
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Interest income	
Interest income	
Interest income	
AFUDC - equity component	
AFUDC - equity component	
AFUDC - equity component	
Miscellaneous	
Miscellaneous	
Miscellaneous	
Other Income (Expense) - net	
Other Income (Expense) - net	
Other Income (Expense) - net	

(KU)

The details of "Other Income (Expense) - net" for the periods ended June September 30, were:

	2024
	2024
	2024
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Defined benefit plans - non-service credits (Note 9)	
Interest income	
Interest income	
Interest income	
AFUDC - equity component	
AFUDC - equity component	
AFUDC - equity component	
Miscellaneous	
Miscellaneous	
Miscellaneous	
Other Income (Expense) - net	
Other Income (Expense) - net	
Other Income (Expense) - net	

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13. Fair Value Measurements

(All Registrants)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). A market approach (generally, data from market transactions), an income approach (generally, present value techniques and option pricing models) and/or a cost approach (generally, replacement cost) are used to measure the fair value of an asset or liability, as appropriate. These valuation approaches incorporate inputs such as observable, independent market data and/or unobservable data that management believes are predicated on the assumptions market participants would use to price an asset or liability. These inputs may incorporate, as applicable, certain risks such as nonperformance risk, which includes credit risk. The fair value of a group of financial assets and liabilities is measured on a net basis. See Note 1 in each Registrant's 2023 Form 10-K for information on the levels in the fair value hierarchy.

Recurring Fair Value Measurements

The assets and liabilities measured at fair value were:

		June 30, 2024					December 31, 2023										
		September 30, 2024					December 31, 2023										
		Total	Level 1	Level 2	Level 3	Total	Level 1		Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
PPL	PPL						PPL										
Assets	Assets						Assets										
Cash and cash equivalents																	
Restricted cash and cash equivalents (a)																	
Total Cash, Cash Equivalents and Restricted Cash (b)																	
Special use funds (a):																	
Money market fund																	
Money market fund																	
Money market fund																	

Commingled debt fund measured at NAV (c)		
Commingled equity fund measured at NAV (c)		
Total special use funds		
Price risk management assets (d):		
Gas contracts		
Gas contracts		
Gas contracts		
Total assets		
Liabilities		
Liabilities		
Liabilities		
Price risk management liabilities (d):	Price risk management liabilities (d):	Price risk management liabilities (d):
Interest rate swaps		
Gas contracts		
Total price risk management liabilities		
PPL Electric		
PPL Electric		
PPL Electric		
Assets	Assets	Assets
Cash and cash equivalents		
Total assets		
Total assets		
Total assets		
LG&E		
LG&E		
LG&E		
Assets		
Assets		
Assets		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Restricted cash and cash equivalents (a)		
Total Cash, Cash Equivalents and Restricted Cash (b)		
Total assets		
Total assets		
Total assets		

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	June 30, 2024				December 31, 2023											
	September 30, 2024				December 31, 2023											
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Liabilities																
Liabilities																
Liabilities																
Price risk management liabilities:																
Price risk management liabilities:																

Price risk management liabilities:		
Interest rate swaps		
Interest rate swaps		
Interest rate swaps		
Total price risk management liabilities		
KU		
KU		
KU		
Assets	Assets	Assets
Cash and cash equivalents		
Restricted cash and cash equivalents (a)		
Total Cash, Cash Equivalents and Restricted Cash (b)		
Total assets		

(a) Current portion is included in "Other current assets" and noncurrent portion is included in "Other noncurrent assets" on the Balance Sheets.

(b) Total Cash, Cash Equivalents and Restricted Cash provides a reconciliation of these items reported within the Balance Sheets to the sum shown on the Statements of Cash Flows.

(c) In accordance with accounting guidance, certain investments that are measured at fair value using net asset value per share (NAV), or its equivalent, have not been classified in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Balance Sheets.

(d) Current portion is included in "Other current asset" assets" and "Other current liabilities" and noncurrent portion is included in "Other noncurrent assets" and "Other deferred credits and noncurrent liabilities" on the Balance Sheets.

A reconciliation of net assets liabilities classified as Level 3 for the six nine months ended June September 30 is as follows:

		Gas Contracts
2024		
Balance at beginning of period	$	(19) 19
Total unrealized gains (losses) recognized as Regulatory Assets/Regulatory Liabilities:		4
Purchases		2
Settlements		19 (19)
Balance at end of period	$	2 4

Special Use Funds *(PPL)*

The special use funds are investments restricted for paying active union employee medical costs. In 2018, PPL received a favorable private letter ruling from the IRS permitting a transfer of excess funds from the PPL Bargaining Unit Retiree Health Plan VEBA to a new subaccount within the VEBA to be used to pay medical claims of active bargaining unit employees. The funds are invested primarily in commingled debt and equity funds measured at NAV and are classified as investments in equity securities. Changes in the fair value of the funds are recorded to the Statements of Income.

Price Risk Management Assets/Liabilities

Interest Rate Swaps (PPL, LG&E and KU)

To manage interest rate risk, PPL, LG&E and KU use interest rate contracts such as forward-starting swaps, floating-to-fixed swaps and fixed-to-floating swaps. An income approach is used to measure the fair value of these contracts, utilizing readily observable inputs, such as forward interest rates (e.g., SOFR and government security rates), as well as inputs that may not be observable, such as credit valuation adjustments. In certain cases, market information cannot practicably be obtained to value credit risk and therefore internal models are relied upon. These models use projected probabilities of default and estimated recovery rates based on historical observances. When the credit valuation adjustment is significant to the overall valuation, the contracts are classified as Level 3.

Gas Contracts (PPL)

To manage gas commodity price risk associated with natural gas purchases, RIE utilizes over-the-counter (OTC) gas swaps contracts with pricing inputs obtained from the New York Mercantile Exchange (NYMEX) and the Intercontinental Exchange (ICE), except in cases where the ICE publishes seasonal averages or where there were no transactions within the last seven

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days. RIE may utilize discounting based on quoted interest rate curves, including consideration of non-performance risk, and may include a liquidity reserve calculated based on bid/ask spread. Substantially all of these price curves are observable in the marketplace throughout at least 95% of the remaining contractual quantity, or they could be constructed from market observable curves with correlation coefficients of 95% or higher. These contracts are classified as Level 2.

RIE also utilizes gas option and purchase and capacity transactions, which are valued based on internally developed models. Industry-standard valuation techniques, such as the Black-Scholes pricing model, are used for valuing such instruments. For valuations that include both observable and unobservable inputs, if the unobservable input is determined to be significant to the overall inputs, the entire valuation is classified as Level 3. This includes derivative instruments valued using indicative price quotations whose contract tenure extends into unobservable periods. In instances where observable data is unavailable, consideration is given to the assumptions that market participants would use in valuing the asset or liability. This includes assumptions about market risks such as liquidity, volatility, and contract duration. Such instruments are classified as in Level 3 as the model inputs generally are not observable. RIE considers non-performance risk and liquidity risk in the valuation of derivative instruments classified as Level 2 and Level 3.

The significant unobservable inputs used in the fair value measurement of the gas derivative instruments are implied volatility and gas forward curves. A relative change in commodity price at various locations underlying the open positions can result in significantly different fair value estimates.

Financial Instruments Not Recorded at Fair Value *(All Registrants)*

Long-term debt is classified as Level 2. The effect of third-party credit enhancements is not included in the fair value measurement. The carrying amounts of long-term debt on the Balance Sheets and their estimated fair values are set forth below.

	June 30, 2024		December 31, 2023		September 30, 2024		December 31, 2023		
	Carrying Amount (a)	Carrying Amount (a)	Fair Value	Carrying Amount (a)	Fair Value	Carrying Amount (a)	Fair Value	Carrying Amount (a)	Fair Value
PPL									
PPL Electric									
LG&E									
KU									

(a) Amounts are net of debt issuance costs.

The carrying amounts of other current financial instruments (except for long-term debt due within one year) approximate their fair values because of their short-term nature.

14. Derivative Instruments and Hedging Activities

(All Registrants)

Risk Management Objectives

PPL has a risk management policy approved by the Board of Directors to manage market risk associated with commodities, interest rates on debt issuances (including price, liquidity and volumetric risk) and credit risk (including non-performance risk and payment default risk). The Risk Management Committee, comprised of senior management and chaired by the Vice President-Financial Strategy and Chief Risk Officer, oversees the risk management function. Key risk control activities designed to ensure compliance with the risk policy and detailed programs include, but are not limited to, credit review and approval, validation of transactions, verification of risk and transaction limits, value-at-risk analyses (VaR, a statistical model that attempts to estimate the value of potential loss over a given holding period under normal market conditions at a given confidence level) and the coordination and reporting of the Enterprise Risk Management program.

Market Risk

Market risk includes the potential loss that may be incurred as a result of price changes associated with a particular financial or commodity instrument as well as market liquidity and volumetric risks. Forward contracts, futures contracts, options, swaps and structured transactions are utilized as part of risk management strategies to minimize unanticipated fluctuations in earnings caused by changes in commodity prices and interest rates. Many of these contracts meet the definition of a derivative. All derivatives are recognized on the Balance Sheets at their fair value, unless NPNS is elected.

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The following summarizes the market risks that affect PPL and its subsidiaries.

Interest Rate Risk

- PPL and its subsidiaries are exposed to interest rate risk associated with forecasted fixed-rate and existing floating-rate debt issuances. PPL and LG&E utilize over-the-counter interest rate swaps to limit exposure to market fluctuations on floating-rate debt. PPL, LG&E and KU utilize forward starting interest rate swaps to hedge changes in benchmark interest rates, when appropriate, in connection with future debt issuance.
- PPL and its subsidiaries are exposed to interest rate risk associated with debt securities and derivatives held by defined benefit plans. This risk is significantly mitigated to the extent that the plans are sponsored at, or sponsored on behalf of, the regulated utilities due to the recovery methods in place.

Commodity Price Risk

PPL is exposed to commodity price risk through its subsidiaries as described below.

- PPL Electric is required to purchase electricity to fulfill its obligation as a PLR. Potential commodity price risk is mitigated through its PAPUC-approved cost recovery mechanism and full-requirement supply agreements to serve its PLR customers which transfer the risk to energy suppliers.
- LG&E's and KU's rates include certain mechanisms for fuel, fuel-related expenses and energy purchases. In addition, LG&E's rates include a mechanism for natural gas supply costs. These mechanisms generally provide for timely recovery of market price fluctuations associated with these costs.
- RIE utilizes derivative instruments pursuant to its RIPUC-approved plan to manage commodity price risk associated with its natural gas purchases. RIE's commodity price risk management strategy is to reduce fluctuations in firm gas sales prices to its customers. RIE's costs associated with derivatives instruments are recoverable through its RIPUC-approved cost recovery mechanisms. RIE is required to purchase electricity to fulfill its obligation to provide Last Resort Service (LRS). Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms and full requirements service agreements to serve LRS customers, which transfer the risk to energy suppliers. RIE is required to contract through long-term agreements for clean energy supply under the Rhode Island Renewable Energy Growth program and Long-term Clean Energy Standard. Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms, which true-up cost differences between contract prices and market prices.

Volumetric Risk

Volumetric risk is the risk related to the changes in volume of retail sales due to weather, economic conditions or other factors. PPL is exposed to volumetric risk through its subsidiaries as described below:

- PPL Electric, LG&E and KU are exposed to volumetric risk on retail sales, mainly due to weather and other economic conditions for which there is limited mitigation between rate cases.
- RIE is exposed to volumetric risk, which is significantly mitigated by regulatory mechanisms. RIE's electric and gas distribution rates both have a revenue decoupling mechanism, which allows for annual adjustments to RIE's delivery rates.

Equity Securities Price Risk

- PPL and its subsidiaries are exposed to equity securities price risk associated with the fair value of the defined benefit plans' assets. This risk is significantly mitigated due to the recovery methods in place.
- PPL is exposed to equity securities price risk from future stock sales and/or purchases.

Credit Risk

Credit risk is the potential loss that may be incurred due to a counterparty's non-performance.

PPL is exposed to credit risk from "in-the-money" transactions with counterparties as well as additional credit risk through certain of its subsidiaries, as discussed below.

In the event a supplier of PPL, PPL Electric, LG&E or KU defaults on its contractual obligation, those Registrants would be required to seek replacement power or replacement fuel in the market. In general, subject to regulatory review or other

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processes, appropriate incremental costs incurred by these entities would be recoverable from customers through applicable rate mechanisms, thereby mitigating the financial risk for these entities.

PPL and its subsidiaries have credit policies in place to manage credit risk, including the use of an established credit approval process, daily monitoring of counterparty positions and the use of master netting agreements or provisions. These agreements generally include credit mitigation provisions, such as margin, prepayment or collateral requirements. PPL and its subsidiaries may request additional credit assurance, in certain circumstances, if a counterparty's credit ratings fall below investment grade, their tangible net worth falls below specified percentages or its exposures exceed an established credit limit.

Master Netting Arrangements *(PPL, LG&E and KU)*

Net derivative positions on the balance sheets are not offset against the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) under master netting arrangements.

PPL, LG&E and KU had no obligation to return or post cash collateral under master netting arrangements at June 30, 2024 September 30, 2024 and December 31, 2023.

See "Offsetting Derivative Instruments" below for a summary of derivative positions presented in the balance sheets where a right of setoff exists under these arrangements.

Interest Rate Risk

(All Registrants)

PPL and its subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. A variety of financial derivative instruments are utilized to adjust the mix of fixed and floating interest rates in their debt portfolios, adjust the duration of the debt portfolios and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under PPL's risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolio due to changes in benchmark interest rates. In addition, the interest rate risk of certain subsidiaries is potentially mitigated as a result of the existing regulatory framework or the timing of rate cases.

Cash Flow Hedges *(PPL)*

Interest rate risks include exposure to adverse interest rate movements for outstanding variable rate debt and for future anticipated financings. Financial interest rate swap contracts that qualify as cash flow hedges may be entered into to hedge floating interest rate risk associated with both existing and anticipated debt issuances. PPL had no such contracts at June 30, 2024 September 30, 2024.

Cash flow hedges are discontinued if it is no longer probable that the original forecasted transaction will occur by the end of the originally specified time period and any amounts previously recorded in AOCI are reclassified into earnings once it is determined that the hedged transaction is not probable of occurring.

For the three and six nine months ended June 30, 2024 September 30, 2024 and 2023, PPL had no cash flow hedges reclassified into earnings associated with discontinued cash flow hedges.

At June 30, 2024 September 30, 2024, the amount of accumulated net unrecognized after-tax gains (losses) on qualifying derivatives expected to be reclassified into earnings during the next 12 months is insignificant. Amounts are reclassified as the hedged interest expense is recorded.

Economic Activity *(PPL and LG&E)*

LG&E enters into interest rate swap contracts that economically hedge interest payments. Because realized gains and losses from the swaps, including terminated swap contracts, are recoverable through regulated rates, any subsequent changes in fair value of these derivatives are included in regulatory assets or liabilities until they are realized as interest expense. Realized gains and losses are recognized in "Interest Expense" on the Statements of Income at the time the underlying hedged interest expense is recorded. At June 30, 2024 September 30, 2024, LG&E held contracts with a notional amount of $64 million that mature in 2033.

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Commodity Price Risk *(PPL)*

Economic Activity

RIE enters into derivative contracts that economically hedge natural gas purchases. Realized gains and losses from the derivatives are recoverable through regulated rates, therefore subsequent changes in fair value are included in regulatory assets or liabilities until they are realized as purchased gas. Realized gains and losses are recognized in "Energy Purchases" on the Statements of Income upon settlement of the contracts. At June 30, 2024 September 30, 2024, RIE held contracts with notional volumes of 53 55 Bcf that range in maturity from 2024 through 2029.

Accounting and Reporting

(All Registrants)

All derivative instruments are recorded at fair value on the Balance Sheet as an asset or liability unless NPNS is elected. NPNS contracts include certain full requirement purchase contracts and other physical purchase contracts. Changes in the fair value of derivatives not designated as NPNS are recognized in earnings unless specific hedge accounting criteria are met and designated as such, except for the changes in fair values of LG&E's interest rate swaps and certain RIE commodity gas contracts that are recognized as regulatory assets or regulatory liabilities. See Note 6 for amounts recorded in regulatory assets and regulatory liabilities at June 30, 2024 September 30, 2024 and December 31, 2023.

