

EDISON INTERNATIONAL
Form DEF 14A
March 17, 2017

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

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Edison International

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Mailing address of the executive offices:
2244 Walnut Grove Avenue
Rosemead, California 91770

LETTER TO OUR SHAREHOLDERS

March 17, 2017

Dear Fellow Shareholder:

We are pleased to invite you to attend the Edison International and Southern California Edison Company Annual Meeting of Shareholders to be held on Thursday, April 27, 2017, at 9:00 a.m., Pacific Time, at the Hilton Los Angeles/San Gabriel Hotel, 225 West Valley Blvd., San Gabriel, California 91776.

Proxy Highlights

The Proxy Statement includes information about our corporate governance and executive compensation program. In particular, we would like to direct your attention to the following matters discussed in the Proxy Statement:

The key qualifications, experience and diversity of our director nominees (pages 1-7);
Our key corporate governance attributes (page 2);
Our leadership transition and separation of the Chair and Chief Executive Officer roles (pages 2 and 9);
Our Board oversight of cybersecurity and environmental and social issues (page 10); and
Our engagement with major shareholders on our corporate governance, executive compensation and business strategy (pages 2 and 27).

Your Vote is Important

The proxy materials are being mailed or provided to you via the Internet beginning on March 17, 2017. We hope that you will participate in the Annual Meeting by attending and/or voting. You may vote your proxy via the Internet, by telephone, or by mail. Please follow the instructions on the Notice of Internet Availability of proxy materials or Proxy Card that you received in the mail.

If you receive more than one copy of the Notice or more than one Proxy Card, it means your shares are held in more than one account. You should vote the shares in all of your accounts. **Please note that to vote your shares by Internet or telephone you will need the control number on your Notice or Proxy Card.**

Your vote is very important to us and to our business. If you vote by Internet or telephone, please cast your vote by the April 26 deadline (April 25 for shares held in the Edison 401(k) Savings Plan).

Thank you very much for your continued interest in our business.

Sincerely,

William P. Sullivan
Chair of the Board
Edison International

Pedro J. Pizarro
President and Chief Executive Officer
Edison International

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Date:	Thursday, April 27, 2017
Time:	9:00 a.m., Pacific Time
Location:	Hilton Los Angeles/San Gabriel Hotel 225 West Valley Blvd. San Gabriel, California 91776

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on April 27, 2017:

The Proxy Statement and Annual Report are available at www.edison.com/annualmeeting.

Directions to the Annual Meeting and information on how to vote your proxy are included in the Proxy Statement.

Items To Be Voted On		By Edison International (EIX) Shareholders	By Southern California Edison Company (SCE) Shareholders	Board Recommendation
1	Election of Directors	9 Nominees	10 Nominees	
	Vanessa C.L. Chang			For
	Louis Hernandez, Jr.			For
	James T. Morris			For
	Kevin M. Payne			For
	Pedro J. Pizarro			For
	Linda G. Stuntz			For
	William P. Sullivan			For
	Ellen O. Tauscher			For
	Peter J. Taylor			For
	Brett White			For
2	Ratification of the Appointment of the Independent Registered Public Accounting Firm			For
3	Advisory Vote to Approve the Company's Executive Compensation			For
4	Advisory Vote on the Frequency of Say-on-Pay Votes			1 Year
5	Shareholder Proposal Regarding Shareholder Proxy Access Reform			Against

EIX and SCE shareholders may also vote on any other matters properly brought before the meeting.

RECORD DATE

Only shareholders at the close of business on March 3, 2017 are entitled to receive notice of and to vote at the Annual Meeting.

SOLICITATION OF PROXIES

The EIX and SCE Boards of Directors are soliciting proxies from you for use at the Annual Meeting, or at any adjournment or postponement of the meeting. Proxies allow designated individuals to vote on your behalf at the Annual Meeting.

Dated: March 17, 2017

For the Boards of Directors,

Barbara E. Mathews

*Vice President, Associate General Counsel,
Chief Governance Officer and Corporate Secretary*
Edison International
Southern California Edison Company

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The information below is presented to assist shareholders in reviewing the proposals to be voted on at the Annual Meeting. For more complete information about these topics, please review the Company's complete Proxy Statement and Annual Report.

Our Business, Strategy, and Financial Highlights

EIX's core business is conducted by its subsidiary SCE, a rate-regulated electric utility that supplies electric energy to approximately 15 million people in a 50,000 square-mile area of southern California. Our mission is to safely provide customers reliable, affordable and clean electricity. Our strategy has three key elements:

Invest in our infrastructure to maintain a safe and reliable transmission and distribution network.

Modernize the electric grid to enable increased penetration of distributed energy resources to support California's climate change and greenhouse gas reduction objectives and empower our customers to make new energy technology choices.

Promote operational and service excellence to enhance performance in the areas of safety, reliability, customer satisfaction, and cost.

This strategy is intended to provide a foundation for long-term sustainable growth and shareholder value.

Significant results for EIX include:

2016 consolidated core earnings of \$3.97 per share exceeded our goal of \$3.91 per share;

One-year (2016) total shareholder return (TSR) of 24.9% exceeded the Philadelphia Utility Index, which had a TSR of 17.4%;

Three-year (2014-2016) TSR of 68.6% exceeded the Philadelphia Utility Index TSR of 41.9%;

Five-year (2012-2016) TSR of 99.8% exceeded the Philadelphia Utility Index TSR of 56.6%; and

Annual dividend rate has grown from \$1.30 per share in 2012 to \$2.17 per share in 2017.

Our Director Nominees

Our director nominees reflect the diversity of ethnicity, gender, skills, background and qualifications valued by our Board. The range of tenure on our Board brings a variety of perspectives to strategic, financial and operational deliberations.

Name	Director Since	Industry Experience	Ethnicity/ Gender	Independent	Committee Memberships	Other Public Co. Boards	Mandatory Retirement Date
Vanessa C.L. Chang	2007	Accounting/ Real Estate	Asian/ Female	Yes	Audit Compensation	3	2025
Louis Hernandez, Jr.	2016	Multimedia/ Technology	Hispanic/ Male	Yes	Audit FOSO	1	2038
James T. Morris	2016	Insurance	White/ Male	Yes	Audit Compensation	1	2032
Kevin M. Payne (SCE Nominee Only)	2016	Electric Utilities	White/ Male	No	None	0	N/A
Pedro J. Pizarro	2014	Electric Utilities	Hispanic/ Male	No	None	0	N/A
Linda G. Stuntz	2014	Law	White/ Female	Yes	FOSO Governance	1	2027
William P. Sullivan (EIX Chair)	2015	Information Technology/ Biotechnology	White/ Male	Yes	FOSO Governance	1	2022
Ellen O. Tauscher	2013	Government/ Finance	White/ Female	Yes	Audit FOSO	2	2024
Peter J. Taylor	2011	Finance	African/ American/ Male	Yes	Audit Compensation	0	2031
Brett White	2007	Commercial Real Estate	White/ Male	Yes	Compensation Governance	0	2032

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Audit = Audit Committee

Compensation = Compensation and Executive Personnel Committee

FOSO = Finance, Operations and Safety Oversight Committee

Governance = Nominating/Corporate Governance Committee

2017 Proxy Statement 1

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Board Characteristics	Average Age of EIX Director Nominees	59
	Average Tenure of EIX Director Nominees (Number of Years)	4
	Percentage of EIX Director Nominees Who Are Independent	89%
	Percentage of EIX Director Nominees Who Are Female	33%
	Percentage of EIX Director Nominees From Diverse Ethnic Backgrounds	44%
Board Oversight	Independent Chair of the EIX Board	
	Independent Directors Meet Regularly Without Management Present	
	Key Board Committees Composed Solely of Independent Directors	
	Board Oversight of Key Enterprise Risks, Including Cybersecurity	
	Board Oversight of Political Contributions	
	Annual Board and Committee Evaluations	
	Majority of Executive Compensation At Risk and Aligned with Shareholder Interests	
Executive Compensation	Quantitative Targets for Most Annual Incentive Plan Goals	
	Incentive Compensation Clawback Policy	
	Anti-Hedging and Anti-Pledging Policies	
	Stock Ownership Guidelines for Directors and Executive Officers	
	Stock Holding Requirements for Executive Officers	
Shareholder Rights	Annual Election of Directors	
	Majority Voting for Directors in Uncontested Elections	
	Threshold for Shareholders to Call Special Meetings	10%
	Shareholder Ability to Act By Written Consent	
	Annual Advisory Vote on Executive Compensation	
	Proxy Access for Director Elections	
2016 Meetings	Number of Board Meetings	11
	Number of Independent Director Executive Sessions	6
	Percentage of EIX Director Nominees Who Attended >75% of Board and Committee Meetings	100%
	Percentage of EIX Director Nominees Who Attended the Annual Meeting	89%
	Percentage of EIX Shareholder Votes Cast in Favor of Executive Compensation	96%

Our Leadership Transition

Theodore F. Craver, Jr. retired at age 65 from his position as EIX Chairman and Chief Executive Officer (CEO), effective September 30, 2016. In anticipation of Mr. Craver's retirement, the Board established a special committee on Board leadership and regularly discussed succession planning at Board meetings. During the succession planning process, the EIX Board determined that separating the roles of the chair and CEO upon Mr. Craver's retirement would be in the best interests of our shareholders.

Effective upon Mr. Craver's retirement, the Board appointed independent director William P. Sullivan as the non-executive Chair of the EIX Board and elected Pedro J. Pizarro to succeed Mr. Craver as EIX CEO. To facilitate this leadership transition, effective June 1, 2016, the Board elected Mr. Pizarro as EIX President and Kevin M. Payne as SCE CEO, succeeding Mr. Pizarro.

Our Shareholder Engagement

We seek and value input from our shareholders. In 2016, we engaged with our major institutional shareholders to discuss the Company's corporate governance, executive compensation, and business strategy. In particular, we sought feedback from shareholders regarding our proxy access framework and sustainability disclosure. Management shared the feedback received from these discussions with the Board and relevant Board committees.

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ITEM 1: ELECTION OF DIRECTORS

Nine directors have been nominated for election to the EIX Board and ten directors have been nominated for election to the SCE Board, each to hold office until the next Annual Meeting. The director nominees of EIX and SCE are the same, except that Mr. Payne is a nominee for the SCE Board only. Directors Jagjeet S. Bindra, who decided not to stand for re-election, and Richard T. Schlosberg III, who reached the mandatory retirement age of 72, will leave the Board effective as of the date of the Annual Meeting.

A biography of each nominee describing his or her age as of this Proxy Statement, current Board committee service, business experience during the past five years and other relevant business experience is presented below. The biography includes the experience, qualifications, attributes, and skills that led the Board to conclude that the nominee should serve as a director. While each nominee's entire range of experience and skills is important, particular experience that contributes to the diversity and effectiveness of the Board is identified below.

Vanessa C.L. Chang

Biographical Information

Ms. Chang has been a director of EL & EL Investments, a private real estate investment business, since 1999. She previously served as chief executive officer and president of ResolvItNow.com, an online dispute resolution service, senior vice president of Secured Capital Corporation, a real estate investment bank, and a partner of the accounting firm KPMG Peat Marwick LLP. Ms. Chang is a director of Sykes Enterprises, Incorporated and Transocean Ltd., and a director or trustee of 17 funds advised by the Capital Group and its subsidiaries, of which seven are members of the American Funds family and ten are members of Capital Group's Private Client Services. She is a graduate of the University of British Columbia and a Certified Public Accountant (inactive).

