



PG&E Corporation[®]

Backstop Discussion Materials

September 17, 2019

- 1 Chapter 11 Status Update
- 2 Restructuring Update and Positioned for Growth
- 3 Exit Financing Considerations
- 4 Equity Backstop Overview



Key Contacts

PG&E Corporation (“PG&E” or the “Company”) is seeking backstop commitments to facilitate its emergence from Chapter 11

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Disclaimer (continued)

Forward-Looking Statements

This Presentation includes forward-looking statements that are not historical facts, including statements about the beliefs, expectations, estimates, future plans and strategies of PG&E and Pacific Gas and Electric Company (the "Utility"), including but not limited to their bankruptcy emergence plan and related financings. These statements are based on current expectations and assumptions, which management believes are reasonable, and on information currently available to management, but are necessarily subject to various risks and uncertainties, including the ability of PG&E to obtain the remaining amount of needed equity financing commitments, the resolution of the Utility's wildfire-related claims and the possibility that the conditions to emergence in the Plan or to funding under equity financing commitments will not be satisfied. In addition to the risk that these assumptions prove to be inaccurate, factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include factors disclosed in PG&E and the Utility's Annual Report on Form 10-K for the year ended December 31, 2018, their Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, and their subsequent reports filed with the Securities and Exchange Commission. Additional factors include, but are not limited to, those associated with PG&E's and the Utility's Chapter 11 cases. PG&E and the Utility undertake no obligation to publicly update or revise any forward-looking statements, whether due to new information, future events or otherwise, except to the extent required by law.

Unless otherwise indicated, the statements in this presentation are made as of September 16, 2019. PG&E and the Utility undertake no obligation to update information contained herein.

No Securities Offering

This is not an offering of securities and securities may not be offered or sold absent registration or an applicable exemption from the registration requirements.

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Chapter 11 Status

On September 9th, PG&E filed its joint Plan of Reorganization (“Plan”), which set forth a framework for compensating wildfire victims

- PG&E remains on track to achieve confirmation of its Plan by the AB 1054 June 30, 2020 deadline
- On September 13th, PG&E announced an \$11 billion settlement with wildfire subrogation claimants
- Revised backstop agreement (the “Backstop Commitment Letter”) to support up to \$14 billion in equity funding needs. **PG&E is looking to fill the revised backstop by September 20th**
- PG&E will submit an amended Plan reflecting the subrogation settlement amount
- We are working with the CPUC to obtain its support for and approval of our amended Plan
- This presentation provides a summary of the Plan, an update regarding our operational priorities and outlook, and an overview of the Backstop Commitment Letter



Amended Plan Overview

The Plan filed on September 9th will be amended to reflect the recently announced settlement with the subrogation claim holders. Basic terms of the amended Plan are as follows:

Summary Plan Term Sheet

Claim	Impaired?	Treatment
Admin Claims (Incl. DIP claims)	• No	• Paid in full
Priority Claims	• No	• Paid in full, including any applicable post-petition interest
Funded Debt Claims	• No	• Repaid in full in cash with pre-petition interest at the non-default contract rate and post-petition interest at the Federal Judgment Rate ("FJR") • No make-wholes will be paid ⁽¹⁾
General Unsecured Creditors	• No	• Repaid in full in cash with post-petition interest at FJR
Subrogation Wildfire Claims	• Yes	• Paid \$11 billion – form of consideration to be agreed • Reimbursed up to \$55 million in professional fees • All claims subject to channeling injunction
Public Entities Wildfire Claims ⁽²⁾	• Yes	• Payment of \$1 billion in cash • \$10 million fund to reimburse legal fees and costs
Other Wildfire Claims	• Yes	• Trust funded with cash, debt and/or reorganized equity in an amount to be estimated • All claims subject to channeling injunction
Ghost Ship Fire Claims	• No	• Claims ride through
Subordinated Debt Claims	• No	• Repaid in full in cash
PG&E Corp. Common Stock	• Yes	• Common interests retained subject to dilution from new equity • Receive pro rata right to participate in any rights offering that is implemented

(1) If make-wholes are found to be owed, the treatment will be modified to render the claim unimpaired.

(2) Certain public entities' wildfire-related claims have not been settled and are included in Other Wildfire Claims under the Plan.