See Note 1 in each Registrant's 2023 Form 10-K for additional information on accounting policies related to derivative instruments.

(PPL)

The following table presents the fair value and the location on the Balance Sheets of derivatives not designated as hedging instruments.

	June 30, 2024	
	June 30, 2024	
	June 30, 2024	**December 31, 2023**
	September 30, 2024	
	September 30, 2024	

		September 30, 2024		December 31, 2023						
		Assets	Liabilities	Assets	Liabilities		Assets	Liabilities	Assets	Liabilities
Current:	Current:					Current:				
Price Risk Management Assets/Liabilities (a):	Price Risk Management Assets/Liabilities (a):					Price Risk Management Assets/Liabilities (a):				
Interest rate swaps (b)										
Gas contracts										
Total current										
Total current										
Total current										
Noncurrent:	Noncurrent:					Noncurrent:				
Price Risk Management Assets/Liabilities (a):	Price Risk Management Assets/Liabilities (a):					Price Risk Management Assets/Liabilities (a):				
Interest rate swaps (b)										
Gas contracts										
Total noncurrent										
Total noncurrent										
Total noncurrent										
Total derivatives										

(a) Current portion is included in "Other current assets" and "Other current liabilities" and noncurrent portion is included in "Other noncurrent assets" and "Other deferred credits and noncurrent liabilities" on the Balance Sheets. Excludes accrued interest, if applicable.

(b) Excludes accrued interest, if applicable.

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI or regulatory assets and regulatory liabilities for the period ended June 30, 2024 September 30, 2024.

		Three Months		Six Months			Three Months		Six Months	Three Months		Nine Months			Three Months		Nine Months
Derivative Relationships	Derivative Relationships		Derivative Gain (Loss) Recognized in OCI		Location of Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Reclassified from AOCI into Income		Gain (Loss) Reclassified from AOCI into Income	Derivative Relationships		Derivative Gain (Loss) Recognized in OCI		Location of Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Reclassified from AOCI into Income		Gain (Loss) Reclassified from AOCI into Income	
Cash Flow Hedges:	Cash Flow Hedges:						Cash Flow Hedges:										
Interest rate swaps																	

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Derivatives Not Designated as Hedging Instruments	Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Six Months	Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Nine Months
Gas contracts								
	Total							
	Total							
	Total							

Derivatives Not Designated as Hedging Instruments

Derivatives Not Designated as Hedging Instruments

Derivatives Not Designated as Hedging Instruments		Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Six Months		Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets		Three Months		Nine Months
Interest rate swaps										
Gas contracts										
	Regulatory assets - noncurrent									
	Total									

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI or regulatory assets and regulatory liabilities for the period ended June 30, 2023 September 30, 2023.

Derivative Relationships	Derivative Relationships	Three Months	Derivative Gain (Loss) Recognized in OCI	Six Months	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Gain (Loss) Reclassified from AOCI into Income	Six Months	Derivative Relationships	Three Months	Derivative Gain (Loss) Recognized in OCI	Nine Months	Location of Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Reclassified from AOCI into Income	Three Months	Nine Months
Cash Flow Hedges:	Cash Flow Hedges:						Cash Flow Hedges:									
Interest rate swaps																

Derivatives Not Designated as Hedging Instruments	Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Six Months	Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Nine Months
Interest rate swaps								
Gas contracts								
	Other income (expense) - net							
	Total							

Derivatives Not Designated as Hedging Instruments	Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Six Months	Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Nine Months
Interest rate swaps								
Gas contracts								
	Regulatory assets - noncurrent							
	Total							

The following table presents the effect of cash flow hedge activity on the Statement of Income for the period ended June 30, 2024 September 30, 2024.

	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Three Months
	Three Months
	Three Months
	Interest Expense
	Interest Expense
	Interest Expense
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	
The effects of cash flow hedges:	
The effects of cash flow hedges:	

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The effects of cash flow hedges:

Gain (Loss) on cash flow hedging relationships:

Gain (Loss) on cash flow hedging relationships:

Gain (Loss) on cash flow hedging relationships:

Interest rate swaps:

Interest rate swaps:

Interest rate swaps:

Amount of gain (loss) reclassified from AOCI to income

Amount of gain (loss) reclassified from AOCI to income

Amount of gain (loss) reclassified from AOCI to income

The following table presents the effect of cash flow hedge activity on the Statement of Income for the period ended June 30, 2023 September 30, 2023.

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	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Location and Amount of Gain (Loss) Recognized in Income on Hedging Relationships
	Three Months
	Three Months
	Three Months
	Interest Expense
	Interest Expense
	Interest Expense
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	
Total income and expense line items presented in the income statement in which the effect of cash flow hedges are recorded	
The effects of cash flow hedges:	
The effects of cash flow hedges:	
The effects of cash flow hedges:	
Gain (Loss) on cash flow hedging relationships:	
Gain (Loss) on cash flow hedging relationships:	
Gain (Loss) on cash flow hedging relationships:	
Interest rate swaps:	
Interest rate swaps:	
Interest rate swaps:	
Amount of gain (loss) reclassified from AOCI to income	
Amount of gain (loss) reclassified from AOCI to income	
Amount of gain (loss) reclassified from AOCI to income	

(LG&E)

The following table presents the fair value and the location on the Balance Sheets of derivatives not designated as hedging instruments.

		June 30, 2024		December 31, 2023			September 30, 2024		December 31, 2023	
		Assets	Liabilities	Assets	Liabilities		Assets	Liabilities	Assets	Liabilities
Current:	Current:					Current:				
Price Risk Management Assets/Liabilities:	Price Risk Management Assets/Liabilities:					Price Risk Management Assets/Liabilities:				
Interest rate swaps										
Total current										

Total current

Total current

Noncurrent:	Noncurrent:	Noncurrent:
Price Risk Management Assets/Liabilities:	Price Risk Management Assets/Liabilities:	Price Risk Management Assets/Liabilities:
Interest rate swaps		
Total noncurrent		
Total derivatives		

The following tables present the pre-tax effect of derivatives not designated as cash flow hedges that are recognized in income or regulatory assets for the period ended June 30, 2024 September 30, 2024.

Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months	Six Months
Interest rate swaps	Interest expense	$ —	$ —

Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months	Six Months
Interest rate swaps	Regulatory assets - noncurrent	$ 1	$ 2

Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months	Nine Months
Interest rate swaps	Interest expense	$ —	$ —

Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	$ (3)	$ —

The following tables present the pre-tax effect of derivatives not designated as cash flow hedges that are recognized in income or regulatory assets for the period ended June 30, 2023 September 30, 2023.

Derivative Instruments	Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months	Six Months	Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months	Nine Months
Interest rate swaps								

Derivative Instruments	Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months	Six Months	Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months	Nine Months
Interest rate swaps								

(PPL, LG&E and KU)

Offsetting Derivative Instruments

PPL, LG&E and KU or certain of their subsidiaries have master netting arrangements in place and also enter into agreements pursuant to which they purchase or sell certain energy and other products. Under the agreements, upon termination of the

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agreement as a result of a default or other termination event, the non-defaulting party typically would have a right to set off amounts owed under the agreement against any other obligations arising between the two parties (whether under the agreement or not), whether matured or contingent and irrespective of the currency, place of payment or place of booking of the obligation.

PPL, LG&E and KU have elected not to offset derivative assets and liabilities and not to offset net derivative positions against the right to reclaim cash collateral pledged (an asset) or the obligation to return cash collateral received (a liability) under derivatives agreements. The table below summarizes the derivative positions presented in the balance sheets where a right of setoff exists under these arrangements and related cash collateral received or pledged.

Assets	Liabilities	Assets	Liabilities

	Gross	Gross	Eligible for Offset Derivative Instruments	Eligible for Offset Cash Collateral Received	Net	Gross	Eligible for Offset Derivative Instruments	Eligible for Offset Cash Collateral Pledged	Net	Gross	Eligible for Offset Derivative Instruments	Eligible for Offset Cash Collateral Received	Net	Gross	Eligible for Offset Derivative Instruments	Eligible for Offset Cash Collateral Pledged	Net
June 30, 2024																	
September 30, 2024																	
Derivatives **Derivatives**										**Derivatives**							
PPL																	
LG&E																	

	Assets				Liabilities			
		Eligible for Offset				Eligible for Offset		
	Gross	Derivative Instruments	Cash Collateral Received	Net	Gross	Derivative Instruments	Cash Collateral Pledged	Net
December 31, 2023								
Derivatives								
PPL	$ 1	$ —	$ —	$ 1	$ 67	$ —	$ —	$ 67
LG&E	—	—	—	—	7	—	—	7

Credit Risk-Related Contingent Features

Certain derivative contracts contain credit risk-related contingent features which, when in a net liability position, would permit the counterparties to require the transfer of additional collateral upon a decrease in the credit ratings of PPL, LG&E and KU or certain of their subsidiaries. Most of these features would require the transfer of additional collateral or permit the counterparty to terminate the contract if the applicable credit rating were to fall below investment grade. Some of these features also would allow the counterparty to require additional collateral upon each downgrade in credit rating at levels that remain above investment grade. In either case, if the applicable credit rating were to fall below investment grade, and assuming no assignment to an investment grade affiliate were allowed, most of these credit contingent features require either immediate payment of the net liability as a termination payment or immediate and ongoing full collateralization on derivative instruments in net liability positions.

Additionally, certain derivative contracts contain credit risk-related contingent features that require adequate assurance of performance be provided if the other party has reasonable concerns regarding the performance of PPL's, LG&E's and KU's obligations under the contracts. A counterparty demanding adequate assurance could require a transfer of additional collateral or other security, including letters of credit, cash and guarantees from a creditworthy entity. This would typically involve negotiations among the parties. However, such amounts would represent assumed immediate payment or immediate and ongoing full collateralization for derivative instruments in net liability positions with "adequate assurance" features.

(PPL)

At June 30, 2024 September 30, 2024, derivative contracts in a net liability position that contain credit risk-related contingent features was $20 million $18 million. At June 30, 2024 September 30, 2024, the aggregate fair value of additional collateral requirements in the event of a credit downgrade below investment grade was $21 million $19 million.

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15. Asset Retirement Obligations

(PPL, LG&E and KU)

PPL's, LG&E's and KU's ARO liabilities are primarily related to CCR closure costs. See Note 10 for information on the CCR rules. LG&E and RIE also have AROs related to natural gas mains and wells. LG&E's and KU's transmission and distribution lines largely operate under perpetual property easement agreements, which do not generally require restoration upon removal of the property. Therefore, no material AROs are recorded for transmission and distribution assets. For LG&E, KU and RIE, all ARO accretion and depreciation expenses are reclassified as a regulatory asset or regulatory liability. ARO regulatory assets associated with certain CCR projects resulting from the 2015 CCR Rule are amortized to expense in accordance with regulatory approvals. For other AROs, deferred accretion and depreciation expense is recovered through cost of removal.

The changes in the carrying amounts of AROs were as follows.

	PPL	LG&E	KU	PPL	LG&E	KU
Balance at December 31, 2023						
Accretion						
New obligations incurred (a)						
Changes in estimated cash flow or settlement date						

Obligations settled	
Balance at June 30, 2024	
Balance at June 30, 2024	
Balance at June 30, 2024	
Other	
Balance at September 30, 2024	

(a) Primarily includes obligations recognized for preliminary risk assessments, facility evaluations, feasibility studies and sampling related to the CCR rule issued by the EPA in May of 2024. See Note 10 for additional information.

16. Accumulated Other Comprehensive Income (Loss)

(PPL)

The after-tax changes in AOCI by component for the periods ended June September 30 were as follows.

			Defined benefit plans					Defined benefit plans				
	Unrealized gains (losses) on qualifying derivatives	Equity investees' AOCI	Equity investees' AOCI	Prior service costs	Unrealized gains (losses) on qualifying derivatives	Actuarial gain (loss)	Total		Equity investees' AOCI	Prior service costs	Actuarial gain (loss)	Total
PPL												
March 31, 2024												
March 31, 2024												
March 31, 2024												
June 30, 2024												
June 30, 2024												
June 30, 2024												
Amounts arising during the period												
Reclassifications from AOCI												
Net OCI during the period												
June 30, 2024												
September 30, 2024												
December 31, 2023												
December 31, 2023												
December 31, 2023												
Amounts arising during the period												
Reclassifications from AOCI												
Net OCI during the period												
June 30, 2024												
September 30, 2024												
March 31, 2023												
March 31, 2023												
March 31, 2023												
June 30, 2023												
June 30, 2023												
June 30, 2023												
Amounts arising during the period												
Reclassifications from AOCI												
Net OCI during the period												
Net OCI during the period												
Net OCI during the period												
June 30, 2023												
December 31, 2022												
December 31, 2022												
December 31, 2022												

Amounts arising during the period

Reclassifications from AOCI

Net OCI during the period

Net OCI during the period

Net OCI during the period

June 30, 2023

September 30, 2023

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	Unrealized gains (losses) on qualifying derivatives	Equity investees' AOCI	Defined benefit plans: Prior service costs	Defined benefit plans: Actuarial gain (loss)	Total
December 31, 2022	$ 3	$ 2	$ (5)	$ (124)	$ (124)
Amounts arising during the period	—	1	—	(21)	(20)
Reclassifications from AOCI	2	—	1	(1)	2
Net OCI during the period	2	1	1	(22)	(18)
September 30, 2023	$ 5	$ 3	$ (4)	$ (146)	$ (142)

The following table presents PPL's gains (losses) and related income taxes for reclassifications from AOCI for the periods ended June September 30.

Details about AOCI	Details about AOCI	Three Months 2024	Three Months 2023	Three Months 2024	Six Months 2023	Statements of Income	Details about AOCI	Affected Line Item on the	Three Months 2024	Three Months 2023	Nine Months 2024	Nine Months 2023	Affected Line Item on the Statements of Income
Qualifying derivatives	Qualifying derivatives						Qualifying derivatives						
Interest rate swaps	Interest rate swaps	$ (1)	$ $ (1)	$ $ (2)	$ $ (2)	Interest Expense	Interest Expense	Interest rate swaps	$ (1)	$ $ (1)	$ $ (3)	$ $ (3)	Interest Expense Interest Expense
Total Pre-tax													
Total Pre-tax													
Total Pre-tax													
Income Taxes													
Income Taxes													
Income Taxes		1 1	1 1	1 1	1				(1) —	— —	— 1	1	
Total After-tax	Total After-tax	— —	— (1)	(1) (1)	(1)			Total After-tax	(2) (1)	(1) (3)	(3) (2)	(2)	

Defined benefit plans

Defined benefit plans

Defined benefit plans

Prior service costs (a)

Prior service costs (a)

Prior service costs (a)

Net actuarial loss (a)

Net actuarial loss (a)

Net actuarial loss (a)

Total Pre-tax

Total Pre-tax

Total Pre-tax
Income Taxes
Income Taxes
Income Taxes
Total After-tax
Total After-tax
Total After-tax
Total reclassifications during the period
Total reclassifications during the period
Total reclassifications during the period

(a) These AOCI components are included in the computation of net periodic defined benefit cost. See Note 9 for additional information.

17. New Accounting Guidance Pending Adoption

(All Registrants)

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU 2023-07 which improves reportable segment disclosure requirements, primarily through enhanced disclosures about segment expenses. The standard also requires public entities to disclose the title and position of the Chief Operating Decision Maker (CODM) and explain how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. Disclosure of certain Certain segment-related disclosures that previously were required only on an annual basis will be required to be disclosed in interim periods. In addition, public entities that have a single reportable segment are required to provide disclosures required by the new ASU and existing segment disclosure in Topic 280 (Segment Reporting).

For public business entities, this guidance will be applied retrospectively to all prior periods presented in the financial statements and will be effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted.

Adoption of ASU 2023-07 will result in the Registrants including the additional required disclosures. The Registrants plan to adopt ASU 2023-07 effective for the year ending December 31, 2024.

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Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09 which requires public business entities to provide additional income tax disclosures, including a disaggregated rate reconciliation as well as information on income taxes paid.

For public business entities, this guidance will be applied on a prospective basis. Retrospective application is permitted. This guidance will be effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance.

The Registrants are currently assessing the impact of adopting this guidance.

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Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations

(All Registrants)

This "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" is separately filed by PPL, PPL Electric, LG&E and KU. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for each Registrant's related activities and disclosures. Within combined disclosures, amounts are disclosed for individual Registrants when significant.