Specific Qualifications and Experience Relevant to the Company

Ms. Chang brings to the Board experience in accounting and financial reporting and oversight matters. This experience is valuable in her role as a financial expert on the Audit Committee. Ms. Chang spent most of her career in the Southern California area and brings knowledge of the community served by SCE. She also brings experience as a director of public, private, and non-profit organizations, and securities regulation and corporate governance knowledge.

Age 64

Director Since 2007

Board Committees

Audit

Compensation

Other Public Company Boards

American Funds Family

Sykes Enterprises,
Incorporated
Transocean Ltd.

Louis Hernandez, Jr.

Age 50
Director Since 2016

Board Committees

Audit
FOSO

Other Public Company Boards

Avid Technology, Inc.

Biographical Information

Mr. Hernandez has been the chairman and chief executive officer of Avid Technology, Inc., a digital media company that provides audio and video technology, since 2013, and also served as its president from 2013 to 2016. He has been a director of Avid Technology, Inc. since 2008. From 1999 to 2013, Mr. Hernandez served as chairman and chief executive officer of Open Solutions, Inc., a technology provider for the financial services marketplace. He previously also served in various executive roles at RoweCom Inc. and U.S. Medical Instruments, Inc. and as a director of HSBC North America Holdings Inc. and several of its affiliates. Mr. Hernandez is a graduate of San Diego State University, where he also received his MBA degree.

Specific Qualifications and Experience Relevant to the Company

Mr. Hernandez brings to the Board public company chief executive leadership experience in the multimedia software industry and technology sector. He also brings entrepreneurial, marketing, and product development experience, which is particularly relevant to the Company's new business development activities. Mr. Hernandez's experience in the technology sector is valuable in addressing the challenges of the changing electric industry.

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ITEM 1: ELECTION OF DIRECTORS

James T. Morris

Age 57
Director Since 2016

Board Committees

Audit
 Compensation

Other Public Company Boards

Pacific Mutual Fund Complex

Biographical Information

Mr. Morris is the chairman, president and chief executive officer of Pacific Life Insurance Company, and its parent companies Pacific Mutual Holding Company and Pacific LifeCorp. He has served as chief executive officer since 2007 and chairman since 2008, and served as president from 2007 to 2012 and again beginning in 2016. Mr. Morris has served in a variety of management positions since joining Pacific Life in 1982, including chief operating officer from 2006 to 2007, executive vice president and chief insurance officer, life insurance and annuities and mutual funds divisions, from 2005 to 2006, executive vice president, life insurance division, from 2002 to 2005, and senior vice president, individual insurance, from 1996 to 2002. In addition, he has been chairman of the board and trustee of the Pacific Select Fund and the Pacific Funds Series Trust, members of the same mutual fund complex, since 2007. Mr. Morris serves as a director of the American Council of Life Insurers, where he previously served as its chairman from 2012 to 2013. He is a graduate of the University of California at Los Angeles and serves as a member of the Board of Visitors of the UCLA Anderson School of Management.

Specific Qualifications and Experience Relevant to the Company

Mr. Morris brings to the Board business and chief executive leadership experience in an industry which, like the electric utility industry, is highly regulated. He also brings strategic perspective, product development, marketing and financial analysis experience to the Board.

Kevin M. Payne

Age 56
SCE Director Since 2016

Other Public Company Boards

None

Biographical Information

Mr. Payne has been the CEO of SCE since June 2016. Prior to his current role, he served as senior vice president of Customer Service for SCE from 2014 to June 2016. Mr. Payne has held various leadership positions, including Vice President of Engineering and Technical Services from 2011 to 2014, Vice President of Client Services Planning and Controls from 2010 to 2011, Vice President of Information Technology and Business Integration from 2009 to 2010, and Vice President of Enterprise Resource Planning from 2008 to 2009. Prior to that he was a Director in the Renewable and Alternative Power and Major Customer Technical Support departments. Mr. Payne began his career with SCE in 1986 in the Engineering and Construction department managing power plant retrofit and other engineering projects. He has a degree in mechanical engineering from the University of California, Berkeley, and is a registered professional engineer.

Specific Qualifications and Experience Relevant to the Company

Mr. Payne brings to the SCE Board in-depth knowledge of the Company's business, experienced leadership, and an engineering background. He also brings senior executive, operations and strategic planning experience developed during his 30 years of service with SCE.

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ITEM 1: ELECTION OF DIRECTORS

Pedro J. Pizarro**Age** 51**EIX Director Since** 2016**SCE Director Since** 2014**Other Public
Company Boards**

None

Biographical Information

Mr. Pizarro has been the President and CEO of EIX since October 2016. Prior to that, he served as President of EIX from June 2016 to September 2016 and President of SCE from October 2014 to May 2016. Mr. Pizarro has held a wide range of executive positions at the EIX companies since joining EIX in 1999. From 2011 through March 2014, he served as President of EME, an indirect subsidiary of EIX that filed for bankruptcy in 2012. Prior to that, Mr. Pizarro served as Executive Vice President of SCE from 2008 to 2011, responsible for SCE's transmission and distribution system, procurement of conventional and renewable power, and gas-fired and hydroelectric power production facilities. He also previously served as Vice President and Senior Vice President of Power Procurement, and Vice President of Strategy and Business Development, among other executive roles. Prior to his work at the EIX companies, Mr. Pizarro was a senior engagement manager with McKinsey & Company, providing management consulting services to energy, technology, engineering services, and banking clients. He is a director of the Edison Electric Institute and the Electric Power Research Institute, and is a member of the Board of Governors of Argonne National Laboratory. Mr. Pizarro is a graduate of Harvard University and earned a Ph.D. in chemistry from the California Institute of Technology.

Specific Qualifications and Experience Relevant to the Company

Mr. Pizarro brings to the Board in-depth knowledge of the Company's business, experienced leadership, and operations and strategic planning experience and background. His leadership and experience dealing with difficult challenges during the EME bankruptcy adds value to the Board. He also brings experience as a director of various non-profit organizations.

Linda G. Stuntz**Age** 62**Director Since** 2014**Board Committees**

FOSO

Governance

**Other Public
Company Boards**

Royal Dutch Shell plc

Biographical Information

Ms. Stuntz has been a partner of the law firm of Stuntz, Davis & Staffier, P.C. since 1995, and served as a partner of the law firm of Van Ness Feldman LLP from 1993 to 1995. Her practice includes energy and environmental regulation. Ms. Stuntz previously served as Deputy Secretary of, and held senior policy positions in, the U.S. Department of Energy from 1989 to 1993, and served as associate minority counsel and minority counsel to the Energy and Commerce Committee of the U.S. House of Representatives from 1981 to 1987. She is a director of Royal Dutch Shell plc, and previously served as a director of Raytheon Company, Schlumberger, Ltd. and American Electric Power Company. Ms. Stuntz also served on the U.S. Secretary of Energy Advisory Board. She is a graduate of Wittenberg University and received her law degree from Harvard University.

Specific Qualifications and Experience Relevant to the Company

Ms. Stuntz brings to the Board utility and environmental law and public policy experience, which is particularly relevant to the Company's business. Her experience as a director of other public companies, including in the energy and electric utilities industries, also brings value to the Board.

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ITEM 1: ELECTION OF DIRECTORS

William P. Sullivan**Age** 67**Director Since** 2015
Chair of the EIX Board
Board Committees

FOSO

Governance

Other Public
Company Boards

Maxim Integrated

Biographical Information

Mr. Sullivan served as chief executive officer of Agilent Technologies, a global provider of scientific instruments, software, services and consumables in life sciences, diagnostics and applied chemical markets, from 2005 to 2015. In addition, he was Agilent's president from 2005 to 2012 and 2013 to 2014. Prior to that, Mr. Sullivan was executive vice president and chief operating officer of Agilent from 2002 to 2005. He had been senior vice president and general manager of Agilent's Semiconductor Products Group from 1999 to 2002. Before 1999, Mr. Sullivan served in various management roles, including in manufacturing and product development, at Hewlett-Packard Company. He serves as a director of Maxim Integrated and previously served as a director of Agilent Technologies, Avnet, Inc. and URS Corporation. Mr. Sullivan is a graduate of the University of California, Davis.

Specific Qualifications and Experience Relevant to the Company

Mr. Sullivan brings to the Board experience as president and chief executive officer of a large public company. He also brings significant operational experience, including leadership of successful company transformation. This experience, particularly in the technology sector and in product and business development, is very valuable to the Board in the changing electric industry.

Ellen O. Tauscher**Age** 65**Director Since** 2013
Board Committees

Audit

FOSO

Other Public
Company Boards

eHealth Inc.

SeaWorld Entertainment, Inc.

Biographical Information

Ms. Tauscher has been a strategic advisor with the law firm of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC since 2012. Ms. Tauscher served as Under Secretary of State for Arms Control and International Security from 2009 to 2012. Prior to joining the State Department, she served from 1997 to 2009 as a member of the U.S. House of Representatives from California's 10th Congressional District. While a member of Congress, Ms. Tauscher served on the House Armed Services Committee, the House Transportation and Infrastructure Committee and as Chairman of the House Armed Services Subcommittee on Strategic Forces. Prior to serving in Congress, she worked in investment banking and the financial industry in various roles for Bache Halsey Stuart Shields, Bear Stearns & Co., and Drexel Burnham Lambert, and as an officer of the American Stock Exchange. Ms. Tauscher is a director of eHealth, Inc. and SeaWorld Entertainment, Inc., and previously served as a director of Invacare Corporation. She also served on the U.S. Secretary of Energy Advisory Board. Ms. Tauscher is a graduate of Seton Hall University.

Specific Qualifications and Experience Relevant to the Company

Ms. Tauscher brings to the Board extensive government affairs and public policy experience, which is particularly relevant to the Company's business and valuable in assessing the Company's strategy. She also brings business and financial acumen. Her experience in national security and in the State Department and in Congress is particularly valuable in the oversight of cybersecurity risk and her role as the Board's liaison to the Company's cybersecurity oversight group (see page 10).

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ITEM 1: ELECTION OF DIRECTORS

Peter J. Taylor**Age** 58**Director Since** 2011**Board Committees**

Audit (Chair)

Compensation

Other Public**Company Boards**

None

Biographical Information

Mr. Taylor has been the president of ECMC Foundation, a nonprofit corporation dedicated to educational attainment for low-income students, since May 2014. Prior to that he served as executive vice president and chief financial officer of the University of California from 2009 to 2014 and managing director of public finance at Lehman Brothers and Barclays Capital from 2002 to 2009. Mr. Taylor is a director of Pacific Mutual Holding Company and the Kaiser Family Foundation, and a member of the Board of Trustees of California State University and the J. Paul Getty Trust. Previously, he was chair of the UCLA African American Admissions Task Force and a commissioner on the California Performance Review Commission. Mr. Taylor is a graduate of the University of California Los Angeles and holds a Master's degree in public policy analysis from Claremont Graduate University.

Specific Qualifications and Experience Relevant to the Company

Mr. Taylor brings to the Board finance and public policy experience, which is particularly relevant to the Company's infrastructure investment strategy and highly regulated business. He also brings experience in risk management, accounting and financial reporting, which is valuable in his role as a financial expert and Chair of the Audit Committee.