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Business Update & Outlook

Implementing changes in leadership, governance and oversight

- Appointed new corporate and Utility CEOs with combined 50+ years of experience
- Appointed new Gas and Electric utility leaders with combined 60+ years of experience
- Created new Independent Safety Advisor role; appointed Christopher Hart, former head of National Transportation Safety Board
- Added Directors with extensive and relevant expertise

Prioritizing operational safety and reliability

- Launched comprehensive Electric and Gas safety programs
 - Reducing wildfire risk through immediate safety improvements and long-term system upgrades
 - Continuing to execute on long-term gas in-line inspections, strength testing and vintage pipe replacement programs
- Implementing enterprise-wide safety system to identify and reduce risk across the business
- Established independent safety oversight committee to drive accountability and promote safety enhancements

Investing in our long-term ability to serve our customers, leading to ratebase growth above our industry peers

- Supporting sustainable long-term growth
 - Reducing wildfire risk
 - Investing in safety and reliability
 - Supporting California's Clean Energy Goals
- Ratebase expected to grow at a 7-8.5% CAGR for 2018 through 2023
- Pursuing cost savings via refinancing and other operational initiatives

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Next Steps Regarding Financing

In order to provide certainty with respect to the equity component of the capital raise, PG&E is seeking commitments to fund a backstop, the proceeds of which can be used to fund payments to wildfire claimants

- The backstop opportunity will be available to investors supporting the Plan, both shareholders and non-shareholders, but has been structured in a way to ensure that shareholders will have priority if the backstop is oversubscribed
- To the extent PG&E is successful in raising any of the Additional Capital Sources described in the Backstop Commitment Letter, the proceeds from those financings may reduce the need to call upon the backstop⁽¹⁾
- Prior to the status conference scheduled for September 24th, PG&E intends to fill as much of the backstop as possible with signed commitments
- In turn, the backstop has been structured to incentivize participants to submit their commitments by September 20th

(1) The backstop has been sized assuming the Company will be able to raise \$7 billion of PG&E debt. Amounts in excess of \$7 billion will reduce the backstop. Refer to the Backstop Commitment Letter for further details.



Sources & Uses (Assumes June 30, 2020 Effective Date)

The following sources and uses illustrate how the equity backstop fits in connection with the Plan

Primary Sources	(\$ in millions)	Primary Uses	(\$ in millions)
Utility Financings		Pre-Petition Wildfire Victim Claims	
New Indebtedness ⁽¹⁾	\$27,350	Wildfire Claims Cap (Section 5.j) ⁽²⁾	\$18,900
		Less: Insurance Recoveries	(2,200)
PG&E Financings		Funded Debt Claims	
New Indebtedness	7,000	Utility Debt Refinanced (incl. PCBs) ⁽³⁾	~21,500
Backstop / Rights Offering / Permitted Equity Offering	14,000	DIP Balance	TBD
		PG&E Debt Refinanced	650
Additional Capital Sources (Section 1.b)		Accrued Interest (Including Pre- and Post-Petition Interest)	~1,100
PG&E Debt in Excess of \$7 billion	--		
Mandatorily Convertible Preferred Stock	--	Wildfire Fund Contribution under AB 1054 ⁽⁴⁾	~5,000
WVRB Securitization	--		
Utility Preferred Stock	--	Trade Payables / Other	2,500
NOL Monetization	--		
Utility Debt Issued or Reinstated Above \$27.35 billion	--		
Cash at Emergence	TBD		

Note: The analysis set forth on this slide is for illustrative purposes only and does not, in any way, reflect views or opinions with respect to the (i) the sources and uses of capital or (ii) appropriate assumptions or methodology in respect of any such amounts or calculations set forth on this slide.

(1) Number based on the definition of "Additional Capital Sources" in the Backstop Commitment Letter. See Ex 10.1 to PG&E's Current Report on Form 8-K filed 9/13/2019.

(2) Wildfire claims that the CPUC approves or agrees to approve for recovery or pass through by the Utility do not count toward the Wildfire Claims Cap.

(3) Excludes any make-whole amounts.

(4) Figure includes PG&E's upfront contribution to the fund of \$4.8 billion and the first annual contribution of ~\$193 million.

Summary of “Highly Confident” Letters

Bank	Details
 July 30, 2019	<ul style="list-style-type: none"> • \$33 billion of equity and /or senior and /or subordinated debt securities
J.P.Morgan August 20, 2019	<ul style="list-style-type: none"> • Up to \$42 billion of secured and unsecured debt financing and equity financing
 August 21, 2019	<ul style="list-style-type: none"> • \$10-15 billion of Utility debt financing • \$5-10 billion of PG&E debt financing • Up to \$15 billion of equity and equity-linked securities
Morgan Stanley September 5, 2019	<ul style="list-style-type: none"> • \$35-40 billion of investment grade debt, high yield debt and equity issuances
 September 9, 2019	<ul style="list-style-type: none"> • \$35 billion of financing comprised of PG&E debt, Utility debt, new equity, insurance collection and WVRBs

Note: “Highly Confident” letters as filed by the Debtors. See Docket #3844.