The following should be read in conjunction with the Registrants' Condensed Consolidated Financial Statements and the accompanying Notes and with the Registrants' 2023 Form 10-K. Capitalized terms and abbreviations are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted.

"Management's Discussion and Analysis of Financial Condition and Results of Operations" includes the following information:

- "Overview" provides a description of each Registrant's business strategy and a discussion of important financial and operational developments.
- "Results of Operations" for all Registrants includes a "Statement of Income Analysis," which discusses significant changes in principal line items on the Statements of Income, comparing the three and six nine months ended June 30, 2024 September 30, 2024 with the same periods in 2023. The PPL "Results of Operations" also includes "Segment Earnings," which provides a detailed analysis of earnings by reportable segment. These discussions include the non-GAAP financial measure "Earnings from Ongoing Operations" and provide an explanation of the non-GAAP financial measure and a reconciliation of the measure to the most comparable GAAP measure.
- "Financial Condition - Liquidity and Capital Resources" provides an analysis of the Registrants' liquidity positions and credit profiles. This section also includes a discussion of rating agency actions.
- "Financial Condition - Risk Management" provides an explanation of the Registrants' risk management programs relating to market and credit risk.

Overview

Introduction

(PPL)

PPL, headquartered in Allentown, Pennsylvania, is a utility holding company. PPL, through its regulated utility subsidiaries, delivers electricity to customers in Pennsylvania, Kentucky, Virginia, and Rhode Island; delivers natural gas to customers in Kentucky and Rhode Island; and generates electricity from power plants in Kentucky.

PPL's principal subsidiaries are shown below (* denotes a Registrant).

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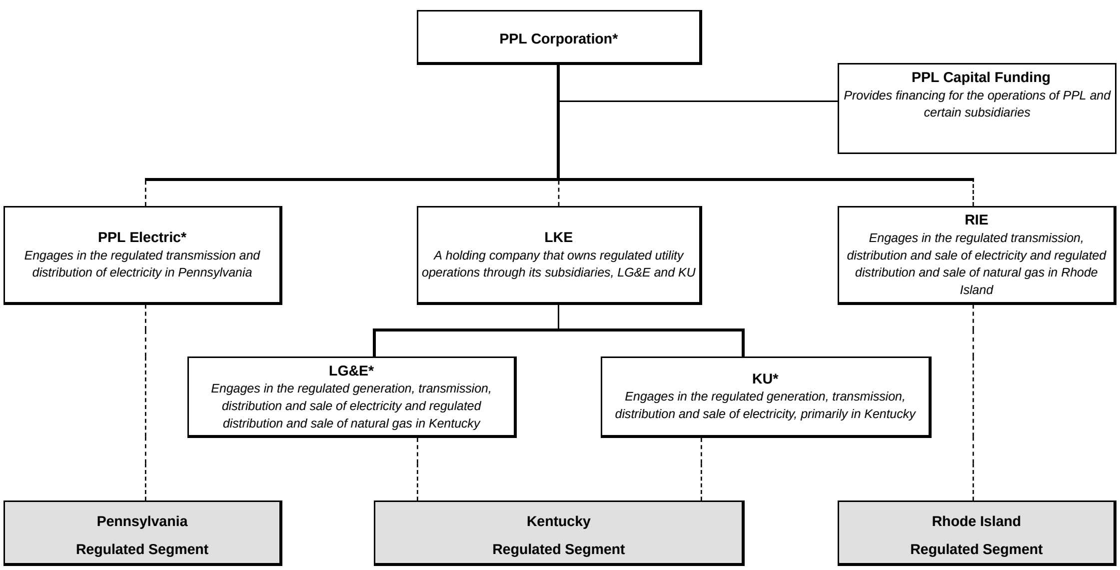

In addition to PPL, the other Registrants included in this filing are as follows.

(PPL Electric)

PPL Electric, headquartered in Allentown, Pennsylvania, is a wholly-owned subsidiary of PPL and a regulated public utility that is an electricity transmission and distribution service provider in eastern and central Pennsylvania. PPL Electric is subject to regulation as a public utility by the PAPUC, and certain of its transmission activities are subject to the jurisdiction of the FERC under the Federal Power Act. PPL Electric delivers electricity in its Pennsylvania service area and provides electricity supply to retail customers in that area as a PLR under the Customer Choice Act. PPL Electric was organized in 1920 as Pennsylvania Power & Light Company.

(LG&E)

LG&E, headquartered in Louisville, Kentucky, is a wholly-owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity and distribution and sale of natural gas in Kentucky. LG&E is subject to regulation as a public utility by the KPSC, and certain of its transmission activities are subject to the jurisdiction of the FERC under the Federal Power Act.

(KU)

KU, headquartered in Lexington, Kentucky, is a wholly-owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity in Kentucky and Virginia. KU is subject to regulation as a public utility by the KPSC and the VSCC, and certain of its transmission and wholesale power activities are subject to the jurisdiction of the FERC under the Federal Power Act. KU serves its Kentucky customers under the KU name and its Virginia customers under the Old Dominion Power name.

<u>Segment Information</u> *(PPL)*

PPL is organized into three reportable segments as depicted in the chart above: Kentucky Regulated, which primarily represents the results of LG&E and KU, Pennsylvania Regulated, which primarily represents the results of PPL Electric, and Rhode Island Regulated, which primarily represents the results of RIE. "Corporate and Other" primarily includes corporate level financing

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costs, certain unallocated costs and certain non-recoverable costs incurred in conjunction with the acquisition of Narragansett Electric.

Business Strategy

(All Registrants)

PPL operates four regulated utilities located in Pennsylvania, Kentucky and Rhode Island. Each of these jurisdictions has distinct regulatory structures and each of the utilities has distinct customer classes.

PPL's strategy, which is supported by the other Registrants and subsidiaries, is to achieve industry-leading performance in safety, reliability, customer satisfaction and operational efficiency; to advance a clean energy transition while maintaining affordability and reliability; to maintain a strong financial foundation and create long-term value for our shareowners; to foster a diverse and exceptional workplace; and to build strong communities in areas that we serve.

Central to PPL's and the other Registrants' strategy is recovering capital project costs efficiently through various rate-making mechanisms, including periodic base rate case proceedings using forward test years, annual FERC formula rate mechanisms and other regulatory agency-approved recovery mechanisms designed to limit regulatory lag. In Kentucky, in addition to FERC formula rates, the KPSC has adopted a series of regulatory mechanisms (ECR, DSM, GLT, fuel adjustment clause, and gas supply clause) and recovery on construction work-in-progress that reduce regulatory lag and provide timely recovery of and return on, as appropriate, prudently incurred costs. In Pennsylvania, FERC formula rates, DSIC mechanism, Smart Meter Rider and other recovery mechanisms operate to reduce regulatory lag and provide for timely recovery of and a return on, as appropriate, prudently incurred costs. In Rhode Island, FERC formula rates, the gas cost adjustment, net metering, infrastructure, safety and reliability (ISR) and revenue decoupling mechanisms and other rate adjustment mechanisms operate to reduce regulatory lag and provide timely recovery of and return on, as appropriate, prudently incurred costs.

Financial and Operational Developments

RIE Transition Services Agreement Completion (PPL)

In connection with the acquisition of RIE in 2022, National Grid USA and Narragansett Electric entered into a transition services agreement (TSA), pursuant to which the National Grid entities agreed to provide certain transition services to Narragansett Electric to facilitate the transition of the operation of Narragansett Electric to PPL following the acquisition. The TSA was for an initial two-year term and was completed in the third quarter of 2024. TSA costs were $32 million and $129 million during the three and nine months ended September 30, 2024, and $59 million and $179 million during the three and nine months ended September 30, 2023.

Transfer of Certain Credits under the Inflation Reduction Act (PPL)

The IRS released the final Internal Revenue Code Section 6418 regulations related to the transfer of certain credits under the Inflation Reduction Act. The regulations became effective on July 1, 2024. PPL has reviewed the final regulations and does did not anticipate and are not expected to have a material impact to on the financial statements regarding prior or future credit transfers.

<u>Regulatory Requirements</u>

(All Registrants)

The Registrants cannot predict the impact that future regulatory requirements may have on their financial condition or results of operations.

(PPL, LG&E and KU)

Environmental Considerations for Coal-Fired Generation

The businesses of LG&E and KU are subject to extensive federal, state and local environmental laws, rules and regulations, including those pertaining to CCRs, GHG, and ELGs. See Notes 6, 10 and 15 to the Financial Statements for a discussion of these significant environmental matters. These and other environmental requirements led PPL, LG&E and KU to retire approximately 1,200 MW of coal-fired generating plants in Kentucky since 2010. As part of the long-term generation planning

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process, LG&E and KU evaluate a range of factors including the impact of potential stricter environmental regulations, fuel price scenarios, the cost and availability of replacement generation, continued operations and major maintenance costs and the risk of major equipment failures in determining when to retire generation assets.

As a result of environmental requirements and aging infrastructure, LG&E has sought and obtained approval to retire two older coal-fired units at the Mill Creek Plant. Mill Creek Unit 1, with 300 MW of capacity, is expected to be retired in 2024. Mill Creek Unit 2, with 297 MW of capacity, is expected to be retired in 2027, subject to certain conditions.

Table On October 4, 2024, LG&E submitted an application related to the expected retirement of ContentsMill Creek Unit 1 by December 31, 2024, requesting recovery of associated costs under the Retired Asset Recovery (RAR) rider. On October 28, 2024, the KPSC issued an order to establish a procedural schedule regarding its investigation of the reasonableness of the proposed tariff. The KPSC intends to rule on the matter by February 28, 2025. See Note 6 to the Financial Statements for additional information on the Mill Creek Unit 1 RAR rider application.

FERC Transmission Rate Filing

In 2018, LG&E and KU applied to the FERC requesting elimination of certain on-going waivers and credits to a sub-set of transmission customers relating to the 1998 merger of LG&E's and KU's parent entities and the 2006 withdrawal of LG&E and KU from the Midcontinent Independent System Operator, Inc. (MISO), a regional transmission operator and energy market. The application sought termination of LG&E's and KU's commitment to provide certain Kentucky municipalities mitigation for certain horizontal market power concerns arising out of the 1998 LG&E and KU merger and 2006 MISO withdrawal. The amounts at issue are generally waivers or credits granted to a limited number of Kentucky municipalities for either certain LG&E and KU or MISO transmission charges incurred for transmission service received. In 2019, the FERC granted LG&E's and KU's request to remove the ongoing credits, conditioned upon the implementation by LG&E and KU of a transition mechanism for certain existing power supply arrangements, which was subsequently filed, modified, and approved by the FERC in 2020 and 2021. In 2020, LG&E and KU and other parties filed appeals with the U.S. Court of Appeals - D.C. Circuit (D.C. Circuit Court of Appeals) regarding the FERC's orders on the elimination of the mitigation and required transition mechanism. In August 2022, the D.C. Circuit Court of Appeals issued an order remanding the proceedings back to the FERC. On May 18, 2023, the FERC issued an order on remand reversing its 2019 decision and requiring LG&E and KU to refund credits previously withheld, including under such transition mechanism. LG&E and KU filed a petition for review of the FERC's May 18, 2023 order with the D.C. Circuit Court of Appeals and provided refunds in accordance with the FERC order on December 1, 2023. The FERC issued an order on LG&E's and KU's compliance filing on November 16, 2023, and LG&E and KU filed a petition for review of this November 16, 2023 order on February 14, 2024. FERC issued the substantive order on rehearing on March 21, 2024, reaffirming its prior decision. LG&E and KU filed their opening brief with the D.C. Circuit Court of Appeals on June 24, 2024 and the FERC and the intervenors have filed briefs as well. LG&E's and KU's reply brief is due November 4, 2024. LG&E and KU cannot predict the ultimate outcome of the proceedings or any other post decision process but do not expect the annual impact to have a material effect on their operations or financial condition. LG&E and KU currently receive recovery of certain waivers and credits primarily through base rates increases, provided, however, that increases associated with the FERC's May 18, 2023 order are expected to be subject to future rate proceedings.

(PPL)

FY 2025 Gas ISR Plan

On December 22, 2023, RIE filed its FY 2025 Gas ISR Plan with the RIPUC with a budget that includes $185 million of capital investment spend, plus up to an additional $11 million of contingency plan spend in light of the Pipeline and Hazardous Materials Safety Administration's potential enactment of regulations during FY 2025 that, if enacted, would significantly alter RIE's leak detection and repair obligations under such regulations. RIE also filed its proposed gas ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with a total approved FY 2025 Gas ISR Plan of $180 million of which $168 million is for capital investment spend and $12 million spend for paving costs as operations and maintenance (O&M), plus the potential additional $11 million available if the above-mentioned regulations are implemented by the Pipeline and Hazardous Materials Safety Administration. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

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FY 2025 Electric ISR Plan

On December 21, 2023, RIE filed its FY 2025 Electric ISR Plan with the RIPUC with a budget that includes $141 million of capital investment spend, $13 million of vegetation O&M spend and $1 million of Other O&M spend. RIE also filed its proposed electric ISR plan budgetary and reconciliation framework, addressing issues raised in connection with its FY 2024 submission, with its FY 2025 ISR Plan. The RIPUC held hearings in March 2024, and on March 26, 2024, approved the plan, including the proposed budgetary and reconciliation framework, with modifications to the proposed capital investment spend, resulting in a total approved FY 2025 Electric ISR Plan of $132 million for capital investment spend, $13 million for vegetation management O&M spend, and $1 million for Other O&M spend. On March 28, 2024, the RIPUC approved RIE's compliance filing for rates effective April 1, 2024.

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Advanced Metering Functionality (AMF)

In 2021, RIE filed its Updated AMF Business Case and Grid Modernization Plan (GMP) with the RIPUC in accordance with the ASA approved by the RIPUC in August 2018, and which, among other things, sought approval to deploy smart meters throughout the service territory. After PPL completed the acquisition of RIE, RIE filed a new AMF Business Case with the RIPUC in 2022, consisting of a detailed proposal for full-scale deployment of AMF across its electric service territory.

On September 27, 2023, the RIPUC unanimously approved RIE to deploy an AMF-based metering system for the electric distribution business. RIE is authorized to seek recovery of the approved capital investment through the ISR process with an overall multi-year cap on recovery at approximately $153 million, subject to certain terms, conditions and limitations with respect to the potential offsets and recoverability of certain costs. RIE is required to continue spending, even if above the recovery cap, until it achieves the functionalities outlined in the AMF Business Case. RIE filed with the RIPUC for approval (i) an updated electric Service Quality Plan on December 27, 2023 for RIPUC approval and , (ii) additional compliance tariff provisions regarding recovery and updated cost schedules to reflect the RIPUC's decision on December 22, 2023, and (iii) electric and gas tariff advice filings for RIPUC approval. Automatic Meter Reading/AMF meter opt-out tariff provisions on September 19, 2024. RIE cannot predict the outcome of these matters.

Rate Case Proceedings (KU)

On April 30, 2024, KU filed a request with the VSCC for an annual increase in Virginia base electricity rates of approximately $9 million. KU's request is based on an authorized 10.5 % return on equity. Subject to regulatory review and approval, new rates would become effective February 1, 2025. Discovery from VSCC staff has begun. The deadline for requests for intervention is August 9, 2024 with written Written testimony from VSCC staff, intervenor witnesses and KU rebuttal to follow. has been filed. A public hearing on the matter is scheduled to start on November 13, 2024. KU is discussing the potential resolution of open issues raised by the VSCC staff.

DSIC Petition (PPL and PPL Electric)

On April 26, 2024, PPL Electric filed a Petition with the PAPUC requesting that the PAPUC waive PPL Electric's DSIC cap of 5% of billed revenues and increase the maximum allowable DSIC to 9% for bills rendered on or after January 1, 2025. The publicly available procedural and litigation schedule currently contemplates that the PAPUC would issue a final order at its January 23, 2025 Public Meeting. PPL Electric cannot predict the outcome of this matter.