Brett White**Age** 57**Director Since** 2007**Board Committees**

Compensation (Chair)

Governance

Other Public**Company Boards**

None

Biographical Information

Mr. White has been chairman and chief executive officer of Cushman & Wakefield (formerly DTZ), a commercial real estate services company, since September 2015. He served as executive chairman of DTZ from March 2015 to September 2015. Mr. White previously served as a senior advisor to TPG Capital, a private equity firm, from July 2014 to December 2014 and as a managing partner at Blum Capital, a private equity firm, from January 2013 to December 2013. Prior to that, he served as chief executive officer of CBRE Group, Inc., a commercial real estate services firm, from 2005 to 2012, president of CBRE Group from 2001 to 2010 and, prior to that, as chairman of the Americas of CB Richard Ellis Services, Inc. Mr. White previously served as a director of Ares Commercial Real Estate Corporation, CBRE Group, Inc. and Realogy Holdings Corporation. He is a graduate of the University of California, Santa Barbara.

Specific Qualifications and Experience Relevant to the Company

Mr. White brings to the Board the experience, strategic perspective, critical judgment and analytical skills of a chief executive officer of a global company. His real estate services industry experience is particularly relevant to the Company's infrastructure investment strategy. He also brings the perspective of a business headquartered and doing business in the local markets served by SCE developed from his years of service at CBRE Group. This experience is valuable in Mr. White's role as the Company's Compensation Committee Chair.

The Board recommends you vote FOR the EIX and SCE director nominees, as applicable.

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ITEM 1: ELECTION OF DIRECTORS

Our Corporate Governance

How are potential director nominees identified and selected by the Board to become nominees?

The Governance Committee, comprised solely of independent directors under New York Stock Exchange LLC (NYSE) rules and our Corporate Governance Guidelines, recommends director candidates to the Board.

The Committee will consider candidates recommended by shareholders if they are submitted in writing to the Corporate Secretary and include all of the information required by Article II, Section 4 of our Bylaws plus a written description with any supporting materials of:

Any direct or indirect business relationships or transactions within the last three years between EIX and its subsidiaries and senior management, on the one hand, and the candidate and his or her affiliates and immediate family members, on the other hand; and
The qualifications, qualities, and skills of the candidate that the shareholder deems appropriate to submit to the Committee to assist in its consideration of the candidate.

The Committee also considers candidates recommended by our directors, senior management, and director search firms retained by the Committee. Mr. Hernandez, who was elected to the Board in August 2016 and is a first-time nominee for election by the shareholders at the Annual Meeting, was recommended by the Committee's director search firm. The search firm supports the process of identifying director candidates, coordinating the interview process and conducting reference checks. There are no differences in the manner in which the Committee evaluates a candidate based on the source of the recommendation.

If, based on an evaluation of the candidate's qualifications, qualities and skills, the Committee determines to continue its consideration of a candidate, Committee members and other directors as determined by the Committee interview the candidate. The Committee conducts any further research on the candidate it deems appropriate. The Committee then determines whether to recommend that the candidate be nominated as a director. The Board considers the recommendation and determines whether to nominate the candidate for election.

What information does the Governance Committee consider when recommending a director nominee?

For the Committee to recommend a director nominee, the candidate must at a minimum possess the qualifications, qualities and skills in our Corporate Governance Guidelines, including:

A reputation for integrity, honesty and adherence to high ethical standards;
Experience in a generally recognized position of leadership; and
The demonstrated business acumen, experience and ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company.

The Committee also considers other factors and information, including the Board's current need for additional members, the candidate's potential for increasing the Board's range of experience, skills and diversity, the candidate's independence, and skills and experience relevant to our business strategy.

In nominating candidates for re-election to the Board, the Committee also considers the nature and time invested in a director's service on other boards, the director's Board, Board committee and annual meeting attendance, and the vote received at the prior annual meeting.

How does the Governance Committee consider diversity in identifying director candidates?

Our Corporate Governance Guidelines state the Board's policy that the value of diversity on the Board should be considered. The Committee considers ethnic and gender diversity, and diversity of skills, backgrounds and qualifications represented on the Board, in recommending nominees for election. The Committee has instructed its director search firm to identify candidates reflecting ethnic and gender diversity.

The Committee evaluates its effectiveness in achieving diversity on the Board through its annual review of Board composition, which identifies ethnicity, gender and industry experience prior to recommending nominees for election.

How does the Board determine which directors are independent?

Our Corporate Governance Guidelines require that the Board be comprised of at least a majority of independent directors and that the Audit, Compensation, and Governance Committees be comprised entirely of independent directors. The Company uses the NYSE listing standards to determine independence.

Directors serving on the Audit and the Compensation Committees must meet additional independence criteria prescribed by the NYSE listing standards and the charters of those Committees. Director Chang serves on the audit committees of the American Funds family, Sykes Enterprises, Incorporated and Transocean Ltd. The Board has determined Ms. Chang's simultaneous service on the audit committees of three other public companies does not impair her ability to effectively serve on our Audit Committee.

The Board has determined that the relationships described in Section B of Exhibit A-1 to our Corporate Governance Guidelines, which are on our website at www.edison.com/corpgov, are not material for purposes of determining directors' independence to serve on the Board. The Board does not consider these relationships in making independence determinations to serve on the Board.

For relationships not prohibited by NYSE rules and not covered under the categories of immaterial relationships in our Guidelines, the determination of whether a relationship is material or not, and therefore whether a director is independent to serve on the Board or not, is made in good faith by the directors. The director whose relationship is under consideration abstains from the vote regarding his or her independence.

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ITEM 1: ELECTION OF DIRECTORS

Which directors has the Board determined are independent to serve on the Board?

The Board has determined that all directors other than Messrs. Pizarro and Payne are independent to serve on the Board.

The Board reviews the independence of our directors to serve on the Board or an independent Board committee at least annually, and periodically as needed. On a monthly basis, the Company also monitors director relationships and transactions that might disqualify them as independent. In February 2017, prior to recommending director nominees for election, the Board confirmed that the independent directors had no relationships or transactions that disqualified them as independent to serve on the Board.

Who is the Chair of the Board and what are the Chair's duties and responsibilities?

Mr. Sullivan has served as the independent Chair of the EIX Board since September 30, 2016. Prior to this time, Mr. Craver served as EIX Chairman and CEO and Mr. White served as the Company's Lead Director. Effective upon Mr. Craver's retirement on September 30, 2016, the EIX Board separated the roles of Chair and CEO by amending the EIX Bylaws and Corporate Governance Guidelines and appointing Mr. Sullivan as independent Chair of the EIX Board and Mr. Pizarro as EIX CEO. The Company no longer has a Lead Director.

As independent Chair, Mr. Sullivan's duties include:

- Chair the Board meetings and Annual Meetings;
- With the CEO, create the agenda for the Board meetings;
- With the Governance Committee, oversee the annual evaluations of the Board;
- Be the principal liaison in synthesizing and communicating to the CEO key issues from the executive sessions of the independent directors; and
- With the Compensation Committee Chair, conduct the annual CEO performance review after review with the independent directors.

The SCE Bylaws provide that the CEO of SCE has the duties of the Chair unless a separate Chair of the SCE Board is appointed. Since June 1, 2016, Mr. Payne has served as SCE CEO and has had the duties of the Chair of the SCE Board. SCE does not have a Lead Director.

Why does the Board believe its Board leadership structure is appropriate?

The EIX Board believes separating the Chair and CEO positions is the most appropriate leadership structure for EIX at this time, by allowing Mr. Pizarro to focus on the day-to-day management of the business and on executing our strategic priorities, while allowing Mr. Sullivan to focus on leading the Board, providing advice and counsel to Mr. Pizarro, and facilitating the Board's independent oversight of management.

The SCE Board has determined that the current leadership structure is appropriate for SCE as a subsidiary of EIX. All directors of SCE are independent, except for Messrs. Payne and Pizarro, and the key Board committees are composed entirely of independent directors.

What is the Board's role in CEO succession planning?

The Board believes CEO succession planning is one of its most important responsibilities. Our Corporate Governance Guidelines provide that the Board will annually review and evaluate succession planning and management development for the Company's senior officers, including the CEO.

At least annually, the Board meets in executive session with the EIX CEO to discuss talent and succession planning. The discussion includes CEO succession in the ordinary course, CEO succession if an emergency occurs, and succession for other key

senior management positions. The frequency of the Board's CEO succession planning discussions depends in part on the period until the CEO's expected retirement.

In the succession planning process, internal CEO succession candidates are identified and evaluated based on criteria considered predictive of success at the CEO level, considering the Company's business strategy. The Board uses a common talent assessment format for each individual. The assessment includes a development plan for each individual.

Our Corporate Governance Guidelines provide that the Board will have opportunities to become acquainted with the senior officers of the Company and others who may have the potential to handle significant management positions. This is carried out through opportunities for officers to make presentations to the Board and Board committees, director education sessions, other business interactions, and social events intended for this purpose.

What is the Board's role in risk oversight?

Our Corporate Governance Guidelines provide that one of the Board's primary functions is to review the Company's enterprise risk management process and monitor strategic and emerging risks. The Board reviews key enterprise risks identified by management, such as financial, reputational, safety, physical and cyber security, and compliance risks, and monitors key risks through reports and discussions regarding key risk areas at Board meetings. The Board also focuses on specific strategic and emerging risks in periodic strategy reviews. The Board annually reviews corporate goals and approves capital budgets. Board committees have responsibility for risk oversight in specific areas as follows:

The Audit Committee is responsible for oversight of (i) risk assessment and risk management policies, (ii) major financial risk exposures, and (iii) the steps management has taken to monitor and control these exposures. The Committee reviews the Company's risk management processes and key enterprise risks, reviews the EIX risk management committee charter, receives regular reports on litigation, internal audits and compliance, receives deep dive reports on specific risk topics at meetings, and receives semi-annual reports of the Company's political contributions. The Committee also annually reviews and approves the internal audit plan. The EIX Vice President of Enterprise Risk Management regularly attends Committee meetings and reports on risk issues.

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The Compensation Committee assesses and monitors risks in the Company's compensation program. The Committee's risk assessment process and factors considered in assessing risk are discussed under *How We Make Compensation Decisions - Risk Considerations* in the Compensation Discussion and Analysis below.

The FOSO Committee is responsible for oversight of risks in the Company's capital investment activities and operations. The Committee regularly monitors the level of capital spending relative to approved capital budgets and must approve significant capital spending variances and projects not included in approved capital budgets. The Committee also monitors safety and operational performance metrics, significant developments related to safety, physical and cyber security, reliability and affordability, and the availability of resources in these areas. The Committee receives "deep dive" reports on key topics related to its responsibilities.

The Governance Committee advises the Board regarding Board size and composition, Board committee composition and responsibilities, selection of the independent Chair of the EIX Board, and corporate governance practices that help position the Board to effectively carry out its risk oversight responsibility.

The Board believes its leadership structure supports the Board's risk oversight function. Independent directors chair the Board committees responsible for risk oversight, the Company has an independent Chair of the EIX Board who facilitates communication between management and directors, and all directors are involved in the review of key enterprise risks.

What is the Board's role in cybersecurity oversight?

