



March 19, 2018

Ebony L. Yeboah-Amankwah
Vice President, Corporate Secretary, and Chief Ethics Officer
FirstEnergy Corp.
76 South Main Street
Akron, Ohio 44308

Dear Ms. Yeboah-Amankwah:

We appreciate the dialogue we have had with FirstEnergy regarding its reporting on the issue of climate risk, including conducting scenario analyses in alignment with the Paris Agreement. Following the submission by *As You Sow*, acting on behalf of Mr. Andrew Behar (hereinafter collectively referred to as the "Shareholder") shareholder proposal, and subsequent discussions with the company, the Shareholder and FirstEnergy agree to the following actions:

1. The parties are committed to continuing good faith dialogue regarding improvements in FirstEnergy's voluntary, climate-related disclosures. FirstEnergy is committed to providing information to help investors and stakeholders understand how FirstEnergy is managing its climate change risk.
2. FirstEnergy agrees that it will develop and publish a climate risk report with a target due date of no later than April 2, 2019 (although the parties may agree to extend the date if necessary) and to share the most recent version of its draft report with the Shareholder by November 1, 2018. The parties understand that the Shareholder may, based on their review of the draft report, elect to submit a shareholder proposal in the 2018/2019 season as permitted under applicable rules and regulations. Elements of this disclosure will include nonproprietary information pertaining to:
 - How FirstEnergy views, assesses, and manages carbon and climate risk;
 - Based on the assessments above, what FirstEnergy is doing to prepare for market changes and a lower-carbon future; and
 - The Company's broad strategy to achieve its stated carbon emissions reduction target.
3. The parties agree that it is beneficial to work together to address the issue of climate risk reporting with the understanding that FirstEnergy is responsible for its related disclosures along with the final determinations relating to such disclosures.
4. As an initial step in this process, FirstEnergy will host a meeting with the Shareholder to better understand their goals and objectives and to facilitate idea sharing. Subsequently, FirstEnergy will provide the Shareholder with a preliminary draft of its proposed report. The Shareholder will review and provide input to FirstEnergy.



AS YOU SOW

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5. The Shareholder agrees to use best efforts to negotiate a non-disclosure agreement with FirstEnergy in connection with the above.

6. Based on the commitments above, *As You Sow* hereby withdraws the proposal submitted to FirstEnergy Corp. for its 2018 Annual Meeting of Shareholders, on behalf of shareholder Andrew Behar.

This agreement will become effective on the date the last party below executes this agreement.


AS YOU SOW (acting on behalf of Mr. Andrew Behar):



Andrew Behar
CEO
As You Sow

3/19/18
Date

FIRSTENERGY:



Ebony L. Yeboah-Amankwah
Vice President, Corporate Secretary and Chief Ethics Officer
FirstEnergy Corp.

3-19-18
Date