Long-Term Infrastructure Improvement Plan Petition (LTIIP) (PPL and PPL Electric)

On January 17, 2024, PPL Electric filed a petition with the PAPUC seeking to modify its LTIIP, which covers the period from 2023 through 2027, to increase the total projected capital spending for existing LTIIP programs and to add a new LTIIP program. program related to predictive failure technology. On July 11, 2024, the PAPUC approved the petition in part, allowing for an increase of $203 million for existing LTIIP programs. The proposed new LTIIP program was determined not to be eligible for recovery under the DSIC. However, investments in such program programs are potentially recoverable through a base rate proceeding.

<u>Labor Union Agreements</u>

(PPL)

In May 2024, PPL and the Rhode Island UWUA locals ratified a five-year labor agreement through May 2029. The agreement covers over 530 employees. The terms of the new labor agreement are not expected to have a significant impact on the financial results of PPL.

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(PPL and KU)

In July 2024, KU and the IBEW local reached, and local members subsequently ratified, a new three-year labor agreement through July 2027. The agreement covers approximately 60 employees. The terms of the new labor agreement are not expected to have a significant impact on the financial results of KU or PPL.

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<u>Results of Operations</u>

(PPL)

The "Statement of Income Analysis" discussion below describes significant changes in principal line items on the Statements of Income, comparing the three and six nine months ended June 30, 2024 September 30, 2024 with the same periods in 2023. The "Segment Earnings" discussion provides a review of results by reportable segment. These discussions include the non-GAAP financial measure "Earnings from Ongoing Operations" and provide an explanation of the non-GAAP financial measure and a reconciliation of the measure to the most comparable GAAP measure.

(PPL Electric, LG&E and KU)

A "Statement of Income Analysis" is presented separately for PPL Electric, LG&E and KU. The "Statement of Income Analysis" discussion below describes significant changes in principal line items on the Statements of Income, comparing the three and six nine months ended June 30, 2024 September 30, 2024 with the same periods in 2023.

(All Registrants)

The results for interim periods can be disproportionately influenced by numerous factors and developments and by seasonal variations. As such, the results of operations for interim periods do not necessarily indicate results or trends for the year or future periods.

PPL: Statement of Income Analysis and Segment Earnings

Statement of Income Analysis

Net income for the periods ended June September 30 includes the following results:

	Three Months			Six Months			Three Months			Nine Months		
	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues												
Operating Expenses												
Operating Expenses												
Operating Expenses												
Operation												
Operation												
Operation												
Fuel												
Fuel												
Fuel												
Energy purchases												
Other operation and maintenance												
Depreciation												
Taxes, other than income												
Total Operating Expenses												
Operating Income												
Other Income (Expense) - net												
Interest Expense												
Income Before Income Taxes												
Income Taxes												
Net Income												
Net Income												
Net Income												

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Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months	Three Months	Six Months	Three Months	Nine Months
PPL Electric distribution price (a)					
PPL Electric distribution volume (b)					
PPL Electric PLR (c)					
PPL Electric transmission formula rate (d)					
LG&E volumes (b)					
LG&E volumes (b)					
LG&E volumes (b)					
LG&E fuel and other energy purchases (e)					
LG&E ECR mechanism (e)					

LG&E ECR mechanism (e)
LG&E ECR mechanism (e)
KU volumes (b)
KU volumes (b)
KU volumes (b)
KU fuel and other energy purchases (f)
KU demand
KU ECR mechanism (e)
KU ECR mechanism (e)
KU ECR mechanism (e)
RIE energy purchases and other recoveries (g)
RIE energy purchases and other recoveries (g)
RIE energy purchases and other recoveries (g)
RIE capital investments
RIE transmission formula rate
Other
Total
Total
Total

(a) The increases were primarily due to reconcilable cost recovery mechanisms approved by the PAPUC.

(b) The increases were increase for the nine months ended September 30, 2024 was primarily due to weather, along with other higher usage in 2024 at PPL Electric.

(c) The decreases were primarily the result of lower energy prices and fewer PLR customers, partially offset by higher customer volumes due to weather and other higher usage.

(d) The increases were primarily due to returns on additional transmission capital investments, return returns of depreciation and O&M expenses and delayed implementation of moving to a calendar year rate in 2023, partially offset by the prior year point to point border rate settlement variance.

(e) The decrease for the six months ended June 30, 2024 was decreases were primarily due to lower recoveries of energy purchases, partially offset by higher recoveries of fuel expense. an adjustment related to the ECR mechanism revenues.

(f) The increases were increase for the nine months ended September 30, 2024 was primarily due to higher recoveries of fuel expense from increased volumes. expenses.

(g) The decrease increase for the three months ended June 30, 2024 September 30, 2024 was primarily due to lower higher recoveries of energy purchases and pension an increase in transmission expenses. The decrease for the six nine months ended June 30, 2024 September 30, 2024 was primarily due to lower recoveries of energy purchases, gross earnings tax and pension expenses, partially offset by higher recoveries of gas maintenance expenses.

Fuel

Fuel expense increased $14 million for the three months ended June 30, 2024 compared with 2023, primarily due to a $20 million expenses, an increase in volumes due to weather at KU, partially offset by a $4 million decrease in commodity costs at KU.

Fuel expense increased $22 million for the six months ended June 30, 2024 compared with 2023, primarily due to a $28 million increase in volumes due to weather at KU, partially offset by an $11 million decrease in commodity costs at KU. transmission expenses and higher recovery of energy efficiency expenses.

Energy Purchases

Energy purchases decreased $65 million $18 million for the three months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to lower PLR prices of $63 million $47 million at PPL Electric, a decrease in commodity costs of $5 million at LG&E and a decrease in commodity costs of $9 million at RIE, partially offset by an increase in PLR volumes commodity costs of $12 million $28 million at PPL Electric. RIE.

Energy purchases decreased $279 million $297 million for the six nine months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to lower PLR prices of $174 million $222 million and lower PLR volumes of $19 million at PPL Electric, an $18 million decrease at LG&E primarily due to a decrease in commodity costs of $24 million at LG&E and a decrease in commodity costs of $66 million $37 million at RIE.

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

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	Three Months	Three Months	Six Months	Three Months	Nine Months
PPL Electric storm costs					

PPL Electric vegetation management expenses
PPL Electric bad debts
PPL Electric bad debts
PPL Electric bad debts
PPL Electric operations costs
PPL Electric Act 129
LG&E ECR expenses
LG&E ECR expenses
LG&E ECR expenses
KU ECR expenses
KU ECR expenses
KU ECR expenses
KU overhead line expenses
KU transmission expenses
KU transmission expenses
KU transmission expenses
RIE gas maintenance expenses
RIE gas maintenance expenses
RIE gas maintenance expenses
RIE energy efficiency program expenses
RIE pension expenses
RIE bad debt expenses
Transition costs associated with RIE
Transition costs associated with RIE
Transition costs associated with RIE
Other
Total

Taxes, Other Than Income

The increase (decrease) in taxes, other than income was due to:

	Three Months	Six Months
State gross receipts tax (a)	$ (3)	$ (33)
Domestic property tax expense	7	15
Total	$ 4	$ (18)

	Three Months	Nine Months
State gross earnings and gross receipts tax (a)	$ —	$ (35)
Property tax expense (b)	(9)	8
Other	(1)	(1)
Total	$ (10)	$ (28)

(a) The decrease for the six nine months ended June 30, 2024 September 30, 2024 was primarily due to the RIE Gross Earnings Tax Holiday Credit. Credit which provided relief from the tax to eligible utility companies between December 2023 through March 2024.

(b) The decrease for the three months ended September 30, 2024 was primarily due to a RIE property tax true-up to accruals based on bills received through September.

Other Income (Expense) - net

The increase (decrease) in other income (expense) - net was due to:

	Three Months	Six Months	Three Months	Nine Months
Defined benefit plans - non-service credits (Note 9)				
Other				

Other
Interest income
AFUDC
Other
Total

Interest Expense

The increase (decrease) in interest expense was due to:

	Three Months	Six Months	Three Months	Nine Months
Long-term debt (a)				
Long-term debt (a)				
Long-term debt (a)				
Other				
Other				
Other				
Total				

(a) The increases were primarily due to increased borrowings. See Note 7 to the Financial Statements for additional information.

Income Taxes

The increase (decrease) in income taxes was due to:

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	Three Months	Six Months
Change in pre-tax income	$ 20	$ 20
Valuation allowance adjustments	(3)	(2)
Utility rate-making adjustments (a)	(3)	(3)
Other	3	4
Total	$ 17	$ 19

(a) Primarily consists of tax impacts of AFUDC equity and related depreciation across PPL's regulated utility subsidiaries and flow through tax impacts of Pennsylvania utility ratemaking. Flow through occurs when the regulator excludes deferred tax expense or benefit from recoverable costs when determining income tax expense.

Segment Earnings

PPL's Net Income (Loss) by reportable segment for the periods ended June September 30 was were as follows:

	Three Months			Six Months		
	2024	2023	$ Change	2024	2023	$ Change
Kentucky Regulated	$ 134	$ 91	$ 43	$ 324	$ 257	$ 67
Pennsylvania Regulated	150	110	40	299	248	51
Rhode Island Regulated	12	10	2	76	64	12
Corporate and Other (a)	(106)	(99)	(7)	(202)	(172)	(30)
Net Income (Loss)	$ 190	$ 112	$ 78	$ 497	$ 397	$ 100

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	Three Months			Nine Months		
	2024	2023	$ Change	2024	2023	$ Change
Kentucky Regulated	$ 169	$ 175	$ (6)	$ 493	$ 432	$ 61
Pennsylvania Regulated	142	136	6	441	384	57

Rhode Island Regulated	14	6	8	90	70	20
Corporate and Other (a)	(111)	(87)	(24)	(313)	(259)	(54)
Net Income (Loss)	$ 214	$ 230	$ (16)	$ 711	$ 627	$ 84

(a) Primarily represents financing and certain other costs incurred at the corporate level that have not been allocated or assigned to the segments, which are presented to reconcile segment information to PPL's consolidated results.

Earnings from Ongoing Operations

Management utilizes "Earnings from Ongoing Operations" as a non-GAAP financial measure that should not be considered as an alternative to net income, an indicator of operating performance determined in accordance with GAAP. PPL believes that Earnings from Ongoing Operations is useful and meaningful to investors because it provides management's view of PPL's earnings performance as another criterion in making investment decisions. In addition, PPL's management uses Earnings from Ongoing Operations in measuring achievement of certain corporate performance goals, including targets for certain executive incentive compensation. Other companies may use different measures to present financial performance.

Earnings from Ongoing Operations is adjusted for the impact of special items. Special items are presented in the financial tables on an after-tax basis with the related income taxes on special items separately disclosed. Income taxes on special items, when applicable, are calculated based on the statutory tax rate of the entity where the activity is recorded. Special items may include items such as:

• Gains and losses on sales of assets not in the ordinary course of business.
• Impairment charges.
• Significant workforce reduction and other restructuring effects.
• Acquisition and divestiture-related adjustments.
• Significant losses on early extinguishment of debt.
• Other charges or credits that are, in management's view, non-recurring or otherwise not reflective of the company's ongoing operations.

PPL's Earnings from Ongoing Operations by reportable segment for the periods ended June September 30 were as follows:

	Three Months			Six Months			Three Months			Nine Months		
	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change
Kentucky Regulated												
Pennsylvania Regulated												
Rhode Island Regulated												
Corporate and Other												
Earnings from Ongoing Operations												

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See "Reconciliation of Earnings from Ongoing Operations" below for a reconciliation of this non-GAAP financial measure to Net Income.

Kentucky Regulated Segment

The Kentucky Regulated segment consists primarily of LG&E's and KU's regulated electricity generation, transmission and distribution operations, as well as LG&E's regulated distribution and sale of natural gas.

Net Income and Earnings from Ongoing Operations for the periods ended June September 30 include the following results. results:

	Three Months			Six Months		
	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues	$ 819	$ 778	$ 41	$ 1,803	$ 1,738	$ 65
Fuel	181	167	14	390	368	22
Energy purchases	22	28	(6)	99	118	(19)
Other operation and maintenance	195	217	(22)	397	426	(29)
Depreciation	177	174	3	353	347	6
Taxes, other than income	24	23	1	49	46	3
Total Operating Expenses	599	609	(10)	1,288	1,305	(17)
Other Income (Expense) - net	9	3	6	12	6	6
Interest Expense	61	59	2	121	117	4
Income Taxes	34	22	12	82	65	17

Net Income	134	91	43	324	257	67
Less: Special Items	—	(5)	5	(1)	(6)	5
Earnings from Ongoing Operations	$ 134	$ 96	$ 38	$ 325	$ 263	$ 62

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	Three Months			Nine Months		
	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues	$ 895	$ 893	$ 2	$ 2,698	$ 2,631	$ 67
Fuel	207	199	8	597	567	30
Energy purchases	25	23	2	124	141	(17)
Other operation and maintenance	196	199	(3)	593	625	(32)
Depreciation	178	174	4	531	521	10
Taxes, other than income	25	24	1	74	70	4
Total Operating Expenses	631	619	12	1,919	1,924	(5)
Other Income (Expense) - net	8	3	5	20	9	11
Interest Expense	60	59	1	181	176	5
Income Taxes	43	43	—	125	108	17
Net Income	169	175	(6)	493	432	61
Less: Special Items	(3)	—	(3)	(4)	(6)	2
Earnings from Ongoing Operations	$ 172	$ 175	$ (3)	$ 497	$ 438	$ 59

The following after-tax gains (losses), which management considers special items, impacted the Kentucky Regulated segment's results and are excluded from Earnings from Ongoing Operations during the periods ended June September 30.

	Income Statement Line Item	Income Statement Line 2024 2023	Three Months 2024	2023	Six Months 2024	Income Statement Line Item	2023	Three Months 2024	Nine Months 2023	2024	2023
Strategic corporate initiatives, net of tax of $0, $0 (a)											
FERC transmission credit refund, net of tax of $2, $2 (b)											
FERC transmission credit refund, net of tax of $2 (b)											
FERC transmission credit refund, net of tax of $0, $0 (b)											
ECR beneficial reuse transition adjustment, net of tax of $2, $2 (c)											
Total Special Items											
Total Special Items											
Total Special Items											
Total Special Items											

(a) Costs incurred related to PPL's corporate centralization efforts.

(b) Prior period impact related to a FERC refund order.

(c) Prior period impact for an adjustment related to the ECR mechanism revenues.

The changes in the components of the Kentucky Regulated segment's results between these periods are due to the factors set forth below, which exclude the items that management considers special.

	Three Months	Three Months	Six Months	Three Months	Nine Months
Operating Revenues					
Fuel					
Energy purchases					
Other operation and maintenance					
Depreciation					
Taxes, other than income					
Other Income (Expense) - net					
Interest Expense					

Income Taxes	
Earnings from Ongoing Operations	
Special Items, after-tax	
Net Income	

- Higher operating revenues for the three month period primarily due to a $10 million increase in recoveries of fuel and six energy purchases due to an increase in commodity costs and an $8 million increase in sales volumes related to weather, partially offset by an $8 million adjustment related to the ECR mechanism revenues.

- Higher operating revenues for the nine month periods period primarily due to an increase in sales volumes related to weather.

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- Higher fuel expense for the three and six nine month periods period primarily due to an increase in generation volumes primarily due to weather. volumes.

- Lower energy purchases for the three and six month periods primarily due to a decrease in commodity costs.

•Table of ContentsLower operation and maintenance expense for the three month period primarily due to a $9 million decrease in ECR expenses and a $6 million decrease in overhead line maintenance expenses.

- Lower operation and maintenance expense for the six month period primarily due to a $16 million decrease in ECR expenses and a $7 million decrease in overhead line maintenance expenses.

- Higher income taxes for the three and six month periods primarily due to an increase in pre-tax income.

Pennsylvania Regulated Segment

The Pennsylvania Regulated segment includes the regulated electricity transmission and distribution operations of PPL Electric.

Net Income and Earnings from Ongoing Operations for the periods ended June September 30 include the following results. results:

	Three Months		Three Months			Six Months			Three Months			Nine Months		
	2024	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues													
Energy purchases													
Energy purchases													
Energy purchases													
Other operation and maintenance													
Depreciation													
Taxes, other than income													
Total Operating Expenses													
Other Income (Expense) - net													
Interest Income from Affiliate													
Interest Expense													
Income Taxes													
Net Income													
Less: Special Items													
Earnings from Ongoing Operations													

The following after-tax gains (losses), which management considers special items, impacted the Pennsylvania Regulated segment's results and are excluded from Earnings from Ongoing Operations during the periods ended June September 30.