The Company has identified cybersecurity as a key enterprise risk. Cyber risks are included in the key risk reports to the Audit Committee discussed above. In addition, the Board has assigned primary responsibility for cybersecurity oversight to the FOSO Committee, which receives cybersecurity updates with each meeting that focus on the Company's most critical assets, cybersecurity drills, exercises, mitigation of cyber risks, and assessments by third-party experts. In 2016, the Board also received a report with a similar focus on reducing the Company's cybersecurity risks.

The Company has established a cybersecurity oversight group comprised of a multidisciplinary senior management team to provide governance and strategic direction for the identification, protection and detection of cybersecurity risks to the Company. Director Tauscher serves as the Board liaison to the oversight group and regularly attends meetings. Other Board members attend at least one meeting annually.

What is the Board's role in oversight of environmental and social issues?

Environmental and social policies have a significant impact on the Company's business and strategy. As a result, the Board is regularly engaged in oversight of environmental and social issues related to the Company's operations, including:

- Environmental legislation and regulation related to renewable energy, distributed generation, energy efficiency and climate change;
- Strategic decisions and opportunities related to public policy focus on sustainability;
- Employee and supplier diversity; and
- Employee, contractor and public safety.

The Board oversees environmental and social issues that impact the Company's business, regulatory requirements, and reputation. Risks associated with environmental and social issues are identified in key risk reports to the Audit Committee. The Audit Committee also oversees the Company's political and charitable contributions.

How do the Board and Board committees evaluate their performance?

The Board and Board committees complete an annual self-evaluation questionnaire and discuss the results of their evaluation in executive session during the applicable Board or committee meeting. Directors have the opportunity to provide feedback on the

performance of other directors during this process. The Governance Committee oversees the annual evaluation of the Board and Board committees and periodically reviews the effectiveness of the process.

How many times did the Board meet in 2016?

The Board met eleven times in 2016. Each director attended 75% or more of all Board and Board committee meetings he or she was eligible to attend. The Board held six executive sessions of the independent directors.

Does the Company have a policy on attendance of Director nominees at Annual Meetings?

Director nominees are expected to attend Annual Meetings. All of the EIX and SCE directors except Mr. Taylor attended the 2016 Annual Meeting.

Are directors required to hold EIX Common Stock?

Within five years from their initial election to the Board, directors must own an aggregate number of shares of EIX Common Stock or derivative securities convertible into EIX Common Stock, excluding stock options, having a value equivalent to five times the annual Board retainer. All deferred stock units held by a director count toward this ownership requirement. All directors comply with this stock ownership requirement.

Has EIX adopted proxy access for director elections?

In 2015, the EIX Board adopted proxy access for director elections at annual meetings. The EIX Bylaws provide that the Company will include in its Proxy Statement up to two nominees (or nominees for up to 20% of the EIX Board, whichever is greater) submitted by a shareholder or group of up to 20 shareholders owning at least 3% of EIX common stock continuously for at least three years, if the shareholder group and nominee satisfy the requirements in Article II, Section 13 of the EIX Bylaws, which are available at www.edison.com/corpgov. The EIX Board made this decision after careful consideration of feedback received from our engagement with shareholders regarding proxy access.

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ITEM 1: ELECTION OF DIRECTORS

Does EIX have a policy on shareholder rights plans?

The EIX Board has a policy to seek prior shareholder approval of the adoption of any shareholder rights plan unless, due to time constraints or other reasons consistent with the EIX Board's fiduciary duties, a committee consisting solely of independent directors determines that it would be in the best interests of EIX shareholders to adopt the plan prior to shareholder approval. Any rights plan adopted by the EIX Board without prior shareholder approval will automatically terminate one year after adoption of the plan unless the plan is approved by EIX shareholders prior to such termination.

Is SCE subject to the same corporate governance stock exchange rules as EIX?

EIX is subject to NYSE rules and SCE is subject to NYSE MKT LLC rules, which exempt SCE from designated corporate governance rules for Board and Board committee composition, including director independence, the director nominations process, and the process to determine executive compensation.

SCE is exempt from these rules because (i) it is a controlled company with over 50% of the voting power held by its parent company, EIX, and (ii) it has listed only preferred stock on the exchange. However, SCE closely follows the EIX corporate governance practices required under the NYSE rules.

How may I communicate with the Board?

Shareholders and other interested parties may communicate with the Board or individual directors by following the procedures on our website at www.edison.com/corpgov.

Where can I find the Company's corporate governance documents?

The EIX Bylaws, Corporate Governance Guidelines, and Board committee charters, the Ethics and Compliance Code for Directors applicable to all directors of EIX and SCE, and the Employee Code of Conduct applicable to all EIX and SCE officers and employees, are on our website at www.edison.com/corpgov.

The SCE Bylaws, Corporate Governance Guidelines and Board committee charters are on our website at www.sce.com/corpgov.

Certain Relationships and Related Transactions

The Governance Committee reviews at least annually, and periodically as needed, any transaction in the prior calendar year or any proposed transaction between the EIX companies and a related person in which the amount involved exceeds \$120,000 and the related person has a material interest. A related person is a director, a director nominee, an executive officer, or a greater than 5% beneficial owner of any class of voting securities of EIX or SCE, and their immediate family members. This policy is stated in writing in the Committee's charter.

The Committee's regular procedure is to obtain from management annually, and periodically as needed, a list of the transactions with related persons described above, and to review these transactions at a meeting held before recommending director nominations to the Board. The list is based on information from questionnaires completed by our directors, director nominees, and executive officers, together with information obtained from our accounts payable and receivable records, and is reviewed by legal counsel. The Committee's procedure is evidenced in the minutes and records for the Committee meeting at which the review occurred.

Director Linda Stuntz is an equity partner at the law firm of Stuntz, Davis & Staffier, P.C. (SD&S), which paid the Company approximately \$201,777 in 2016 to sublease office space in Washington, D.C. The Company's sublease of office space to SD&S began before Ms. Stuntz joined the Board.

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Board Committees

The current membership and key responsibilities of our Audit, Compensation, Governance, and FOSO Committees are below. The duties and powers of each Committee are further described in its charter. The Board occasionally creates special Board committees to focus on certain topics.

AUDIT COMMITTEE

Committee Members:

Peter J. Taylor, (Chair)
 - Financial Expert
 Vanessa C.L. Chang
 - Financial Expert
 Louis Hernandez, Jr.
 - Financial Expert
 James T. Morris
 Ellen O. Tauscher

Meetings in 2016: 6

Key Responsibilities:

Appoint, compensate and oversee the Company's independent registered public accounting firm (the Independent Auditor), including:

- the qualifications, performance and independence of the Independent Auditor;
- the scope and plans for the annual audit; and
- the scope and extent of all audit and non-audit services to be performed by the Independent Auditor.

Review the Company's financial statements and financial reporting processes, including internal controls over financial reporting.

Oversee the Company's internal audit function, including the General Auditor's performance, the internal audit plan, budget, resources and staffing.

Oversee the Company's ethics and compliance program, including the Chief Ethics and Compliance Officer's performance, helpline calls and investigations, and the employee code of conduct.

Discuss the Company's policies and guidelines with respect to major financial and key enterprise risk exposures, risk assessment and management, and the steps taken to monitor and control these risks.

Establish and maintain procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

Review the Company's political contribution policies and expenditures and approve contributions that exceed \$1 million.

COMPENSATION AND EXECUTIVE PERSONNEL COMMITTEE

Committee Members:

Brett White (Chair)
 Vanessa C.L. Chang
 James T. Morris
 Richard T. Schlosberg, III
 Peter J. Taylor

Meetings in 2016: 3

Key Responsibilities:

Review the performance and set the compensation of designated elected officers, including the executive officers.

Review director compensation for consideration and action by the Board.

Approve the design of executive compensation programs, plans and arrangements.

Approve stock ownership guidelines for officers and recommend director stock ownership guidelines to the Board.

Review and assess whether any risks arising from compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

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NOMINATING/CORPORATE GOVERNANCE COMMITTEE

Committee Members:	Key Responsibilities:
Richard T. Schlosberg, III (Chair)	Identify and recommend director candidates.
Jagjeet S. Bindra	Periodically review Board size and composition.
Linda G. Stuntz	Make recommendations to the Board regarding Board committee and committee chair assignments and the EIX independent Board Chair appointment.
William P. Sullivan	Review related party transactions.
Brett White	Periodically review and recommend updates to the Corporate Governance Guidelines and Board committee charters.
Meetings in 2016: 6	Advise the Board with respect to corporate governance matters.
	Oversee the annual evaluation of the Board and Board committees.
	Review the orientation program for new directors and continuing education activities for all directors.

FINANCE, OPERATIONS AND SAFETY OVERSIGHT COMMITTEE

Committee Members:	Key Responsibilities:
Jagjeet S. Bindra (Chair)	Review and monitor capital spending and investments in subsidiaries compared to the annual budget approved by the Board, and receive post-completion reports from management on all major capital projects.
Louis Hernandez, Jr.	Monitor operational and service excellence performance metrics.
Linda G. Stuntz	Monitor significant developments relating to safety, reliability and affordability, specifically including cybersecurity, business resiliency and emergency response, and the availability of appropriate resources to achieve objectives in these areas.
William P. Sullivan	Annually review the sources and uses of funds and the trust investments of the Company.
Ellen O. Tauscher	Authorize financing, redemption and repurchase transactions.
Meetings in 2016: 4	

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ITEM 1: ELECTION OF DIRECTORS

Director Compensation

The following table presents information regarding the compensation paid for 2016 to our non-employee directors. The compensation paid to any director who is also an employee of EIX or SCE is presented in the EIX and SCE Summary Compensation Tables and the related explanatory tables.

Director Compensation Table Fiscal Year 2016

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾⁽²⁾ (\$)	Option Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁴⁾ (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Jagjeet S. Bindra	\$125,125	\$135,032				\$10,000	\$270,157
Vanessa C.L. Chang	\$124,000	\$135,032			\$24,331	\$10,000	\$293,363
Louis Hernandez, Jr.	\$55,000	\$67,537			\$250		\$122,787
James T. Morris	\$82,500	\$135,032			\$718		\$218,250
Richard T. Schlosberg, III	\$123,125	\$135,032			\$43,993	\$10,000	\$312,150
Linda G. Stuntz	\$110,000	\$135,032			\$2,152	\$10,000	\$257,184
William P. Sullivan	\$127,625	\$150,666					\$278,291
Ellen O. Tauscher	\$116,000	\$135,032			\$1,102		\$252,133
Peter J. Taylor	\$131,000	\$135,032				\$10,000	\$276,032
Brett White	\$144,375	\$135,032			\$22,606	\$10,000	\$312,013

The amounts reported for stock awards reflect the aggregate grant date fair value of those awards computed in accordance with FASB ASC (1) Topic 718. For a discussion of the assumptions and methodologies used to calculate the amounts reported, see Note 8 (Compensation and Benefit Plans) to EIX's Consolidated Financial Statements, included as part of EIX's 2016 Annual Report.

Each non-employee director, other than Mr. Hernandez, was granted a total of 1,926 shares of EIX Common Stock or fully-vested deferred stock units on April 28, 2016, and each share or unit had a value of \$70.11 on the grant date. Mr. Hernandez was granted 917 fully-vested deferred stock units on August 25, 2016 in connection with his initial election to the Board, and each unit had a value of \$73.65 on the grant date. Mr. Sullivan was granted an additional 219 shares of EIX Common Stock on October 3, 2016 in connection with his appointment as Chair of the EIX Board, and each share had a value of \$71.39 on the grant date. None of the non-employee directors had unvested deferred stock units as of December 31, 2016.