	Income Statement Line Item	Income Statement Line 2024	Three Months 2024	2023	Six Months 2024	Income Statement Line Item	2023	Three Months 2024	Nine Months 2023	2024	2023
PA tax rate change (a)											
PPL Electric billing issue, net of tax of $1, $2, $5, $2 (b)											
PPL Electric billing issue, net of tax of $0, $0 (b)											

Strategic corporate initiatives, net of tax of $1, $1 (c)
PPL Electric billing issue, net of tax of $4, $5, $6 (b)
PPL Electric billing issue, net of tax of $0 (b)
Strategic corporate initiatives, net of tax of $1, $2, $0 (c)
Total Special Items
Total Special Items
Total Special Items

(a) Impact of Pennsylvania state tax reform.

(b) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information.

(c) Costs incurred related to PPL's corporate centralization and other strategic efforts.

The changes in the components of the Pennsylvania Regulated segment's results between these periods are due to the factors set forth below, which exclude the items that management considers special.

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	Three Months	Three Months	Six Months	Three Months	Nine Months
Operating Revenues					
Energy purchases					
Other operation and maintenance					
Depreciation					
Taxes, other than income					
Other Income (Expense) - net					
Interest Income from Affiliate					
Interest Expense					
Income Taxes					
Earnings from Ongoing Operations					
Special Items, after-tax					
Net Income					

- Higher Lower operating revenues for the three month period primarily due to $53 million of lower PLR, partially offset by a $22 million increase in distribution volumes from weather and higher 2024 usage, a $20 million $25 million increase in distribution prices and a $17 million $5 million increase in transmission formula rate returns, partially offset by $53 million of lower PLR. returns.

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- Lower operating revenues for the six nine month period primarily due to $209 million $262 million of lower PLR, partially offset by a $35 million $48 million increase in distribution prices, a $40 million increase in transmission formula rate returns and a $33 million $34 million increase in distribution volumes primarily due to weather and higher 2024 usage and a $23 million increase in distribution prices. 2024.

- Lower energy purchases for the three month period primarily due to $63 million of lower PLR prices, partially offset by $12 million of higher PLR volumes. prices.

- Lower energy purchases for the six nine month period primarily due to $174 million $222 million of lower PLR prices and $19 million of lower PLR volumes.

- Higher operation and maintenance expense for the three month period primarily due to a $16 million $15 million increase in storm expenses, a $5 million an $11 million increase in universal service rider bad debt expenses and a $4 million $6 million increase in Act 129 related expenses, partially offset by a $12 million decrease in bad debt expenses.

- Higher operation and maintenance expense for the six nine month period primarily due to a $24 million $40 million increase in storm expenses, an $8 million increase in vegetation management expenses, an $8 million a $14 million increase in Act 129 related expenses, an $11 million increase in vegetation management expenses and a $7 million $9 million increase in universal service rider expenses, partially offset by a $17 million $16 million decrease in operations costs and a $9 million decrease in bad debt expenses. costs.

- Higher interest income from affiliate for the three and six nine month periods period primarily due to interest income on a short-term note receivable with an affiliated company.

- Higher interest expense for the six nine month period primarily due to $27 million $35 million related to increased long-term debt borrowings, partially offset by $11 million related to the redemption of floating rate first mortgage bonds in March 2023.

- Higher income taxes for the three and six month periods primarily due to higher pre-tax income.

Rhode Island Regulated Segment

The Rhode Island Regulated segment consists primarily of the regulated electricity transmission and distribution operations and regulated distribution and sale of natural gas conducted by RIE.

Net Income and Earnings from Ongoing Operations for the periods ended June September 30 include the following results. results:

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	Three Months		Three Months			Six Months			Three Months		Nine Months		
	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	
Operating Revenues													
Energy purchases													
Energy purchases													
Energy purchases													
Other operation and maintenance													
Depreciation													
Taxes, other than income													
Total Operating Expenses													
Other Income (Expense) - net													
Interest Expense													
Income Taxes													
Net Income													
Less: Special Items													
Earnings from Ongoing Operations													

The following after-tax gains (losses), which management considers special items, impacted the Rhode Island Regulated segment's results and are excluded from Earnings from Ongoing Operations during the periods ended June September 30.

	Income Statement Line Item	Income Statement Line Item	
	Income Statement Line Item		2024
		2024	
		2024	
Acquisition integration, net of tax of $4, $3, $8, $8 (a)			
Acquisition integration, net of tax of $3, $4, $12, $12 (a)			
Acquisition integration, net of tax of $4, $3, $8, $8 (a)			
Acquisition integration, net of tax of $3, $4, $12, $12 (a)			
Acquisition integration, net of tax of $4, $3, $8, $8 (a)			
Acquisition integration, net of tax of $3, $4, $12, $12 (a)			
Total Special Items			
Total Special Items			
Total Special Items			

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(a) Primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations.

The changes in the components of the Rhode Island Regulated segment's results between these periods are due to the factors set forth below, which exclude the items that management considers special.

Three Months	Three Months	Six Months	Three Months	Nine Months

Operating Revenues
Energy purchases
Other operation and maintenance
Depreciation
Taxes, other than income
Other Income (Expense) - net
Interest Expense
Income Taxes
Earnings from Ongoing Operations
Special Items, after-tax
Net Income

- Higher operating revenues for the three month period primarily due to a $16 million $28 million increase related to capital investments and an $11 million increase related to transmission formula rates, partially offset by a $9 million decrease in recovery of energy purchases and a $7 million decrease in $25 million increase related to recovery of pension expenses.

- Lower operating revenues for the six month period primarily due to transmission expenses, partially offset by a $65 million decrease in recovery of energy purchases, a $26 million decrease in recovery of gross earnings taxes and an $18 million $6 million decrease in recovery of pension expenses partially offset by a $45 million increase in recovery of gas maintenance expenses, a $29 million increase related to capital investments and a $13 million increase in recovery of energy efficiency program expenses and an $18 million increase $5 million decrease of other items that were not individually significant.

- Higher operating revenues for the nine month period primarily due to a $45 million increase in recovery of gas maintenance expenses, a $27 million increase related to capital investments, a $20 million increase related to recovery of transmission expenses, a $13 million increase related to transmission formula rates, a $10 million increase in recovery of energy efficiency program expenses and a $10 million increase of other items that were not individually significant, partially offset by a $37 million decrease in recovery of energy purchases, a $24 million decrease in recovery of pension expenses and a $22 million decrease in recovery of gross earnings taxes.

- Higher energy purchases for the three month period primarily due to an increase in commodity costs.

- Lower energy purchases for the three and six nine month periods period primarily due to a decrease in commodity costs.

- Higher operation and maintenance expense for the three month period primarily due to a $13 million $25 million increase related to transmission expenses and an $8 million increase in bad debt expenses, partially offset by a $4 million increase $17 million decrease in Corporate support operations costs, a $6 million decrease in pension expenses, a $3 million decrease in recovery of energy efficiency program expenses and an $8 million increase a $6 million decrease of other items that were not individually significant, partially offset by a $7 million decrease in pension expenses. significant.

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- Higher operation and maintenance expense for the six nine month period primarily due to a $45 million increase in gas maintenance expenses, a $13 million $22 million increase in bad debt expenses, a $20 million increase in transmission expenses and a $10 million increase in energy efficiency program expenses, and a $14 million increase in bad debt expenses, partially offset by an $18 million a $24 million decrease in pension expenses. expenses and a $15 million decrease in operations costs.

- Higher Lower taxes, other than income for the three month period primarily due to a $6 million increase $10 million decrease in property taxes, partially offset by a $3 million decrease $4 million increase in gross earnings taxes.

- Lower taxes, other than income for the six nine month period primarily due to a $26 million decrease in gross earnings taxes, partially offset by a $12 million increase in property taxes.

- Higher other income for the three and six month periods primarily due to higher interest income.

- Higher interest expense for the three and six nine month periods primarily due to increased borrowings.

- Higher income taxes for the three month period primarily due to higher pre-tax income.

Reconciliation of Earnings from Ongoing Operations

The following tables contain after-tax gains (losses), in total, which management considers special items, that are excluded from Earnings from Ongoing Operations and a reconciliation to PPL's "Net Income" for the periods ended June September 30.

	2024 Three Months

	KY Regulated		PA Regulated		RI Regulated		Corporate and Other		Total	
Net Income (Loss)	$	134	$	150	$	12	$	(106)	$	190
Less: Special Items (expense) benefit:										
Strategic corporate initiatives, net of tax of $1, $1 (a)		—		(3)		—		(2)		(5)
Acquisition integration, net of tax of $4, $19 (b)		—		—		(16)		(69)		(85)
PPL Electric billing issue, net of tax of $1 (c)		—		(2)		—		—		(2)
Total Special Items		—		(5)		(16)		(71)		(92)
Earnings from Ongoing Operations	$	134	$	155	$	28	$	(35)	$	282

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	2024 Three Months									
	KY Regulated		PA Regulated		RI Regulated		Corporate and Other		Total	
Net Income (Loss)	$	169	$	142	$	14	$	(111)	$	214
Less: Special Items (expense) benefit:										
Talen litigation costs, net of tax of $1 (a)		—		—		—		(2)		(2)
Strategic corporate initiatives, net of tax of $1 (b)		—		—		—		(2)		(2)
Acquisition integration, net of tax of $3, $19 (c)		—		—		(18)		(71)		(89)
FERC transmission credit refund, net of tax of $0 (d)		1		—		—		—		1
ECR beneficial reuse transition adjustment, net of tax of $2 (e)		(4)		—		—		—		(4)
Total Special Items		(3)		—		(18)		(75)		(96)
Earnings from Ongoing Operations	$	172	$	142	$	32	$	(36)	$	310

(a) PPL incurred legal expenses related to litigation associated with its former affiliate.

(b) Represents costs primarily related to PPL's centralization efforts and other strategic efforts.

(b) (c) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.

(c) (d) Certain expenses Prior period impact related to billing issues. See Note 6 a FERC refund order.

(e) Prior period impact of an adjustment related to the Financial Statements for additional information. ECR mechanism revenues.

2023 Three Months

2023 Three Months

2023 Three Months

	KY Regulated	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total
Net Income (Loss)											
Less: Special Items (expense) benefit:											
Talen litigation costs, net of tax of $1 (a)											
Talen litigation costs, net of tax of $1 (a)											
Talen litigation costs, net of tax of $1 (a)											
Strategic corporate initiatives, net of tax of $1 (b)											
Acquisition integration, net of tax of $3, $15 (c)											
Strategic corporate initiatives, net of tax of $0, $1 (b)											
Acquisition integration, net of tax of $4, $15 (c)											
Sale of Safari Holdings, net of tax of ($1) (d)											
PPL Electric billing issue, net of tax of $4 (e)											
PPL Electric billing issue, net of tax of $2 (d)											
PPL Electric billing issue, net of tax of $2 (d)											
PPL Electric billing issue, net of tax of $2 (d)											
FERC transmission credit refund, net of tax of $2 (e)											

Other non-recurring charges, net of tax of $0 (f)

Other non-recurring charges, net of tax of $0 (f)

Other non-recurring charges, net of tax of $0 (f)

Total Special Items

Total Special Items

Total Special Items

Earnings from Ongoing Operations

(a) PPL incurred legal expenses related to litigation with its former affiliate, Talen Montana.

(b) Costs incurred primarily in connection with corporate centralization efforts.

(c) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.

(d) Final closing and other related adjustments for the sale of Safari Holdings.

(e) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information.

(f) Certain expenses related to distributed energy investments.

	2024 Nine Months				
	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total
Net Income (Loss)	$ 493	$ 441	$ 90	$ (313)	$ 711
Less: Special Items (expense) benefit:					
Talen litigation costs, net of tax of $1 (a)	—	—	—	(2)	(2)
Strategic corporate initiatives, net of tax of $0, $2, $2 (b)	(1)	(4)	—	(6)	(11)
Acquisition integration, net of tax of $12, $55 (c)	—	—	(48)	(206)	(254)
PPL Electric billing issue, net of tax of $5 (d)	—	(13)	—	—	(13)
FERC transmission credit refund, net of tax of $0 (e)	1	—	—	—	1
ECR beneficial reuse transition adjustment, net of tax of $2 (f)	(4)	—	—	—	(4)
Total Special Items	(4)	(17)	(48)	(214)	(283)
Earnings from Ongoing Operations	$ 497	$ 458	$ 138	$ (99)	$ 994

(a) PPL incurred legal expenses related to litigation associated with its former affiliate.

(b) Represents costs primarily related to PPL's centralization efforts and other strategic efforts.

(c) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.

(d) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information.

(e) Prior period impact related to a FERC refund order.

(f) Certain expenses related to distributed energy investments.

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	2024 Six Months				
	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total
Net Income (Loss)	$324	$299	$76	$(202)	$497
Less: Special Items (expense) benefit:					
Strategic corporate initiatives, net of tax of $0, $1, $1 (a)	(1)	(4)	—	(4)	(9)
Acquisition integration, net of tax of $8, $36 (b)	—	—	(30)	(135)	(165)
PPL Electric billing issue, net of tax of $5 (c)	—	(13)	—	—	(13)
Total Special Items	(1)	(17)	(30)	(139)	(187)
Earnings from Ongoing Operations	$325	$316	$106	$(63)	$684

(a) (f) Represents costs primarily Prior period impact of an adjustment related to PPL's centralization efforts and other strategic efforts.

(b) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.

(c) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information. ECR mechanism revenues.

	2023 Six Months 2023 Six Months 2023 Six Months 2023 Nine Months 2023 Nine Months 2023 Nine Months										
	KY Regulated	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total	KY Regulated	PA Regulated	RI Regulated	Corporate and Other	Total
Net Income (Loss)											
Less: Special Items (expense) benefit:											
Talen litigation costs, net of tax of $1 (a)											
Talen litigation costs, net of tax of $1 (a)											
Talen litigation costs, net of tax of $1 (a)											
Strategic corporate initiatives, net of tax of $0, $1 (b)											
Acquisition integration, net of tax of $8, $27 (c)											
Talen litigation costs, net of tax of $2 (a)											
Talen litigation costs, net of tax of $2 (a)											
Talen litigation costs, net of tax of $2 (a)											
Strategic corporate initiatives, net of tax of $0, $0, $2 (b)											
Acquisition integration, net of tax of $12, $42 (c)											
PA tax rate change (d)											
PA tax rate change (d)											
PA tax rate change (d)											
Sale of Safari Holdings, net of tax of $2 (e)											
PPL Electric billing issue, net of tax of $2 (f)											
Sale of Safari Holdings, net of tax of $1 (e)											
PPL Electric billing issue, net of tax of $6 (f)											
FERC transmission credit refund, net of tax of $2 (g)											
Other non-recurring charges, net of tax of $0 (h)											
Total Special Items											
Earnings from Ongoing Operations											

(a) PPL incurred legal expenses related to litigation with its former affiliate, Talen Montana.

(b) Costs incurred primarily in connection with corporate centralization efforts.

(c) Rhode Island Regulated primarily includes certain TSA costs for IT systems that will not be part of PPL's ongoing operations. Corporate and Other primarily includes integration and related costs associated with the acquisition of RIE. See Note 8 to the Financial Statements for additional information.

(d) Impact of Pennsylvania state tax reform.

(e) Final closing adjustments related to the sale of Safari Holdings.

(f) Certain expenses related to billing issues. See Note 6 to the Financial Statements for additional information.

(g) Prior period impact related to a FERC refund order.

(h) Certain expenses related to distributed energy investments.

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PPL Electric: Statement of Income Analysis

Statement of Income Analysis

Net income for the periods ended June September 30 includes the following results. results:

	Three Months	Six Months	Three Months	Nine Months

	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues												
Operating Expenses												
Operation												
Operation												
Operation												
Energy purchases												
Energy purchases												
Energy purchases												
Other operation and maintenance												
Other operation and maintenance												
Other operation and maintenance												
Depreciation												
Taxes, other than income												
Total Operating Expenses												
Operating Income												
Other Income (Expense) - net												
Interest Income from Affiliate												
Interest Expense												
Income Before Income Taxes												
Income Taxes												
Net Income												

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Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months	Three Months	Six Months	Three Months	Nine Months
Distribution price (a)					
Distribution volume (b)					
PLR (c)					
Transmission formula rate (d)					
Other					
Other					
Other					
Total					

(a) The increases were primarily due to reconcilable cost recovery mechanisms approved by the PAPUC.