We have not granted stock options to our non-employee directors since 2009. The number of outstanding EIX stock options from grants in prior (3) years held by each non-employee director as of December 31, 2016 was as follows: Ms. Chang and Mr. White 7,500 each. The other non-employee directors do not have any EIX stock options outstanding.

(4) Amounts reported consist of interest on deferred compensation account balances considered under SEC rules to be at above-market rates.

EIX has a matching gift program that provides assistance to qualified public and private schools by matching dollar-for-dollar gifts of at least \$25 up to a prescribed maximum amount per calendar year for the Company's employees and EIX and SCE directors. The amounts in this column reflect matching gifts made by EIX pursuant to this program in 2016. EIX matches aggregate director contributions of up to \$10,000 per calendar (5) year to qualified schools. Under the Director Matching Gift Program, matching amounts for non-cash gifts are determined based on the value of the gift on the date given by the director. For purposes of determining the date on which a gift of publicly-traded stock is given, the date is based on the date stock ownership transfers to the qualified school.

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ITEM 1: ELECTION OF DIRECTORS

Annual Retainer and Meeting Fees

Compensation for non-employee directors during 2016 included an annual retainer, fees for attending certain meetings, and an annual equity award. Directors were offered the opportunity to receive all of their compensation on a deferred basis under the EIX Director Deferred Compensation Plan. The following table sets forth the cash retainers and meeting fees paid to directors in 2016:

Type of Fee	Jan. to Sept. 2016	Oct. to Dec. 2016
Board Retainer Per Quarter	\$27,500	\$27,500
Additional Board Retainer Per Quarter to:		
Audit Committee Chair	\$5,000	\$5,000
Compensation Committee Chair	\$3,750	\$4,375
Other Committee Chairs	\$3,125	\$3,750
Lead Director	\$6,250	N/A
Chair of the EIX Board	N/A	\$15,625
Fee Per Meeting: ⁽¹⁾		
Shareholder/Board/Committee	N/A	N/A
Other Business Meeting	\$2,000	\$2,000

Directors are not paid meeting fees for attending shareholder, Board or Board committee meetings. They are paid a \$2,000 fee for attending any other business meeting on behalf of the Company as a director, for example, cybersecurity oversight group meetings (see page 10). No director received more than \$6,000 in meeting fees in 2016. Directors only receive one meeting fee for any concurrent meetings attended by the director.

All directors are also reimbursed for out-of-pocket expenses for serving as directors and are eligible to participate in the Director Matching Gift Program described in footnote (5) to the Director Compensation Table above.

Annual Equity Awards

Upon initial election or re-election to the Board, non-employee directors are granted an annual equity award of EIX Common Stock or deferred stock units (as explained below) with an aggregate grant date value of \$135,000. Upon initial appointment or re-appointment of a non-employee director as Chair of the EIX Board, the director is granted an additional annual equity award of EIX Common Stock or deferred stock units with an aggregate grant date value of \$62,500. If the grant date of an award for an initial election to the Board or initial appointment as Chair of the EIX Board occurs after the date of EIX's Annual Meeting for that year, then the grant date value of the award is prorated by multiplying it by the following percentage: 75% if the grant date is in the second quarter of the year; 50% if the grant date is in the third quarter of the year; 25% if the grant date is in the fourth quarter of the year.

The number of shares or units granted is determined by dividing the grant date value of the equity award (\$135,000, \$62,500, or a prorated portion thereof, as described above) by the closing price of EIX Common Stock on the grant date and rounding up to the next whole share. Each award is fully vested when granted.

The annual equity award for an initial election to the Board is made in the form of deferred stock units. For re-election awards and the additional equity award for appointment or re-appointment as Chair of the EIX Board, directors have the opportunity to elect in advance to receive such awards entirely in EIX Common Stock, entirely in deferred stock units, or in any combination of the two. A deferred stock unit is a contractual right to receive one share of EIX Common Stock. Deferred stock units are credited to the director's account under the EIX Director Deferred Compensation Plan described below. Deferred stock units cannot be voted or sold. They accrue dividend equivalents on the ex-dividend date, if and when dividends are declared on EIX Common Stock. The accrued dividend equivalents are converted to additional deferred stock units.

Each director's equity award in 2016 was granted under the EIX 2007 Performance Incentive Plan. Directors serving on both Company Boards receive only one award per year for election to the Boards. In April 2016, EIX shareholders approved amendments to the EIX 2007 Performance Incentive Plan, including a limit of \$500,000 per calendar year on the grant date fair value of awards to each non-employee director. In 2016, each non-employee director received equity awards totaling less than \$200,000 in grant date fair value.

EIX Director Deferred Compensation Plan

The EIX Director Deferred Compensation Plan is separated into two plan documents. The grandfathered plan document applies to deferrals earned prior to January 1, 2005, while the 2008 plan document applies to deferrals earned on or after January 1, 2005.

Non-employee directors are eligible to defer up to 100% of their retainers and meeting fees. Any portion of a director's annual equity award that he or she elects to receive as deferred stock units is automatically deferred. Amounts deferred (other than deferred stock units) accrue interest until paid to the director at a rate equal to the average monthly Moody's Corporate Bond Yield for Baa Public Utility Bonds over a 60-month period ending September 1 of the prior year.

Payment of Grandfathered Plan Benefits

Amounts deferred under the grandfathered plan document (other than deferred stock units) may be deferred until a specified date, retirement, death or discontinuance of service as a director. At the director's election, any such compensation deferred until retirement or death may be paid as a lump sum, in monthly installments over 60, 120, or 180 months, or in a combination of a partial lump sum and installments. Any such deferred compensation is paid as a single lump sum or in three annual installments upon any other discontinuance of service as a director. Directors may elect at the time of deferral to receive payment on a fixed date. Deferred amounts may also be paid in connection with a change in control of EIX or SCE in certain circumstances.

Deferred stock units may be deferred until retirement, death or discontinuance of service as a director, and when payable will be distributed in EIX Common Stock. Payment will be made in a lump sum upon the director's retirement, unless a request to receive distribution in annual installments over 5, 10, or 15 years was previously approved. Discontinuance of service as a director prior to retirement will result in a lump sum payout of deferred stock units. Upon the director's death, any remaining deferred stock unit balance will be paid to the director's beneficiary in a lump sum.

Deferred stock units may also be paid in connection with a change in control of EIX or SCE in certain circumstances.

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Payment of 2008 Plan Benefits

Any amounts deferred under the 2008 plan document (including deferred stock units) may be deferred until a specified date no later than the date the director turns age 75, retirement, death, disability or other separation from service. Directors have sub-accounts for each annual deferral for which the following forms of payment may be elected:

- Single lump-sum;
- Two to fifteen annual installments;
- Monthly installments for 60 to 180 months; or
- Any combination of the above.

Payments triggered by retirement, death, disability or other separation from service may begin upon the applicable triggering event or a specified number of months and/or years following the applicable triggering event. However, payments may not begin later than the director's 75 birthday unless the director is still on the Board. Payments are subject to certain administrative earliest payment date rules, and may be delayed or accelerated under the 2008 plan document if permitted or required under Section 409A of the Internal Revenue Code.

If a director who was eligible to participate in the plan by December 31, 2008 dies within ten years of his or her initial eligibility to participate in the plan, the director's remaining deferred compensation account balance will be doubled and paid to his or her beneficiary. However, deferred stock units and any amounts attributable to dividend equivalents previously associated with stock options will not be doubled. All amounts payable are treated as obligations of EIX.

Determination of Director Compensation

The Board makes all decisions regarding director compensation. These decisions are normally made after receiving recommendations from the Compensation Committee. The Compensation Committee makes its recommendations after receiving input from its independent compensation consultant and management. The Compensation Committee retained Pay Governance LLC (Pay Governance) to evaluate and make recommendations regarding director compensation for 2016. Pay Governance's assistance included helping the Compensation Committee identify industry trends and norms for director compensation, reviewing and identifying peer group companies, and evaluating director compensation data for these companies. The changes made to director compensation in 2016, including the additional cash retainer and equity award for the Chair of the EIX Board, were based on analysis and recommendations provided by Pay Governance. Management's input focuses on legal, compliance, and administrative issues.

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Our Stock Ownership**Directors, Director Nominees and Executive Officers**

The following table shows the number of shares of EIX Common Stock beneficially owned as of March 3, 2017, except as otherwise indicated, by each of our directors, director nominees, officers and former officers named in the EIX and SCE Summary Compensation Tables (NEOs), and our current directors and executive officers as a group. None of the persons in the table beneficially owns any other equity securities of the Company or its subsidiaries. The table includes shares that the individual has a right to acquire through May 3, 2017.

Name of Beneficial Owner	Category	Deferred Stock Units ⁽¹⁾	Stock Options	Common Stock Shares ⁽²⁾	Total Shares Beneficially Owned ⁽³⁾	Percent of Class ⁽⁴⁾
Jagjeet S. Bindra	Director	3,581		8,357	11,938	*
Vanessa C.L. Chang	Director/Nominee	5,410	7,500	113	13,023	*
Louis Hernandez, Jr.	Director/Nominee	930			930	*
James T. Morris	Director/Nominee	393			393	*
Kevin M. Payne	SCE Director/Nominee		42,918	6,649	49,567	*
	EIX/SCE NEO					
Pedro J. Pizarro	Director/Nominee		134,411	38,734	173,145	*
	EIX/SCE NEO					
Richard T. Schlosberg, III	Director	39,944		5,000	44,944	*
Linda G. Stuntz	Director/Nominee	632		1,000	1,632	*
William P. Sullivan	Director/Nominee			4,214	4,214	*
Ellen O. Tauscher	Director/Nominee	4,581		217	4,798	*
Peter J. Taylor	Director/Nominee			1,965	1,965	*
Brett White	Director/Nominee	27,034	7,500		34,534	*
Ronald L. Litzinger	EIX NEO		624,920	67,190	690,210	*
Adam S. Umanoff	EIX NEO		60,790	994	61,784	*
Maria Rigatti	EIX/SCE NEO		30,567	14,868	45,435	*
William M. Petmecky, III	SCE NEO		8,029	1,781	9,810	*
Ronald O. Nichols	SCE NEO		21,048	3,371	24,419	*
Russell C. Swartz	SCE NEO		182,236	24,538	206,774	*
Peter T. Dietrich ⁽⁵⁾	SCE NEO		68,594	16,171	84,765	*
Theodore F. Craver, Jr. ⁽⁶⁾	EIX NEO		2,448,181	287,168	2,735,349	*
W. James Scilacci ⁽⁷⁾	EIX NEO		391,306	46,301	437,607	*
EIX Directors and Executive Officers as a Group (20 individuals)		82,505	1,075,396	169,259	1,327,160	*
SCE Directors and Executive Officers as a Group (17 individuals)		82,505	505,886	113,671	702,062	*

The reported number consists only of deferred stock units that could be settled in shares of EIX Common Stock within 60 days at the director's discretion (for example, by retirement). However, all deferred stock units held by a director count toward the stock ownership requirement for directors. In addition to the deferred stock units reported in this table, Messrs. Taylor and Morris hold 12,403 and 1,573 fully-vested deferred stock units, and Meses. Chang, Stuntz and Tauscher hold 21,638, 5,690, and 1,091 fully-vested deferred stock units, respectively. These additional deferred stock units will also be settled in shares of EIX Common Stock, but in accordance with SEC rules are not included in the table because they cannot be settled in shares of EIX Common Stock within 60 days at the director's discretion.

(1) Except as follows, each individual has sole voting and investment power:

Shared voting and sole investment power: Mr. Payne 2,184; Ms. Rigatti 5,553; Mr. Umanoff 994; Mr. Nichols 1,779; all EIX directors and executive officers as a group 16,022; and all SCE directors and executive officers as a group 9,579.

Shared voting and shared investment power: Mr. Bindra 8,357; Ms. Chang 113; Mr. Litzinger 61,389; Mr. Nichols 295; all EIX directors and executive officers as a group 71,660; and all SCE directors and executive officers as a group 8,765.

(2) Includes shares listed in the three columns to the left.

(3) Each individual beneficially owns less than 1% of the shares of EIX Common Stock.

(4) Mr. Dietrich retired as SCE Senior Vice President effective January 20, 2017. His EIX Common Stock shares are reported as of January 20, 2017.

(5) Mr. Craver retired as EIX Chairman and CEO effective September 30, 2016. His EIX Common Stock shares are reported as of December 28, 2017.

(6)

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Mr. Scilacci retired as EIX Executive Vice President and Chief Financial Officer effective September 30, 2016. His EIX Common Stock shares are reported as of December 21, 2016.

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ITEM 1: ELECTION OF DIRECTORS

Other Shareholders

The following are the only shareholders known to beneficially own more than 5% of any class of EIX or SCE voting securities as of December 31, 2016, except as otherwise indicated:

Title of Class of Stock	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
EIX Common Stock	The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	25,636,237 ⁽¹⁾	7.9%
EIX Common Stock	State Street Corporation One Lincoln Street Boston, MA 02111	25,631,157 ⁽²⁾	7.9%
EIX Common Stock	BlackRock Inc. 55 East 52 nd Street New York, NY 10055	23,356,460 ⁽³⁾	7.2%
EIX Common Stock	JPMorgan Chase & Co. 270 Park Ave. New York, NY 10017	16,898,630 ⁽⁴⁾	5.1%
SCE Common Stock	Edison International 2244 Walnut Grove Avenue Rosemead, CA 91770	434,888,104 ⁽⁵⁾	100%

This information is based on a Schedule 13G filed with the SEC on February 9, 2017. The Vanguard Group reports it has sole voting power over (1) 549,552 shares, shared voting power over 64,792 shares, sole investment power over 25,063,409 shares, and shared investment power over 572,828 shares.

This information is based on a Schedule 13G filed with the SEC on February 14, 2017. Acting in various fiduciary capacities, State Street reports it has shared voting and investment power over all shares. This includes 8,900,259 shares, or 2.7% of the class, held by State Street as the (2) 401(k) Plan Trustee. 401(k) Plan shares are voted in accordance with instructions given by participants, whether vested or not. 401(k) Plan shares for which instructions are not received will be voted by the 401(k) Plan trustee in the same proportion to the 401(k) Plan shares voted by other 401(k) Plan Shareholders, unless contrary to ERISA.

This information is based on a Schedule 13G filed with the SEC on January 24, 2017. BlackRock Inc. reports it has sole voting power over (3) 20,271,273 shares and sole investment power over all shares.

This information is based on a Schedule 13G filed with the SEC on January 19, 2017. JPMorgan Chase reports it has sole voting power over (4) 15,311,419 shares, shared voting power over 105,858 shares, sole investment power over 16,683,688 shares, and shared investment power over 214,284 shares.

EIX became the holder of all issued and outstanding shares of SCE Common Stock on July 1, 1988, when it became the holding company of (5) SCE. EIX continues to have sole voting and investment power over these shares.

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ITEM 2: RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the Independent Auditor retained to audit the Company's financial statements. The Audit Committee has selected PricewaterhouseCoopers LLP (PwC) as the Company's Independent Auditor for calendar year 2017. The Company is asking shareholders to ratify this appointment.

PwC is an international accounting firm which provides leadership in public utility accounting matters. Representatives of PwC are expected to attend the Annual Meeting to respond to appropriate questions and to make a statement if they wish.

PwC has been retained as the Company's Independent Auditor continuously since 2002. The Audit Committee has adopted restrictions on hiring certain persons formerly associated with PwC into an accounting or financial reporting oversight role to help ensure PwC's continuing independence.

The Audit Committee meets annually in executive session without PwC present to evaluate the quality of PwC's audit services and their performance, including PwC's industry knowledge from an accounting and tax perspective, PwC's continued independence and professional skepticism, the Committee's discussions with management about PwC's performance, and information available from Public Company Accounting Oversight Board (PCAOB) inspection reports.

The Audit Committee annually considers whether the Independent Auditor firm should be reappointed for another year. The lead engagement partner is required to rotate off the Company's audit every five years. The Audit Committee is involved in the selection of the lead engagement partner. In 2015, in connection with the mandated rotation of PwC's lead engagement partner effective beginning with PwC's audit of the Company's 2016 financial statements, the Company interviewed candidates who met professional, industry and personal criteria, and selected finalists. The Audit Committee Chair participated in interviews with the finalists and selected the lead engagement partner, in consultation with the Audit Committee.

The Audit Committee considered several factors when determining whether to reappoint PwC as the Company's Independent Auditor, including:

- The length of time PwC has been engaged;

- PwC's knowledge of the Company and its personnel, processes, accounting systems and risk profile;

- The quality of the Audit Committee's ongoing discussions with PwC, their independence and professional skepticism; and

- An assessment of the professional qualifications, utility industry experience and past performance of PwC, its lead engagement partner, and other members of the core engagement team.

The Audit Committee and the Board believe that the continued retention of PwC to serve as the Company's Independent Auditor is in the best interests of the Company and its investors.

The Company is not required to submit this appointment to a shareholder vote. Ratification would be advisory only. However, if the shareholders of either EIX or SCE do not ratify the appointment, the Audit Committee will investigate the reasons for rejection by the shareholders and will reconsider the appointment.

The Board recommends you vote FOR Item 2.

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ITEM 2: RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Independent Auditor Fees

The following table sets forth the aggregate fees billed by PwC to EIX (consolidated total including EIX and its subsidiaries) and SCE, respectively, for the fiscal years ended December 31, 2016 and December 31, 2015:

Type of Fee	EIX and Subsidiaries (\$000)		SCE (\$000)	
	2016	2015	2016	2015
Audit Fees ⁽¹⁾	\$6,511	\$6,326	\$5,632	\$5,488
Audit-Related Fees ⁽²⁾	60	240	60	240
Tax Fees ⁽³⁾	693	1,402	389	713
All Other Fees ⁽⁴⁾	96	1,248	96	1,248
TOTAL	\$7,360	\$9,216	\$6,177	\$7,689

(1) These represent fees for professional services provided in connection with the audit of the Company's annual financial statements and internal controls over financial reporting, and reviews of the Company's quarterly financial statements.

(2) These represent fees for assurance and related services related to the performance of the audit or review of the financial statements and not reported under Audit Fees above.

(3) These represent fees for tax-related compliance and other tax-related services to support compliance with federal and state tax reporting and payment requirements, including tax return review and review of tax laws, regulations or cases.

(4) These represent fees for consulting services related to San Onofre Nuclear Generating Station decommissioning and other miscellaneous services.

The Audit Committee annually approves all proposed audit fees in executive session without PwC present, considering several factors, including a breakdown of the services to be provided, proposed staffing and hourly rates, and changes in the Company and industry from the prior year. The audit fees are the culmination of a process which included a comparison of the prior year's proposed fees to actual fees incurred and fee proposals for known and anticipated 2016 services in the audit, audit-related, tax and other categories. The Audit Committee's deliberations consider balancing the design of an audit scope that will achieve a high quality audit with driving efficiencies from both the Company and PwC while compensating PwC fairly.

The Audit Committee is required to pre-approve all audit and permitted non-audit services performed by PwC to ensure these services will not impair the firm's independence.

The Audit Committee has delegated to the Committee Chair the authority to pre-approve services between Committee meetings, provided that any pre-approval decisions are presented to the Committee at its next meeting. PwC must assure that all audit and non-audit services provided to the Company have been approved by the Audit Committee.

During the fiscal year ended December 31, 2016, all services performed by PwC were pre-approved by the Audit Committee, irrespective of whether the services required pre-approval under the Exchange Act.

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ITEM 2: RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Audit Committee Report

The Audit Committee is composed of five independent directors and operates under a charter adopted by the Board, which is posted on our website at www.edison.com/corpgov. The Audit Committee complied with the requirements of its charter in 2016.

The Board has determined that each Audit Committee member is independent and financially literate, and that at least one member has accounting or other related financial management expertise, as such qualifications are defined by NYSE rules, our Corporate Governance Guidelines, and/or the Committee charter. The Board has also determined that directors Chang, Hernandez and Taylor each qualify as an audit committee financial expert as defined by SEC rules.

The Audit Committee's key responsibilities are described above under *Board Committees – Audit Committee*. The Audit Committee's role in risk oversight is described above under *Our Corporate Governance – What is the Board's role in risk oversight?*

Audit Committee meeting agendas are developed based on input from each Committee member, the Independent Auditor, the General Auditor, and management. In 2016, the Committee requested and received presentations on significant risk issues and a variety of topics, such as:

- Power procurement accounting;

- New accounting standards related to revenue recognition and lease accounting;

- The Company's privacy compliance program; and

- Records management.

Management is responsible for the Company's internal controls and the financial reporting process, including the integrity and objectivity of the financial statements. The Independent Auditor performs an independent audit of the Company's financial statements under the standards of the PCAOB and issues a report on the financial statements. The Audit Committee monitors and oversees these processes. The Committee members are not accountants or auditors by profession and therefore have relied on certain representations from management and the Independent Auditor in carrying out their responsibilities.

In discharging our oversight responsibilities in connection with the December 31, 2016 financial statements, the Audit Committee:

- Reviewed and discussed the audited financial statements with the Company's management and the Independent Auditor;

- Discussed various matters with the Independent Auditor, including matters required by the PCAOB's standard

- Communications with Audit Committees; and

- Received the written disclosures and PwC's letter confirming its independence from the Company, and discussed such independence with PwC.

Based upon these reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's 2016 Annual Report to be filed with the SEC.

Peter J. Taylor, Chair

Vanessa C.L. Chang

Louis Hernandez, Jr.

James T. Morris

Ellen O. Tauscher

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ITEM 3: ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION

The advisory vote to approve the Company's executive compensation, commonly known as Say-on-Pay, gives shareholders the opportunity to endorse or not endorse our executive compensation. This advisory vote is required by SEC rules to be provided at least once every three years. However, in 2011, our shareholders voted in favor of holding the advisory vote every year, and the Board determined that it would be held annually. The Company's Say-on-Pay proposal received support from at least 91% of the votes cast in each of the last six years.