(b) The increases were increase for the nine months ended September 30, 2024 was primarily due to weather, and along with other higher usage in 2024.

(c) The decreases were primarily the result of lower energy prices and fewer PLR customers, partially offset by higher customer volumes due to weather and other higher usage.

(d) The increases were primarily due to returns on additional transmission capital investments, return returns of depreciation and O&M expenses and delayed implementation of moving to a calendar year rate in 2023, partially offset by the prior year point to point border rate settlement variance.

Energy Purchases

Energy purchases decreased $51 million $49 million for the three months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to lower PLR prices.

Energy purchases decreased $244 million for the nine months ended September 30, 2024 compared with 2023, primarily due to lower PLR prices of $63 million, partially offset by higher PLR volumes of $12 million.

Energy purchases decreased $195 million for the six months ended June 30, 2024 compared with 2023, primarily due to lower PLR prices of $174 million $222 million and lower PLR volumes of $19 million.

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Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

	Three Months	Three Months	Six Months	Three Months	Nine Months
Support costs					
Support costs					
Support costs					
Vegetation management expenses					
Vegetation management expenses					
Vegetation management expenses					
Storm costs					
Operations costs					
Universal service rider					
Bad debts					
Act 129					
Act 129					
Act 129					
Other					
Other					
Other					
Total					

Interest Income from Affiliate

Interest income from affiliate increased $10 million and $20 million $27 million for the three and six nine months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to interest income on a short-term note receivable with an affiliated company.

Interest Expense

Interest expense increased $12 million $19 million for the six nine months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to $27 million $35 million related to increased long-term debt borrowings, partially offset by $11 million related to the redemption of floating rate first mortgage bonds in March 2023.

Income Taxes

The increase (decrease) in income taxes was due to:

	Three Months	Six Months
Change in pre-tax income	$ 12	$ 15
Utility rate-making adjustments (a)	(3)	(3)
Other	(1)	(1)
Total	$ 8	$ 11

(a) Primarily consists of tax impacts of AFUDC equity and related depreciation and flow through tax impacts of Pennsylvania utility ratemaking. Flow through occurs when the regulator excludes deferred tax expense or benefit from recoverable costs when determining income tax expense.

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LG&E: Statement of Income Analysis

Statement of Income Analysis

Net income for the periods ended June September 30 includes the following results. results:

	Three Months			Six Months			Three Months			Nine Months		
	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues												
Retail and wholesale												

Retail and wholesale
Retail and wholesale
Electric revenue from affiliate
Total Operating Revenues
Operating Expenses
Operation
Operation
Operation
Fuel
Fuel
Fuel
Energy purchases
Energy purchases from affiliate
Other operation and maintenance
Depreciation
Taxes, other than income
Total Operating Expenses
Operating Income
Other Income (Expense) - net
Interest Expense
Interest Expense
Interest Income from Affiliates
Interest Expense
Income Before Income Taxes
Income Taxes
Net Income

Operating Revenues

The increase (decrease) in operating revenues was due to:

	Three Months
	Three Months
	Three Months
Fuel and other energy purchases (a)	
Fuel and other energy purchases (a)	
Fuel and other energy purchases (a)	
Volumes (b)	
Volumes (b)	
Volumes (b)	
ECR (c)	
ECR (c)	
ECR (c)	
Other	
Other	
Other	
Total	
Total	
Total	

(a) The decrease increase for the six three months ended June 30, 2024 September 30, 2024 was primarily due to lower higher recoveries of energy purchases partially offset by higher recoveries of and fuel expense.

(b) The increases increase for the nine months ended September 30, 2024 was primarily due to weather.

(c) The decreases were primarily due to weather. an adjustment related to the ECR mechanism revenues.

Fuel

Fuel expense increased $5 million and $11 million for the three and nine months ended September 30, 2024 compared with 2023, primarily due to an increase in commodity costs.

Energy Purchases

Energy purchases decreased $7 million and $20 million $18 million for the three and six nine months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to a decrease in commodity costs.

Energy Purchases from affiliate

Energy purchases from affiliate increased $5 million for the three months ended June 30, 2024 compared with 2023, primarily due to an increase in volumes.

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Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

	Three Months	Six Months
ECR expenses	$ (5)	$ (9)
Transmission expenses	(2)	(2)
Generation outage expenses	3	6
Other	(2)	(4)
Total	$ (6)	$ (9)

Other Income (Expense) - net

Other income (expense) increased $4 million for the three months ended June 30, 2024 compared with 2023, primarily due to lower pension non service costs.

Income Taxes

Income taxes increased $6 million for the three months ended June 30, 2024 compared with 2023, primarily due to an increase in pre-tax income.

	Three Months	Nine Months
ECR expenses	$ (5)	$ (14)
Transmission expenses	—	(2)
Generation outage expenses	—	6
Overhead line expenses	(1)	(5)
Other	(1)	(1)
Total	$ (7)	$ (16)

KU: Statement of Income Analysis

Statement of Income Analysis

Net income for the periods ended June September 30 includes the following results. results:

	Three Months			Six Months			Three Months			Nine Months		
	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change	2024	2023	$ Change
Operating Revenues												
Retail and wholesale												
Retail and wholesale												
Retail and wholesale												
Electric revenue from affiliate												
Total Operating Revenues												
Operating Expenses												

Operation
Operation
Operation
Fuel
Fuel
Fuel
Energy purchases
Energy purchases from affiliate
Other operation and maintenance
Depreciation
Taxes, other than income
Total Operating Expenses
Operating Income
Other Income (Expense) - net
Interest Expense
Interest Expense with Affiliate
Income Before Income Taxes
Income Taxes
Net Income

Operating Revenues

The increase (decrease) in operating revenues was due to:

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	Three Months
	Three Months
	Three Months
Fuel and other energy purchases (a)	
Fuel and other energy purchases (a)	
Fuel and other energy purchases (a)	
Volumes (b)	
Volumes (b)	
Volumes (b)	
ECR (c)	
ECR (c)	
ECR (c)	
Demand	
Demand	
Demand	
Other	
Other	
Other	
Total	
Total	
Total	

(a) The increases were increase for the nine months ended September 30, 2024 was primarily due to higher recoveries of fuel expense from increased volumes. expenses.

(b) The increases increase for the nine months ended September 30, 2024 was primarily due to weather.

(c) The decreases were primarily due to weather. an adjustment related to the ECR mechanism revenues.

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Fuel

Fuel expense increased $16 million $19 million for the three nine months ended June 30, 2024 September 30, 2024 compared with 2023, primarily due to a $20 million $33 million increase in volumes due to weather, partially offset by a $4 million $14 million decrease in commodity costs.

Fuel expense increased $17 million for the six months ended June 30, 2024 compared with 2023, primarily due to a $28 million increase in volumes due to weather, partially offset by an $11 million decrease in commodity costs.

Energy Purchases from affiliate

Energy purchases from affiliate decreased $5 million for the three months ended June 30, 2024 compared with 2023, primarily due to a decrease in volumes.

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance was due to:

	Three Months	Six Months
ECR expenses	$ (4)	$ (7)
Transmission expenses	(6)	(5)
Overhead line expenses	(3)	(4)
Other	(3)	(7)
Total	$ (16)	$ (23)

Income Taxes

Income taxes increased $6 million and $11 million for the three and six months ended June 30, 2024 compared with 2023, primarily due to an increase in pre-tax income.

	Three Months	Nine Months
ECR expenses	$ —	$ (8)
Transmission expenses	1	(4)
Overhead line expenses	—	(5)
Other	1	(4)
Total	$ 2	$ (21)

Financial Condition

The remainder of this Item 2 in this Form 10-Q is presented on a combined basis, providing information for each of the Registrants as applicable.

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Liquidity and Capital Resources

(All Registrants)

The Registrants had the following at:

	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
June 30, 2024								
September 30, 2024								
Cash and cash equivalents								
Short-term debt								
Short-term debt								
Short-term debt								
Long-term debt due within one year								
Notes payable to affiliates								
December 31, 2023								

December 31, 2023

December 31, 2023

Cash and cash equivalents		
Short-term debt		
Long-term debt due within one year		
Notes payable to affiliates		

(All Registrants)

Net cash provided by (used in) operating, investing and financing activities for the six nine month periods ended June September 30, and the changes between periods, were as follows.

	PPL		PPL Electric		LG&E		KU	
2024								
Operating activities	$	1,048	$	353	$	273	$	352
Investing activities		(1,261)		(1,020)		(207)		(296)
Financing activities		155		629		(82)		(63)
2023								
Operating activities	$	842	$	236	$	358	$	298
Investing activities		(1,096)		(398)		(194)		(299)
Financing activities		224		163		(250)		(11)
Change - Cash Provided (Used)								
Operating activities	$	206	$	117	$	(85)	$	54
Investing activities		(165)		(622)		(13)		3
Financing activities		(69)		466		168		(52)

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	PPL		PPL Electric		LG&E		KU	
2024								
Operating activities	$	1,829	$	689	$	456	$	612
Investing activities		(1,944)		(1,240)		(327)		(463)
Financing activities		316		535		(143)		(151)
2023								
Operating activities	$	1,648	$	589	$	526	$	540
Investing activities		(1,739)		(655)		(277)		(425)
Financing activities		88		97		(334)		(128)
Change - Cash Provided (Used)								
Operating activities	$	181	$	100	$	(70)	$	72
Investing activities		(205)		(585)		(50)		(38)
Financing activities		228		438		191		(23)

Operating Activities

The components of the change in cash provided by (used in) operating activities for the six nine months ended June 30, 2024 September 30, 2024 compared with 2023 were as follows.

	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Change - Cash Provided (Used)	Change - Cash Provided (Used)			Change - Cash Provided (Used)					
Net income									
Non-cash components									
Working capital									
Defined benefit plan funding									
Other operating activities									

Total

(PPL)

PPL's cash provided by operating activities in 2024 increased $206 million $181 million compared with 2023.

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- Net income increased $100 million $84 million between the periods and included an increase in non-cash components of $10 million $39 million. The increase in non-cash components was primarily due to an increase in amortization expense (primarily due to an increase in IT projects placed into service) and an increase in depreciation expense (primarily due to additional assets placed into service, net of retirements), partially offset by other non-cash components. and an increase in stock-based compensation (primarily due to overall market increases).

- The $26 million $38 million decrease in cash from changes in working capital was primarily due to an increase in unbilled revenues (primarily due to weather), a decrease in accounts payable and an increase in prepayments (primarily due to the timing of payments) and a decrease in net regulatory liabilities (primarily due to the timing of rate recovery mechanisms), partially offset by a decrease in accounts receivable (primarily due to timing of payments).

- The $92 million increase in cash provided by other operating activities was driven primarily by an increase in noncurrent regulatory liabilities.

(PPL Electric)
PPL Electric's cash provided by operating activities in 2024 increased $100 million compared with 2023.

- Net income increased $57 million between the periods and included an increase in non-cash components of $51 million. The increase in non-cash components was primarily due to an increase in deferred income taxes and investment tax credits (primarily due to book versus tax plant timing differences).

- The $14 million increase in cash from changes in working capital was primarily due to a decrease in accounts receivable (primarily due to timing of payments), partially offset by an increase in unbilled revenues (primarily due to weather), an increase in prepayments (primarily due to timing of payments) and an increase in net regulatory assets (primarily due to the timing of rate recovery mechanisms).

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- The $70 million increase $25 million decrease in cash provided by other operating activities was driven primarily by an increase in noncurrent regulatory liabilities and a decrease in other assets (primarily related to a decrease in costs associated with work optimization and management projects).

(PPL Electric)
PPL Electric's cash provided by operating activities in 2024 increased $117 million compared with 2023.

- Net income increased $51 million between the periods and included an increase in non-cash components of $17 million. The increase in non-cash components was primarily due to an increase in deferred income taxes and investment tax credits (primarily due to book versus tax plant timing differences) and an increase in amortization expense (primarily due to an increase in IT projects placed into service).

- The $43 million increase in cash from changes in working capital was primarily due to a decrease in accounts receivable and an increase in accounts payable (primarily due to timing of payments), partially offset by an increase in unbilled revenues (primarily due to weather) and an increase in prepayments (primarily due to timing of payments).

- The $6 million increase in cash provided by other operating activities was driven primarily by a decrease in other assets (primarily related to a decrease in costs associated with work optimization and management projects). assets.

(LG&E)

LG&E's cash provided by operating activities in 2024 decreased $85 million $70 million compared with 2023.

- Net income increased $24 million $22 million between the periods and included an increase in non-cash components of $11 million $13 million. The increase in non-cash components was primarily due to an increase in deferred income taxes and investment tax credits (primarily due to book versus tax plant timing differences).

- The $122 million $110 million decrease in cash from changes in working capital was primarily due to an increase increases in accounts receivable and unbilled revenues and (primarily due to weather), an increase in fuel, materials and supplies (primarily due to weather) lower commodity costs in the prior year), an increase in accounts receivable from affiliates (primarily due to timing of payments) and an increase in net regulatory assets (primarily due to the timing of rate recovery mechanisms), partially offset by an increase in accounts payable and accounts payable to affiliates (primarily due to timing of payments).

- The $3 million $5 million increase in cash provided by other operating activities was driven by a decrease in other assets (primarily related to lower deferred storm costs recorded as noncurrent regulatory assets).

(KU)

KU's cash provided by operating activities in 2024 increased $54 million $72 million compared with 2023.

- Net income increased $46 million $43 million between the periods and included a decrease in non-cash components of $7 million $3 million. The decrease in non-cash components was primarily due to an increase in defined benefit plans income and a decrease in other non-cash components.

- The $4 million decrease $19 million increase in cash from changes in working capital was primarily due to an increase in accounts receivable and unbilled revenues (primarily due to weather), partially offset by an increase in accounts payable to affiliates (primarily due to timing of payments) and a decrease in fuel, materials and supplies (primarily due to weather), partially offset by an increase in accounts receivable and unbilled revenues (primarily due to weather).

- The $20 million $13 million increase in cash provided by other operating activities was driven by a decrease in other assets (primarily related to lower deferred storm preliminary survey costs recorded as noncurrent regulatory assets) for new generation projects in the prior year).

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Investing Activities

(All Registrants)

The components of the change in cash provided by (used in) investing activities for the six nine months ended June 30, 2024 September 30, 2024 compared with 2023 were as follows.

	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Change - Cash Provided (Used)									
Expenditures for PP&E									
Expenditures for PP&E									
Expenditures for PP&E									
Notes receivable from affiliate									
Notes receivable from affiliate									
Notes receivable from affiliate									
Other investing activities									
Total									

For PPL, the increase in expenditures for PP&E was due to an increase in project expenditures at PPL Electric, RIE, LG&E and KU. The increase in expenditures at PPL Electric was primarily due to increases in transmission and distribution projects. The increase in expenditures at LG&E and KU was primarily due to the Mill Creek Unit 5 and increases in the Advanced Metering Infrastructure initiative.

For PPL Electric, the change in "Notes receivable from affiliate" activity resulted from the funding of $502 million $418 million to an affiliate. See Note 11 to the Financial Statements for further discussion of intercompany borrowings.

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Financing Activities

(All Registrants)

The components of the change in cash provided by (used in) financing activities for the six nine months ended June 30, 2024 September 30, 2024 compared with 2023 were as follows.

	PPL	PPL	PPL Electric	LG&E	KU	PPL	PPL Electric	LG&E	KU
Change - Cash Provided (Used)	Change - Cash Provided (Used)			Change - Cash Provided (Used)					
Debt issuance/retirement, net									
Dividends									
Dividends									
Dividends									
Capital contributions/distributions, net									
Capital contributions/distributions, net									
Capital contributions/distributions, net									
Change in short-term debt, net									

Change in short-term debt, net
Change in short-term debt, net
Net increase (decrease) in notes payable with affiliate
Net increase (decrease) in notes payable with affiliate
Net increase (decrease) in notes payable with affiliate
Other financing activities
Total

See Note 7 to the Financial Statements in this Form 10-Q for information on 2024 short-term and long-term debt activity, equity transactions and PPL dividends. See Note 8 to the Financial Statements in the Registrants' 2023 Form 10-K for information on 2023 activity.