Our executive compensation program is described under *Compensation Discussion and Analysis* below. We encourage you to read it carefully. Our executive compensation program is reviewed and approved by the Compensation Committee. The Board believes our executive compensation structure is competitive, aligns compensation with shareholder value and serves shareholders well.

EIX and SCE request shareholder approval of the compensation paid to the Company's named executive officers, as disclosed in this Proxy Statement under the SEC's compensation disclosure rules, including the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables.

The Company values constructive dialogue with shareholders on compensation and other important governance matters. Because your vote is advisory, it will not be binding on the Board or the Company and will not be construed as overruling a decision by the Board or the Company. However, the Compensation Committee will consider the outcome of the vote and any constructive feedback from shareholders when making future executive compensation decisions. See *Compensation Summary Shareholder Communication and Compensation Program for 2017*.

It is expected that the next Say-on-Pay vote will occur at the 2018 Annual Meeting.

The Board recommends you vote FOR Item 3.

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ITEM 4: ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES

Item 3 above provides our shareholders the opportunity to cast an advisory Say-on-Pay vote to endorse or not endorse the compensation of our named executive officers. In 2011, our shareholders voted in favor of holding the Say-on-Pay vote every year, and the Board determined that it would be held annually. The Board continues to believe that Say-on-Pay votes should be conducted every year so that shareholders may annually express their views on the Company's executive compensation program.

SEC rules require that at least every six years the Company provide our shareholders the opportunity to cast an advisory vote on how often we should include a Say-on-Pay proposal in our proxy materials for future shareholder meetings at which directors will be elected and for which we must include executive compensation information in the proxy statement for that meeting. Under this Item 4, shareholders are given the choice in the proxy card to vote to have the Say-on-Pay vote every year, every two years or every three years, or abstain from voting. Therefore, shareholders will not be voting to approve or disapprove the Board's specific recommendation.

Like the Say-on-Pay vote, your vote on this Item 4 is advisory and will not be binding upon the Board or the Company. However, the Board and its Compensation Committee value the opinions expressed by shareholders and will take into account the outcome of the vote when considering the frequency of future Say-on-Pay votes.

The Board recommends you vote to hold the Say-on-Pay vote every year.

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COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (CD&A) describes the principles of our executive compensation program, how we applied those principles in compensating our named executive officers (NEOs) for 2016, and how we use our compensation program to drive performance. We also discuss the roles and responsibilities of our Compensation Committee (the Committee) in determining executive compensation. The CD&A is organized as follows:

Compensation Summary

What We Pay and Why: Elements of Total Direct Compensation

How We Make Compensation Decisions

Post-Employment and Other Benefits

Other Compensation Policies and Guidelines

The CD&A contains information relevant to your decision regarding the advisory vote to approve our executive compensation (Item 3 on your Proxy Card). When voting on Item 3, EIX shareholders will vote on EIX executive compensation, while SCE shareholders will vote on SCE executive compensation.

Compensation Summary

Certain key information about our executive compensation program is highlighted in this Compensation Summary.

Executive Compensation Practices

Our executive compensation program is designed with the objective of strongly linking pay with performance. The table below highlights our current compensation practices for NEOs, including practices we believe drive performance and are aligned with good governance principles, and practices we have not implemented because we do not believe they would serve our shareholders long-term interests.

What We Do

We tie pay to performance by making the majority of compensation at risk and linking it to shareholders' interests

We target a competitive range around the market median for base salary and annual and long-term incentives

We compare executive compensation to a peer group defined by a recognized market index

We balance multiple metrics for annual and long-term incentives

We have double-trigger change in control provisions for equity award vesting

We seek shareholder feedback on our executive compensation program and share the feedback with the Board and the Committee

We have stock ownership guidelines, which include holding requirements, and an incentive compensation clawback policy

Our Committee's compensation consultant is independent and does not provide any other services to the Company

What We Don't Do

We do not have any employment contracts

We do not provide excise tax gross-ups on change in control payments

We do not have individually negotiated change in control agreements

We do not provide perquisites

We do not provide personal use of any corporate aircraft

We do not reprice or allow the cash buyout of stock options with exercise prices below the current market value of EIX Common Stock

We do not permit pledging of Company securities by directors or EIX executive officers

We do not permit hedging of Company securities by directors or employees

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COMPENSATION DISCUSSION AND ANALYSIS

Leadership Transition

The 2016 compensation of NEOs reported in the tables below reflects compensation changes resulting from our leadership transition during 2016. As discussed above, effective September 30, 2016, Theodore F. Craver, Jr. retired from his position as EIX's Chairman and CEO, and Pedro J. Pizarro succeeded him as EIX CEO. Effective June 1, 2016, Mr. Pizarro became EIX President, Kevin M. Payne became SCE CEO and Ronald O. Nichols became SCE President.

In addition, effective September 30, 2016, W. James Scilacci retired from his position as EIX Executive Vice President (EVP) and Chief Financial Officer (CFO), and Maria Rigatti succeeded him. William M. Petmecky, III was promoted effective September 30, 2016 to replace Ms. Rigatti as SCE's Senior Vice President (SVP) and CFO.

The Committee generally targets a competitive range of +/-15% around the market median for base salary and annual and long-term incentives for each NEO position. However, the Committee set compensation for most of the newly promoted NEOs below this range for their new positions, with the opportunity for increases after evaluating their performance in their new positions. More information is under *What We Pay and Why: Elements of Total Direct Compensation* and *How We Make Compensation Decisions: Use of Competitive Data*.

The two charts below in this "Compensation Summary" compare EIX CEO pay to EIX's performance and to peer group median pay for a five-year period. Since Mr. Craver served as EIX CEO during all but the last three months of this period, his compensation is used for these purposes.

EIX NEOs for 2016

EIX NEOs are identified below. EIX shareholders will vote on EIX executive compensation.

EIX NEOs	Title
Pedro J. Pizarro	EIX CEO effective 9/30/16; EIX President effective 6/1/16; SCE President through 5/31/16
Theodore F. Craver, Jr.	EIX Chairman of the Board and CEO through 9/30/16; also EIX President through 5/31/16
Maria Rigatti	EIX EVP and CFO effective 9/30/16; SCE SVP and CFO through 9/30/16
W. James Scilacci	EIX EVP and CFO through 9/30/16
Adam S. Umanoff	EIX EVP and General Counsel
Kevin M. Payne	SCE CEO effective 6/1/16; SCE SVP through 5/31/16
Ronald L. Litzinger	Edison Energy Group (EEG) President; also EIX EVP through 3/28/16

SCE NEOs for 2016

SCE NEOs are identified below. SCE shareholders will vote on SCE executive compensation.

SCE NEOs	Title
Kevin M. Payne	CEO effective 6/1/16; SVP through 5/31/16
Pedro J. Pizarro	President through 5/31/16
William M. Petmecky, III	SVP and CFO effective 9/30/16; Vice President and Treasurer through 9/30/16
Maria Rigatti	SVP and CFO through 9/30/16
Ronald O. Nichols	President effective 6/1/16; SVP through 5/31/16
Russell C. Swartz	SVP and General Counsel
Peter T. Dietrich	SVP through 1/20/17

Executive Benefit Changes

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In the last two years, the Committee has approved changes to various executive benefits after a thorough review of our compensation and benefits program. The key changes are below. More information is under *Potential Payments Upon Termination or Change in Control*, *Executive Survivor Benefit Plan*, *Other Compensation Policies and Guidelines*, *Stock Ownership Guidelines*, *Non-Qualified Deferred Compensation*, *Executive Deferred Compensation Plan* and *Pension Benefits*, *Executive Retirement Plan*.

Benefit	Change	Effective Date	Key Objectives of Changes
Executive Survivor Benefit Plan	Terminated	December 31, 2016	
Long-Term Incentive Awards	Added holding requirements for officers subject to Stock Ownership Guidelines	February 22, 2017	Decrease portion of compensation and benefits package not directly tied to performance Simplify benefits for new executives
Executive Deferred Compensation Plan	Eliminated matching contributions	January 1, 2018	Continue strong compliance with Stock Ownership Guidelines for Officers
Executive Retirement Plan	Reduced plan benefit	January 1, 2018	

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COMPENSATION DISCUSSION AND ANALYSIS

Elements and Objectives of Total Direct Compensation

Element	Form	Key Objective	% of EIX CEO Target Total Direct Compensation*
Base Salary	Fixed Pay: Cash	Establish a pay foundation to attract and retain qualified executives	14%
Annual Incentive Awards	Variable Pay: Cash	Focus executives' attention on specific financial, strategic and operating objectives of the Company that we believe will increase shareholder value and benefit customers	15%
	Variable Pay: Equity	Align executive pay with long-term value provided to shareholders	71%
	50% stock options	Link compensation to stock price increase	
	25% performance shares	Reward relative shareholder return compared to peers and earnings per share compared to pre-established targets	
Long-Term Incentive Awards	25% restricted stock units	Encourage retention, with value tied to absolute shareholder return	

In this CD&A, the term "target total direct compensation" means the sum of the NEO's salary, target annual incentive award, and grant date fair value of long-term incentive awards for the particular year. The 2016 target total direct compensation of Messrs. Craver and Pizarro was averaged to calculate the disclosed % of EIX CEO Target Total Direct Compensation.

Alignment of EIX CEO Pay with Performance

During the five-year period from 2012 to 2016, EIX's TSR was approximately 100%. Mr. Craver's total direct compensation changed by less than 10% during the period. Total direct compensation, or TDC, means the sum of base salary, the actual annual incentive award paid for the year and the grant date fair value of long-term incentive awards (columns (c), (e), (f) and (g) of the Summary Compensation Table) for the NEO for the year.

The following chart shows the alignment over the past five years between Mr. Craver's total direct compensation and our indexed TSR, which represents the value of an initial investment of \$100 in EIX common stock at the beginning of the five-year period, and assumes that dividends are reinvested on the ex-dividend date. For purposes of comparison, the 2016 CEO TDC in the chart represents Mr. Craver's pro forma total direct compensation for the full 2016 year, assuming he continued receiving the same salary rate and annual incentive award as a percent of salary for the remainder of the year.

**EIX CEO Total Direct Compensation (TDC)
vs. Indexed TSR 2012-2016**

In this Proxy Statement, for all purposes other than performance share payouts, TSR is calculated using the difference between (i) the closing stock price for the relevant stock on the last NYSE trading day preceding the first day of the relevant period and (ii) the closing stock price for the relevant stock on the last trading day of the relevant period, and assumes all dividends during the period are reinvested on the ex-dividend date. Under this methodology, EIX's 2014-2016 TSR was at the 90th percentile of the Philadelphia Utility Index. A different methodology is used to (1) determine performance share payouts: TSR is calculated using the difference between (i) the average closing stock price for the stock for the 20 trading days ending with the last NYSE trading day preceding the first day of the performance period and (ii) the average closing stock price for the stock for the 20 trading days ending with the last trading day of the performance period, and assumes all dividends are reinvested on the ex-dividend date (see "Long-Term Incentive Awards" below). Under this methodology, EIX's TSR for the 2014-2016 performance period was also at the 90th percentile of the Philadelphia Utility Index.