Credit Facilities

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. Amounts borrowed under these credit facilities are reflected in "Short-term debt" on the Balance Sheets. At June 30, 2024 September 30, 2024, the total committed borrowing capacity under credit facilities and the borrowings under these facilities were:

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External

	Committed Capacity	Committed Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity	Committed Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity
PPL Capital Funding Credit Facilities (a)									
PPL Electric Credit Facility									
LG&E Credit Facilities									
LG&E Credit Facilities									
LG&E Credit Facilities									
KU Credit Facilities									
Total Credit Facilities (b)									

(a) Includes a $1.25 billion syndicated credit facility with a $400 $250 million borrowing sublimit for RIE and a $850 million $1 billion sublimit for PPL Capital Funding. RIE's borrowing sublimit is adjustable, at the borrowers' option, from $0 to $600 million, with the remaining balance of the $1.25 billion available under the facility allocated to PPL Capital Funding. At June 30, 2024 September 30, 2024, PPL Capital Funding had $280 million commercial paper outstanding and RIE had no commercial paper outstanding. RIE's obligations under the facility are not guaranteed by PPL.

(b) The commitments under the credit facilities are provided by a diverse bank group, with no one bank and its affiliates providing an aggregate commitment of more than the following percentages of the total committed capacity: PPL - 9%, PPL Electric - 7%, LG&E - 7% and KU - 7%.

See Note 7 to the Financial Statements for further discussion of the Registrants' credit facilities.

Intercompany (LG&E and KU)

	Committed Capacity	Borrowed	Commercial Paper Issued	Unused Capacity	Committed Capacity	Borrowed	Commercial Paper Issued	Unused Capacity
LG&E Money Pool (a)								
LG&E Money Pool (a)								
LG&E Money Pool (a)								
KU Money Pool (a)								

(a) LG&E and KU participate in an intercompany money pool agreement whereby LKE and/or KU make available to LG&E, and LKE and/or LG&E make available to KU funds up to the difference between LG&E's and KU's FERC borrowing limit and LG&E's and KU's commercial paper issued, at an interest rate based on the lower of a market index of commercial paper issues and two additional rate options based on SOFR.

See Note 11 to the Financial Statements for further discussion of intercompany credit facilities.

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Commercial Paper *(All Registrants)*

The Registrants, and PPL Capital Funding and RIE, maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs, as necessary. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are supported by the respective Registrant's credit facility, with PPL Capital Funding and RIE's issuances supported by PPL Capital Funding's syndicated credit facility. The following commercial paper programs were in place at June 30, 2024 September 30, 2024:

	Capacity	Capacity	Commercial Paper Issuances	Unused Capacity	Capacity	Commercial Paper Issuances	Unused Capacity
PPL Capital Funding (a)							
Rhode Island Energy (a)							
PPL Electric							
LG&E							
LG&E							
LG&E							
KU							
Total PPL							

(a) Issuances under the PPL Capital Funding and RIE commercial paper programs are supported by the PPL Capital Funding syndicated credit facility, which has a total capacity of $1.25 billion, currently with a $400 million $250 million borrowing sublimit for RIE and a $850 million $1 billion sublimit for PPL Capital Funding. PPL Capital Funding's Commercial paper program is also backed by a separate bilateral credit facility for $100 million.

Long-term Debt *(All Registrants)*

See Note 7 to the Financial Statements for information regarding the Registrants' long-term debt activities.

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Forecasted Uses of Cash *(PPL)*

Common Stock Dividends

In May August 2024, PPL declared a quarterly common stock dividend, payable July 1, 2024 October 1, 2024, of 25.75 cents per share. Future dividends, declared at the discretion of the Board of Directors, will depend upon future earnings, cash flows, financial and legal requirements and other factors.

Rating Agency Actions

(All Registrants)

Moody's and S&P periodically review the credit ratings of the debt of the Registrants and their subsidiaries. Based on their respective independent reviews, the rating agencies may make certain ratings revisions or ratings affirmations.

A credit rating reflects an assessment by the rating agency of the creditworthiness associated with an issuer and particular securities that it issues. The credit ratings of the Registrants and their subsidiaries are based on information provided by the Registrants and other sources. The ratings of Moody's and S&P are not a recommendation to buy, sell or hold any securities of the Registrants or their subsidiaries. Such ratings may be subject to revisions or withdrawal by the agencies at any time and should be evaluated independently of each other and any other rating that may be assigned to the securities.

The credit ratings of the Registrants and their subsidiaries affect their liquidity, access to capital markets and cost of borrowing under their credit facilities. A downgrade in the Registrants' or their subsidiaries' credit ratings could result in higher borrowing costs and reduced access to capital markets. The Registrants and their subsidiaries have no credit rating triggers that would result in the reduction of access to capital markets or the acceleration of maturity dates of outstanding debt.

Since June 2023, the rating agencies have taken no ratings actions related to the Registrants and their subsidiaries.

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Ratings Triggers

(PPL, LG&E and KU)

Various derivative and non-derivative contracts, including contracts for the sale and purchase of electricity and fuel, commodity transportation and storage, and interest rate instruments, contain provisions that require the posting of additional collateral or permit the counterparty to terminate the contract, if PPL's, LG&E's or KU's or their subsidiaries' credit rating, as applicable, were to fall below investment grade. See Note 14 to the Financial Statements for a discussion of "Credit Risk-Related Contingent Features," including a discussion of the potential additional collateral requirements for PPL for derivative contracts in a net liability position at June 30, 2024 September 30, 2024.

(All Registrants)

For additional information on the Registrants' liquidity and capital resources, see "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Registrants' 2023 Form 10-K.

Risk Management *(All Registrants)*

Market Risk

See Notes 13 and 14 to the Financial Statements for information about the Registrants' risk management objectives, valuation techniques and accounting designations.

The forward-looking information presented below provides estimates of what may occur in the future, assuming certain adverse market conditions and model assumptions. Actual future results may differ materially from those presented. These are not precise indicators of expected future losses, but are rather only indicators of possible losses under normal market conditions at a given confidence level.

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Interest Rate Risk

PPL and its subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. A variety of financial derivative instruments are utilized to adjust the mix of fixed and floating interest rates in their debt portfolios, adjust the duration of the debt portfolios and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under PPL's risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolio due to changes in benchmark interest rates. In addition, the interest rate risk of certain subsidiaries is potentially mitigated as a result of the existing regulatory framework or the timing of rate cases.

The following interest rate hedges were outstanding at June 30, 2024 September 30, 2024.

	Exposure Hedged	Exposure Hedged	Fair Value, Net - Asset (Liability) (a)	Effect of a 10% Adverse Movement in Rates (b)		Maturities Ranging Through	Exposure Hedged	Fair Value, Net - Asset (Liability) (a)	Effect of a 10% Adverse Movement in Rates (b)	Maturities Ranging Through
PPL and LG&E	**PPL and LG&E**				**PPL and LG&E**					
Economic hedges	Economic hedges				Economic hedges					
Interest rate swaps (c)	Interest rate swaps (c) $64	$	$ (4) $	$ (1) 2033	2033	Interest rate swaps (c)	$64 $	$ (7) $	$ (1) 2033	2033

(a) Includes accrued interest, if applicable.

(b) Effects of adverse movements decrease assets or increase liabilities, as applicable, which could result in an asset becoming a liability. Sensitivities represent a 10% adverse movement in interest rates.

(c) Realized changes in the fair value of such economic hedges are recoverable through regulated rates and any subsequent changes in the fair value of these derivatives are included in regulatory assets or regulatory liabilities.

The Registrants are exposed to a potential increase in interest expense and to changes in the fair value of their debt portfolios. The estimated impact of a 10% adverse movement in interest rates on the fair value of debt at June 30, 2024 September 30, 2024 is shown below.

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	10% Adverse Movement in Rates on Fair Value of Debt
PPL	$ 627 613
PPL Electric	269 261
LG&E	93 88
KU	135 129

Commodity Price Risk

PPL is exposed to commodity price risk through its subsidiaries as described below.

- PPL Electric is required to purchase electricity to fulfill its obligation as a PLR. Potential commodity price risk is mitigated through its PAPUC-approved cost recovery mechanism and full-requirement supply agreements to serve its PLR customers which transfer the risk to energy suppliers.
- LG&E's and KU's rates include certain mechanisms for fuel, fuel-related expenses and energy purchases. In addition, LG&E's rates include a mechanism for natural gas supply costs. These mechanisms generally provide for timely recovery of market price fluctuations associated with these costs.
- RIE utilizes derivative instruments pursuant to its RIPUC-approved plan to manage commodity price risk associated with its natural gas purchases. RIE's commodity price risk management strategy is to reduce fluctuations in firm gas sales prices to its customers. RIE's costs associated with derivatives instruments are recoverable through its RIPUC-approved cost recovery mechanisms. RIE is required to purchase electricity to fulfill its obligation to provide Last Resort Service (LRS). Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms and full requirements service agreements to serve LRS customers, which transfer the risk to energy suppliers. RIE is required to contract through long-term agreements for clean energy supply under the Rhode Island Renewable Energy Growth program and Long-term Clean Energy Standard. Potential commodity price risk is mitigated through its RIPUC-approved cost recovery mechanisms, which true-up cost differences between contract prices and market prices.

Volumetric Risk

Volumetric risk is the risk related to the changes in volume of retail sales due to weather, economic conditions or other factors. PPL is exposed to volumetric risk through its subsidiaries as described below:

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- PPL Electric, LG&E and KU are exposed to volumetric risk on retail sales, mainly due to weather and other economic conditions for which there is limited mitigation between rate cases.
- RIE is exposed to volumetric risk, which is significantly mitigated by regulatory mechanisms. RIE's electric and gas distribution rates both have a revenue decoupling mechanism, which allows for annual adjustments to RIE's delivery rates.

Inflation and Supply Chain Related Risk

PPL and its subsidiaries continue to monitor the impact of inflation and supply chain disruptions. PPL and its subsidiaries monitor the cost of fuel, construction, regulatory and environmental compliance costs and other costs. Mechanisms are in place to mitigate the risk of inflationary effects and supply chain disruptions, to the extent possible, but increased costs and supply chain disruptions may directly or indirectly affect our ongoing operations. These mechanisms include pricing strategies, productivity improvements and cost reductions in order to ensure that the Registrants are able to procure the necessary materials and other resources needed to maintain services in a safe and reliable manner, and to grow infrastructure consistent with the capital expenditure plan. For additional information see "Forward-looking Information” at the beginning of this report and “Item 1A. Risk Factors" of the Registrants' 2023 Form 10-K.

Credit Risk

See Notes 13 and14 to the Financial Statements in this Form 10-Q and "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition - Risk Management - Credit Risk" in the Registrants' 2023 Form 10-K for additional information.

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Related Party Transactions *(All Registrants)*

The Registrants are not aware of any material ownership interests or operating responsibility by senior management in outside partnerships, including leasing transactions with variable interest entities, or other entities doing business with the Registrants. See Note 11 to the Financial Statements for additional information on related party transactions for PPL Electric, LG&E and KU.

Acquisitions, Development and Divestitures *(All Registrants)*

The Registrants from time to time evaluate opportunities for potential acquisitions, divestitures and development projects. Development projects are reexamined based on market conditions and other factors to determine whether to proceed with, modify or terminate the projects. Any resulting transactions may impact future financial results. See Note 8 to the Financial Statements for additional information on acquisition, development, and divestiture activity.

Environmental Matters *(All Registrants)*

Extensive federal, state and local environmental laws and regulations are applicable to the Registrants' air emissions, water discharges and the management of hazardous and solid waste, as well as other aspects of the Registrants' businesses. The costs of compliance or alleged non-compliance cannot be predicted with certainty but could be significant. In addition, costs may increase significantly if the requirements or scope of environmental laws or regulations, or similar rules, are expanded or changed. Costs may take the form of increased capital expenditures or operating and maintenance expenses, monetary fines, penalties or other restrictions. Many of these environmental law considerations are also applicable to the operations of key suppliers, or customers, such as coal producers and industrial power users, and may impact the costs for their products or their demand for the Registrants' services. Increased capital and operating costs are expected to be subject to rate recovery. The Registrants can provide no assurances as to the ultimate outcome of future environmental or rate proceedings before regulatory authorities.

See "Environmental Matters" in Item 1. "Business" in the Registrants' 2023 Form 10-K for information about environmental laws and regulations affecting the Registrants' business. See "Financial Condition - Liquidity and Capital Resources - Forecasted Uses of Cash - Capital Expenditures" in "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Registrants' 2023 Form 10-K for information on projected environmental capital expenditures for 2024 through 2026. See "Legal Matters" in Note 10 to the Financial Statements for a discussion of the more significant environmental claims. See Note 15 to the Financial Statements for information related to the impacts of CCRs on AROs.

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The information below represents an update to “Item 1. Business – Environmental Matters” in the Registrants' 2023 Form 10-K.

Air *(PPL, LG&E and KU)*

NAAQS

The Clean Air Act has a significant impact on the operation of fossil fuel generation plants. The Clean Air Act requires the EPA periodically to establish and review NAAQS for six pollutants: carbon monoxide, lead, nitrogen dioxide, ozone (contributed to by nitrogen oxide emissions), particulate matter and sulfur dioxide. In December 2020, the EPA released final actions keeping the existing NAAQS standard for particulate matter and ozone without change, but the EPA subsequently announced reconsideration of those decisions in June 2021. On February 2, 2024, the D.C. Circuit Court granted the EPA's motion for voluntary remand, without vacatur, of the ozone rule. EPA will complete a new review to incorporate new studies and updated analyses to determine the adequacy of the existing ozone standard. On March 6, 2024, the EPA finalized revisions to the particulate matter standard that lowers the primary standard for fine particulates. Based on the new standard, the EPA could potentially designate Jefferson County, Kentucky (Louisville) as being in nonattainment with the new particulate matter standard and require additional particulate matter reductions from sources including LG&E's Mill Creek Station. The new particulate matter standard may also result in more stringent requirements for new generation located in nonattainment areas. PPL, LG&E, and KU are unable to predict future implementation actions or the outcome of future evaluations by the EPA and the states with respect to the NAAQS standards.

In March 2021, the EPA released final revisions to the Cross-State Air Pollution Rule (CSAPR), aimed at ensuring compliance with the 2008 ozone NAAQS and providing for reductions in ozone season nitrogen oxide emissions for 2021 and subsequent years. Additionally, the EPA reversed its previous approval of the Kentucky State Implementation Plan with respect to these

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requirements. In March 2023, the EPA Administrator released a final Federal Implementation Plan under the Good Neighbor provisions of the Clean Air Act providing for significant additional nitrogen oxide emission reductions for compliance with the revised 2015 ozone NAAQS. The reductions in Kentucky state-wide nitrogen oxide budgets were scheduled to commence in 2023, with the largest reductions planned for 2026, based on the installation time frame for certain selective catalytic reduction controls, subject to future specific allowance calculations. PPL, LG&E and KU are currently assessing the potential impact of the Good Neighbor Plan revisions on operations. The rules provide for reduced availability of NOx allowances that have historically permitted operational flexibility for fossil units and could potentially result in constraints that may require implementation of additional emission controls or accelerate implementation of lower emission generation technologies. In response to judicial orders that stayed the EPA's denial of certain state implementation plans, the EPA in July 2023 issued an interim stay of implementation of Good Neighbor Plan requirements for emission sources in several states including Kentucky. In June 2024, the U.S. Supreme Court issued a stay of the Good Neighbor Plan while the Court of Appeals for the D.C. Circuit considers numerous legal challenges to the Good Neighbor Plan. On September 12, 2024, the D.C. Circuit granted the EPA's motion for voluntary partial remand of the Good Neighbor Plan to allow it to supplement the record. On October 18, 2024, several states filed a petition challenging the order in the U.S. Supreme Court.

PPL, LG&E, and KU are unable to predict the ultimate outcome of pending litigation or future emission reductions that may be required by future federal rules or state implementation actions. Compliance with the NAAQS, CSAPR, Good Neighbor Plan, and related requirements may require installation of additional pollution controls or other compliance actions, inclusive of retirements, the costs of which PPL, LG&E and KU believe would be subject to rate recovery.