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COMPENSATION DISCUSSION AND ANALYSIS

Comparison of EIX CEO Pay with Peer Group

The following chart shows Mr. Craver's total direct compensation for the last five years as reported in the EIX Summary Compensation Table, compared to the median TDC for the chief executive officers of the companies that comprise the Philadelphia Utility Index peer group. The 2016 CEO TDC in the chart represents Mr. Craver's pro forma total direct compensation for the full 2016 year. (The 2016 Peer Median TDC in the chart is the same as the 2015 Peer Median TDC, since peer group data for 2016 was generally unavailable in time to include in this Proxy Statement.)

Mr. Craver's total direct compensation was somewhat above the peer group median from 2012 through 2014, due primarily to chief executive officer turnover at peer companies and annual incentive awards for Mr. Craver that were significantly above-target, largely as a result of above-target core earnings.² Mr. Craver's 2015 and pro forma 2016 total direct compensation was slightly below the peer group median, largely due to the annual incentive awards at peer companies.

Mr. Pizarro's total direct compensation in 2016 was significantly below the peer group median for chief executive officers. His compensation before the September 30 effective date of his election as EIX CEO was targeted at the market median for his prior positions (SCE President through May 31 and EIX President from June 1 through September 29). In addition, his annualized compensation after the effective date of his election as EIX CEO was below the peer group median for chief executive officers. For purposes of comparison, the following chart shows Mr. Pizarro's pro forma total direct compensation for 2016, based on the annualized compensation the Committee approved in connection with the September 30, 2016 effective date of his election as EIX CEO.

EIX CEO vs. Peer Group Median TDC

Shareholder Communication and Compensation Program for 2017

We seek and value input from our shareholders. In 2016, we engaged with our major institutional shareholders to discuss the Company's corporate governance, executive compensation, and business strategy. Management shared the feedback received from these discussions with the Board and relevant Board committees.

EIX's Say-on-Pay proposal received support from approximately 96% of the votes cast in 2016. The Committee reviewed the results of the shareholder vote, including feedback from major shareholders. Taking the vote results and shareholder feedback into account, and considering trends in executive compensation and the best interests of shareholders, the Committee approved maintaining our executive compensation program with the following changes for 2017: the previously-approved termination of the Executive Survivor Benefit Plan went into effect; and the Company's stock ownership guidelines were amended February 22, 2017 to implement holding restrictions for EIX common stock acquired pursuant to long-term incentive awards. More information is under *Potential Payments Upon Termination or Change in Control*, *Executive Survivor Benefit Plan* and *Other Compensation Policies and Guidelines*, *Stock Ownership Guidelines*.

What We Pay and Why: Elements of Total Direct Compensation

We generally target a competitive range of +/-15% around the market median for each element of total direct compensation offered under our program: base salaries, annual cash incentives, and long-term equity-based incentives. The reasons for the Committee's decision to target the competitive range around the median level include:

- The policy of the applicable regulatory authorities that SCE should provide market level compensation, and the desire for internal compensation equity between EIX and SCE;
- Above-median compensation usually is not needed, except occasionally for recruitment and retention purposes and to reward exceptional performers; and

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Core earnings is defined on a consolidated basis for EIX as earnings attributable to EIX shareholders less non-core items. Non-core items include income or loss from discontinued operations, income resulting from allocation of losses to tax equity investor under the HLBV accounting method and income or loss from significant discrete items that management does not consider representative of ongoing earnings, such as: exit (2) activities, including sale of certain assets and other activities that are no longer continuing, write downs, asset impairments and other gains or losses related to certain tax, regulatory or legal settlements or proceedings. For a reconciliation of core earnings to net income determined under GAAP, see Management's Discussion and Analysis of Financial Condition and Results of Operations Management Overview Highlights of Operating Results included as part of the Company's 2016 Annual Report.

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COMPENSATION DISCUSSION AND ANALYSIS

Below-median compensation would create retention and recruitment difficulties.

A significant portion of our executives' total direct compensation is tied to company performance. The following charts show that incentive compensation comprised approximately 86% of EIX CEO 2016 target total direct compensation and approximately 70% of EIX's and SCE's other NEOs' 2016 target total direct compensation.

EIX CEO Pay Mix

Other NEO Pay Mix

This pay mix provides an opportunity for NEO compensation to reflect the upside and downside potential of company performance and helps to focus NEOs' attention on our financial, strategic and operating objectives, and shareholder returns.

Base Salary

For 2016, each NEO's base salary was evaluated according to his or her position and performance. For each position, a market base salary range was determined. The median of the range was the market median level of base salaries for comparable positions. We do not have employment contracts and our NEOs do not have contractual rights to receive fixed base salaries.

In connection with the leadership transition during 2016, the Committee increased the annual base salary rates of Messrs. Pizarro, Payne, Petmecky, and Nichols and Ms. Rigatti. After their respective final promotions for 2016, these NEOs' annual base salary rates were approximately 10-40% below the market median for their respective new positions. Each NEO has an opportunity for an increase in his or her annual base salary rate in 2017 after the NEO's performance in the new position is evaluated.

In addition, in early 2016, the Committee increased the base salary rates of Messrs. Scilacci and Umanoff and set them within 1% of the market median for their respective positions.

Annual Incentive Awards

Executive Incentive Compensation Plan

NEOs are eligible for annual incentive awards under the EIX Executive Incentive Compensation Plan for achieving financial, strategic and operational goals that are established at the beginning of each year. The goals are tied to the key elements of our strategy described on page 1 and specific quantitative targets are set for most of the goals.

The 2016 annual incentive award target value for each NEO was set as a percentage of the NEO's base salary (the Annual Incentive Target %). In connection with the leadership transition during 2016, the Committee increased the Annual Incentive Target % for Messrs. Pizarro, Payne, Petmecky, and Nichols and Ms. Rigatti, and set the respective Annual Incentive Target % within ten percentage points of the market median for the new positions. In addition, in early 2016, the Committee increased the respective Annual Incentive Target % for Messrs. Craver, Scilacci, and Umanoff to bring it closer to or approximately at the market median for their respective positions.

The minimum annual incentive award is \$0. The maximum award is 200% of target, which the Committee's independent compensation consultant, Pay Governance, advised is the most prevalent practice among the peer group companies.

The Committee determines annual incentive awards based on corporate and individual performance. The corporate performance factor is based on performance relative to the goals established at the beginning of the year. For each goal category, the

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Committee assigned a target score reflecting the relative weight given that goal category and a potential score range. In February 2017, the Committee determined the score achieved for each goal category, depending on the extent to which the goals were unmet, met or exceeded.

Separate goals were established for EIX and SCE. However, as reflected in the 2016 EIX Corporate Performance Scoring Matrix below, many of EIX's goals related to SCE's performance. Annual incentive awards for Messrs. Craver, Scilacci, Litzinger, and Umanoff were based on the EIX corporate performance factor. Annual incentive awards for Messrs. Payne, Petmecky, Dietrich, Nichols, and Swartz were based on the SCE corporate performance factor. Mr. Pizarro's and Ms. Rigatti's annual incentive awards were based on a blend of the EIX and SCE corporate performance factors, weighted based upon the relative time each respectively served as an EIX officer and as an SCE officer in 2016.

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COMPENSATION DISCUSSION AND ANALYSIS

2016 EIX Corporate Performance Scoring Matrix

Goal Category	Key Goals/Performance Contributing to Actual Score		Actual Score for Goal ⁽²⁾	Target Score for Goal Category	Potential Score for Goal Category	Actual Score for Goal Category ⁽²⁾
	Goal ⁽¹⁾	Performance ⁽¹⁾				
Financial Performance	Core earnings of \$1.274 billion	<i>Goal Exceeded:</i> \$1.294 billion ⁽³⁾	66	60	0-120	66
	Execute SCE goals for affordable customer rates	<i>Goal Exceeded:</i> see SCE matrix below for additional information	6	30	0-60	10
	Obtain favorable outcome in SCE's Distribution Resources Plan (DRP) (10-K, pgs. 5-6)	<i>Goal Exceeded:</i> favorable market reaction to DRP; CPUC acknowledged important link between DRP and SCE's General Rate Case	5			
	Grow EEG's distributed energy and commercial and industrial energy services businesses (10-K, pg. 106): contract 150 megawatts (MW) and complete construction of 122 MW of distributed solar projects; complete 20 MW of community solar projects and 20 MW of rural cooperative projects; sign 10 new contracts for advisory and integrated solutions	<i>Goal Not Met:</i> new contracts and completed projects below target	2			
	Grow EEG's transmission business: complete Grid Assurance investment decision (10-K, pg. 106); submit two transmission bids	<i>Goal Met:</i> completed Grid Assurance investment decision; submitted two transmission bids	2			
	Evaluate business case for SCE fiber business; prepare for 2017 launch	<i>Goal Met:</i> SCE established business case and began implementing fiber business	2			
	Propose three new business opportunities; begin implementing one	<i>Goal Met:</i> three new business opportunities evaluated; SCE developed transportation electrification plan (10-K, pg. 6)	2			
	Evaluate business case for EEG water business; begin operation of one pilot project	<i>Goal Partially Met:</i> business case evaluated; decision made to wind down business	1			
	Achieve SCE capital spending targets	<i>Goal Not Met:</i> see SCE matrix below for additional information	0			
	No significant noncompliance events; no worker or public safety issues; defend San Onofre settlement agreement ⁽⁴⁾	<i>Goal Not Met:</i> see SCE matrix below for additional information	-10			
Strategic Initiatives People and Culture	Integrate new EEG companies; develop and begin implementing plan for EEG human capital platform; hire and retain key employees	<i>Goal Exceeded:</i> integrated new companies; implemented human capital platform; retained key employees	6	10	0-20	9
	Diversify leadership pipeline above 2015 levels: ethnic minorities 25.4% of executives	<i>Goal Not Met:</i> increased ethnic minorities to 26.1%	3			

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and 39.8% of leadership pool; women 27% of executives and 29.6% of leadership pool

of executives and 40.3% of leadership pool; did not increase women in leadership pipeline

Total:

100

0-200

85

The parenthetical 10-K page references in the Goal and Performance columns refer to pages in the combined Form 10-K filed by EIX and SCE (1) for the fiscal year ended December 31, 2016 (10-K). The referenced pages contain additional information about the relevant topics, but do not address annual incentive plan goals or the scoring of the performance for purposes of this matrix.

(2) Score determinations are generally made in the judgment of the Committee after assessing overall performance against goals.

(3) Linear interpolation between the target of \$1.274 billion and the maximum score level of \$1.474 billion was used to determine the actual score.

(4) When the Committee established this goal, it determined that the Actual Score for the goal would be zero if the goal was met and could be negative if the goal was not met.

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COMPENSATION DISCUSSION AND ANALYSIS

2016 SCE Corporate Performance Scoring Matrix

Key Goals/Performance Contributing to Actual Score			Actual Score for Goal(2)	Target Score for Goal Category	Potential Score for Goal Category	Actual Score for Goal Category(2)
Goal Category	Goal(1)	Performance(1)				
Financial Performance		<i>Goal Exceeded:</i>				
	Core earnings of \$1.333 billion	\$1.376 billion ⁽³⁾	53	40	0-80	53
	DART (Days Away, Restricted, and Transfer) injury rate ≤0.61	<i>Goal Not Met:</i> 0.80	0	10	0-20	0
	No serious injuries to the public from system failures ⁽⁴⁾	<i>Goal Met:</i> no serious injuries to the public	0			
Safety	No worker fatalities ⁽⁴⁾	<i>Goal Not Met:</i> four worker fatalities	0			