Modification of Mercury and Air Toxics Standards

In 2012, the EPA issued the Mercury and Air Toxics Standards (MATS) rule requiring reductions in mercury and other hazardous air pollutants from fossil fuel-fired power plants. LG&E and KU installed significant controls to achieve compliance with MATS and other rules. On May 7, 2024, the EPA issued a final rule increasing the stringency of MATS and further reducing emissions of certain hazardous air pollutants to reflect perceived developments in control technologies. Legal challenges to the rule have been filed in the D.C. Circuit Court. PPL, LG&E, and KU are reviewing the final rule to determine its impact and do not expect significant operational changes or additional controls to be required.

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Greenhouse Gas Standards

On May 9, 2024, the EPA issued a final rule under Section 111 of the Clean Air Act which establishes performance standards and emissions limits aimed at reducing GHG emissions from certain new, existing, and modified fossil fuel-fired electric generating units (EGUs). In the final rule, the EPA announced it would set performance standards for existing natural gas-fired turbines in a future rule. The standards require phased implementation of carbon mitigation technologies including state-of-the-art efficiency requirements, carbon capture and sequestration, and natural gas co-firing. New natural gas EGUs would be immediately subject to the stricter efficiency standard. Legal challenges to the rule have been filed in the D.C. Circuit Court. PPL, LG&E, and KU are unable to predict the impact of new GHG reduction requirements until completion of a comprehensive review and resolution of related legal and regulatory proceedings. While the impact of new GHG reduction requirements on operations and financial results of operations could potentially be substantial, the cost of complying with such requirements is expected to be subject to rate recovery.

New Accounting Guidance *(All Registrants)*

There has been no new accounting guidance adopted in 2024. See Note 17 to the Financial Statements for discussion of significant accounting guidance pending adoption as of June 30, 2024 September 30, 2024.

Other Matters

On March 6, 2024, the SEC adopted final rules that require registrants to disclose certain climate-related information in registration statements and annual reports. The final rules require registrants to disclose, among other things, material climate-related risks, activities to mitigate such risks and information about oversight by the registrant's board of directors and management's role in managing material climate-related risks. The final rule also requires registrants to provide information related to any climate-related targets or goals that are material to the registrant's business, results of operations, or financial condition. A majority of the reporting requirements are applicable to the fiscal year beginning in 2025, with the addition of assurance reporting for greenhouse gas emissions starting in 2029 for large accelerated filers. Litigation challenging the new rule was filed by multiple parties in multiple jurisdictions, which have been consolidated and assigned to the U.S. Court of Appeals for the Eighth Circuit. On April 4, 2024, the SEC announced that it is voluntarily staying the implementation of the

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climate disclosure regulations while the U.S. Court of Appeals considers the litigation. The Registrants are currently evaluating the impact of the final rules on their respective consolidated financial statements and related disclosures.

Application of Critical Accounting Policies *(All Registrants)*

Financial condition and results of operations are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. The following table summarizes the accounting policies by Registrant that are particularly important to an understanding of the reported financial condition or results of operations and require management to make estimates or other judgments of matters that are inherently uncertain. See "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Registrants' 2023 Form 10-K for a discussion of each critical accounting policy.

	PPL	PPL Electric	LG&E	KU
Defined Benefits	X	X	X	X
Income Taxes	X	X	X	X
Regulatory Assets and Liabilities	X	X	X	X
Price Risk Management	X			
Goodwill Impairment	X		X	X
AROs			X	X
Revenue Recognition - Unbilled Revenue	X		X	X

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PPL Corporation
PPL Electric Utilities Corporation
Louisville Gas and Electric Company

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Reference is made to "Risk Management" in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

The Registrants' principal executive officers and principal financial officers, based on their evaluation of the Registrants' disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) have concluded that, as of June 30, 2024 September 30, 2024, the Registrants' disclosure controls and procedures are effective to ensure that material information relating to the Registrants and their consolidated subsidiaries is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, particularly during the period for which this quarterly report has been prepared. The principal officers have concluded that the disclosure controls and procedures are also effective to ensure that information required to be disclosed in reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive and principal financial officers, to allow for timely decisions regarding required disclosure.

(b) Change in internal controls over financial reporting.

The Registrants' principal executive officers and principal financial officers have concluded that there were no changes in the Registrants' internal controls over financial reporting during the Registrants' second third fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrants' internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding legal, tax, regulatory, environmental or other administrative proceedings that became reportable events or were pending in the second third quarter of 2024 see:

- "Item 3. Legal Proceedings" in each Registrant's 2023 Form 10-K; and
- Notes 5, 6, 8 and 10 to the Financial Statements.

Item 1A. Risk Factors

There have been no material changes in the Registrants' risk factors from those disclosed in "Item 1A. Risk Factors" of the Registrants' 2023 Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

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Item 5. Other Information

Amended and Restated Articles of Incorporation

On July 31, 2024, PPL changed its registered office to its new headquarters location and filed a Change of Registered Office (PPL's Certificate of Change) with the Department of State of the Commonwealth of Pennsylvania to effectuate the change. A copy of PPL's Certificate of Change, which serves as an amendment, effective as of July 31, 2024, to its existing Amended and Restated Articles of Incorporation is filed as Exhibit 3(a).1 to this Quarterly Report on Form 10-Q.

On July 31, 2024, PPL Electric changed its registered office to its new headquarters location and filed a Change of Registered Office (PPL Electric's Certificate of Change) with the Department of State of the Commonwealth of Pennsylvania to effectuate the change. A copy of PPL Electric's Certificate of Change, which serves as an amendment, effective as of July 31, 2024, to its existing Amended and Restated Articles of Incorporation is filed as Exhibit 3(b).1 to this Quarterly Report on Form 10-Q.

Securities Trading Plans of Directors and Executive Officers

On May 30, 2024 August 15, 2024, Mr. Tadd David J. Henninger, Bonenberger, Senior Vice President-Finance President and Treasurer Chief Operating Officer–Utilities of PPL, adopted a trading arrangement for the sale of shares of PPL's common stock (a Rule 10b5-1 Trading Plan) that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934. Mr. Henninger's Bonenberger's Rule 10b5-1 Trading Plan, which terminates on the earlier of (i) May 30, 2025 August 8, 2025 and (ii) the date all trades specified under the plan have been executed or all orders under the plan have expired, provides for the sale of up to 25,949 26,973 shares of common stock of PPL, plus dividends on such shares prior to sale, pursuant to the terms of the plan.

On August 20, 2024, Mr. John R. Crockett III, President of LG&E and KU Energy LLC, adopted a trading arrangement for the sale of shares of PPL's common stock (a Rule 10b5-1 Trading Plan) that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934. Mr. Crockett's Rule 10b5-1 Trading Plan, which terminates on the earlier of (i) March 28, 2025 and (ii) the date all trades specified under the plan have been executed or all orders under the plan have expired, provides for the sale of up to 10,750 shares of common stock of PPL, plus dividends on such shares prior to sale, pursuant to the terms of the plan.

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Item 6. Exhibits

The following Exhibits indicated by an asterisk preceding the Exhibit number are filed herewith. The balance of the Exhibits has heretofore been filed with the Commission and pursuant to Rule 12(b)-23 are incorporated herein by reference. Exhibits indicated by a [_] are filed or listed pursuant to Item 601(b)(10)(iii) of Regulation S-K.

3(a)	- Amended and Restated Articles of Incorporation of PPL Corporation, effective as of May 25, 2016 (Exhibit 3(i) to PPL Corporation Form 8-K Report (File No. 1-11459) dated May 26, 2016)
*3(a).1	- Certificate of Change: an amendment, effective as of July 31, 2024, to the Amended and Restated Articles of Incorporation of PPL Corporation, effective as of May 25, 2016 (Exhibit 3(a).1 to PPL Corporation Form 10-Q Report (File No. 1-11459) for the quarter ended June 30, 2024)
3(b)	- Amended and Restated Articles of Incorporation of PPL Electric Utilities Corporation, effective as of October 31, 2013 (Exhibit 3(a) to PPL Electric Utilities Corporation Form 10-Q Report (File No. 1-905) for the quarter ended September 30, 2013)
*3(b).1	- Certificate of Change: an amendment, effective as of July 31, 2024, to the Amended and Restated Articles of Incorporation of PPL Electric Utilities Corporation, effective as of October 31, 2013 (Exhibit 3(b).1 to PPL Corporation Form 10-Q Report (File No. 1-11459) for the quarter ended June 30, 2024)
4(a)	- Supplemental Indenture No. 18, dated as of August 9, 2024, among PPL Capital Funding, Inc., PPL Corporation and The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N. A. (formerly known as The Chase Manhattan Bank)), as Trustee (Exhibit 4(b) to PPL Corporation Form 8-K Report (File No. 1-11459) dated August 6, 2024)

Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended June 30, 2024 September 30, 2024, filed by the following officers for the following companies:

*31(a)	- PPL Corporation's principal executive officer
*31(b)	- PPL Corporation's principal financial officer
*31(c)	- PPL Electric Utilities Corporation's principal executive officer
*31(d)	- PPL Electric Utilities Corporation's principal financial officer
*31(e)	- Louisville Gas and Electric Company's principal executive officer
*31(f)	- Louisville Gas and Electric Company's principal financial officer
*31(g)	- Kentucky Utilities Company's principal executive officer
*31(h)	- Kentucky Utilities Company's principal financial officer

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended June 30, 2024 September 30, 2024, furnished by the following officers for the following companies:

*32(a)	- PPL Corporation's principal executive officer and principal financial officer
*32(b)	- PPL Electric Utilities Corporation's principal executive officer and principal financial officer
*32(c)	- Louisville Gas and Electric Company's principal executive officer and principal financial officer
*32(d)	- Kentucky Utilities Company's principal executive officer and principal financial officer

101.INS	- XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	- XBRL Taxonomy Extension Schema
101.CAL	- XBRL Taxonomy Extension Calculation Linkbase
101.DEF	- XBRL Taxonomy Extension Definition Linkbase
101.LAB	- XBRL Taxonomy Extension Label Linkbase
101.PRE	- XBRL Taxonomy Extension Presentation Linkbase
104	- The Cover Page Interactive Data File is formatted as Inline XBRL and contained in Exhibits 101.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

PPL Corporation

(Registrant)

Date: August 2, November 1, 2024

/s/ Marlene C. Beers

Marlene C. Beers
Vice President and Controller
(Principal Accounting Officer)

PPL Electric Utilities Corporation

(Registrant)

Date: August 2, November 1, 2024

/s/ Marlene C. Beers

Marlene C. Beers
Vice President and Controller
(Principal Accounting and Financial Officer)

Louisville Gas and Electric Company

(Registrant)

Kentucky Utilities Company

(Registrant)

Date: August 2, November 1, 2024

/s/ Christopher M. Garrett

Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Accounting and Financial Officer)

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1111111111111111111111111111 111111 1111111111111111111111111111111111111111111111101111191 ii 11 COMMONWEALTH OF PENNSYLVANIA Department of State Bureau of Corporations and Charitable Organizations PO Box 8722 Harrisburg, Pennsylvania 17105-8722 CHANGE OF REGISTERED OFFICE Fee: $5 Pennsylvania Department of State -FILED- Amendment #: 0013916201 Date Filed: 7/31/2024 DSCB: 15-1507/55071862518825 . -. . In compliance with the requirements of 15 Pa.C.S. § 1507 / 5507 / 8625 / 8825 (relating to change of registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability limited partnership, desiring to effect a change of registered office, hereby states that: Record Information File number 0002570936 Current name PPL CORPORATION Filing type Domestic Business Corporation For corporations only: Such change was authorized by the Board of Directors of the corporation. Current Registered Office or Commercial Registered Office Provider Address 2 N 9TH ST ALLENTOWN, PA 18101-1179 Lehigh New Registered Office The address of this association's proposed registered office in this Commonwealth is 645 HAMILTON STREET ALLENTOWN, PA 18101 LEHIGH Electronic Signature I N TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager. Assistant Corporate Arden A. Leyden 07/31/2024 Secretary Sign Here Date Signer's Capacity R e c e i v e d b y P e n n s y l v a n i a D e p a r t m e n t o f S t a t e Page 1 of 1 slide1

Exhibit 31(a)

CERTIFICATION

I, VINCENT SORGI, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ Vincent Sorgi
Vincent Sorgi
President and Chief Executive Officer
(Principal Executive Officer)
PPL Corporation

Exhibit 31(b)

CERTIFICATION

I, JOSEPH P. BERGSTEIN, JR., certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ Joseph P. Bergstein, Jr.

Joseph P. Bergstein, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
PPL Corporation

Exhibit 31(c)

CERTIFICATION

I, CHRISTINE M. MARTIN, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ Christine M. Martin
Christine M. Martin
President
(Principal Executive Officer)
PPL Electric Utilities Corporation

body>

Exhibit 31(d)

CERTIFICATION

I, MARLENE C. BEERS, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ Marlene C. Beers
Marlene C. Beers
Vice President and Controller
(Principal Financial Officer)
PPL Electric Utilities Corporation

Exhibit 31(e)

CERTIFICATION

I, JOHN R. CROCKETT III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ John R. Crockett III
John R. Crockett III
President
(Principal Executive Officer)
Louisville Gas and Electric Company

Exhibit 31(f)

CERTIFICATION

I, CHRISTOPHER M. GARRETT, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ Christopher M. Garrett

Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Financial Officer)
Louisville Gas and Electric Company

Exhibit 31(g)

CERTIFICATION

I, JOHN R. CROCKETT III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kentucky Utilities Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ John R. Crockett III
John R. Crockett III
President
(Principal Executive Officer)
Kentucky Utilities Company

Exhibit 31(h)

CERTIFICATION

I, CHRISTOPHER M. GARRETT, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kentucky Utilities Company (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, November 1, 2024

/s/ Christopher M. Garrett

Christopher M. Garrett
Vice President-Finance and Accounting
(Principal Financial Officer)
Kentucky Utilities Company

Exhibit 32(a)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR PPL CORPORATION'S FORM 10-Q FOR THE QUARTER ENDED JUNE SEPTEMBER 30, 2024

In connection with the quarterly report on Form 10-Q of PPL Corporation (the "Company") for the quarter ended June 30, 2024 September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Vincent Sorgi, the Principal Executive Officer of the Company, and Joseph P. Bergstein, Jr., the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, November 1, 2024

/s/ Vincent Sorgi

Vincent Sorgi
President and Chief Executive Officer
(Principal Executive Officer)
PPL Corporation

/s/ Joseph P. Bergstein, Jr.

Joseph P. Bergstein, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
PPL Corporation

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(b)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR PPL ELECTRIC UTILITIES CORPORATION'S FORM 10-Q FOR THE QUARTER ENDED JUNE SEPTEMBER 30, 2024

In connection with the quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "Company") for the quarter ended June 30, 2024 September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Christine M. Martin, the Principal Executive Officer of the Company, and Marlene C. Beers, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, November 1, 2024	/s/ Christine M. Martin
	Christine M. Martin President (Principal Executive Officer) PPL Electric Utilities Corporation
	/s/ Marlene C. Beers
	Marlene C. Beers Vice President and Controller (Principal Financial Officer) PPL Electric Utilities Corporation

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(c)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR LOUISVILLE GAS AND ELECTRIC COMPANY'S FORM 10-Q FOR THE QUARTER ENDED JUNE SEPTEMBER 30, 2024

In connection with the quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "Company") for the quarter ended June 30, 2024 September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, John R. Crockett III, the Principal Executive Officer of the Company, and Christopher M. Garrett, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, November 1, 2024	/s/ John R. Crockett III
	John R. Crockett III President (Principal Executive Officer) Louisville Gas and Electric Company
	/s/ Christopher M. Garrett
	Christopher M. Garrett Vice President-Finance and Accounting (Principal Financial Officer) Louisville Gas and Electric Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(d)

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR KENTUCKY UTILITIES COMPANY'S FORM 10-Q FOR THE QUARTER ENDED JUNE SEPTEMBER 30, 2024

In connection with the quarterly report on Form 10-Q of Kentucky Utilities Company (the "Company") for the quarter ended June 30, 2024 September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, John R. Crockett III, the Principal Executive Officer of the Company, and Christopher M. Garrett, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, November 1, 2024	/s/ John R. Crockett III
	John R. Crockett III President (Principal Executive Officer) Kentucky Utilities Company
	/s/ Christopher M. Garrett
	Christopher M. Garrett Vice President-Finance and Accounting (Principal Financial Officer) Kentucky Utilities Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

DISCLAIMER