Additional Capital Sources

Capital Sources	Description
PG&E Debt	<ul style="list-style-type: none">• Backstop commitment is reduced for any indebtedness raised at PG&E in excess of \$7 billion
Mandatorily Convertible Preferred Stock	<ul style="list-style-type: none">• The proceeds of mandatorily convertible preferred stock, terms of which are attached to the Plan, can be used to fund the required trust contributions established pursuant to the Plan
Securitization	<ul style="list-style-type: none">• Existing legislation may provide opportunity for securitization to be achieved via cost savings• In addition, WVRB legislation may be introduced in the legislative sessions commencing in early 2020
Utility Preferred Stock, NOL Monetization & Incremental Utility Debt ⁽¹⁾	<ul style="list-style-type: none">• To the extent such capital is available, the backstop will be reduced accordingly
Permitted Equity Offering	<ul style="list-style-type: none">• The Company has the right to issue equity at a multiple equal to no less than 13.5x the 2021E Normalized Estimated Net Income• Includes public offerings and private transactions
Cash on Balance Sheet	<ul style="list-style-type: none">• Cash in excess of a minimum cash balance will be available to fund the emergence without modification to the backstop amount

Note: Information as detailed in Backstop Commitment Letter. See Ex 10.1 to PG&E's Current Report on Form 8-K filed 9/13/2019.

(1) The principal amount of any issued or reinstated Utility debt that exceeds \$27.35 billion.

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Backstop Structure

Term	Detail
Equity Offering Cap	<ul style="list-style-type: none"> • \$14 billion
Equity Offering Structure	<ul style="list-style-type: none"> • 13.5x threshold multiple at or above which the Company can raise equity through public offering, private transactions or both, subject to upward adjustment based on changes in the Applicable Utility Index Multiple • 12.0x multiple at which rights will be struck, subject to downward adjustment based on changes in the Applicable Utility Index Multiple • 10.0x multiple which will be used to calculate the backstop price (the “Backstop Price”), subject to downward adjustment based on changes in the Applicable Utility Index Multiple <p>The multiple will be applied to 2021E Net Income in arriving at the applicable share prices. 2021E Net Income will be adjusted (“Normalized Estimated Net Income”) to include:</p> <ol style="list-style-type: none"> I. The difference between after-tax consolidated interest expense and after-tax authorized Utility interest expense II. After-tax deduction for WVRBs (if any) III. After-tax annual contribution to Wildfire Fund
Applicable Utility Index Multiple	<ul style="list-style-type: none"> • Calculated as the average normalized 2021 estimated price-to-earnings ratio of the U.S. regulated utilities in the S&P 500 Utilities (Sector) Index (after excluding AES, AWK, EXC, NRG, PEG, and PPL) over the 20-day trading period before the applicable measurement date per Capital IQ Consensus Estimates • Basis for adjustments to the relevant multiples as described above
Additional Financing Sources that Reduce Backstop Size (“Additional Capital Sources”)	<ul style="list-style-type: none"> • PG&E debt in excess of \$7 billion • Mandatory convertible preferred stock to wildfire claimants • Preferred stock issued by the Utility • Debt in excess of \$27.35 billion issued or reinstated by the Utility • NOL monetization • WVRBs (if any)
Backstop Commitment Premium (paid in PG&E shares at the Backstop Price)	<ul style="list-style-type: none"> • Total backstop fees of up to 5.0% payable as follows: <ul style="list-style-type: none"> • 75bps for the period through January 20, 2020 • 125bps if extended through April 30, 2020 • 250bps if extended through June 30, 2020 • 50bps if extended through August 29, 2020

Note: Information as detailed in the Backstop Commitment Letter. See Ex 10.1 to PG&E’s Current Report on Form 8-K filed 9/13/2019.



Backstop Party Conditions / Termination Rights

Key Conditions to Funding (Section 4)

- 4(a) Valid and enforceable commitments of at least \$14 billion
- 4(d) Approval of Backstop Commitment Letter by the Bankruptcy Court
- 4(f) Total weighted average earning rate base for 2021 shall be no less than 95% of \$48.0 billion
- 4(g) No Material Adverse Effect (including wildfires occurring after January 1, 2020 that destroy more than 500 dwellings or commercial structures)

Key Termination Rights(Section 5)

- 5(c) Backstop Commitment Letter not approved by the Court by November 20, 2019
- 5(d) Changes to the Plan that are not approved by majority of holders of Backstop Commitments*
- 5(e) June 30, 2020 outside date for Confirmation Order
- 5(f) Effective Date does not occur within 60 days of Confirmation Order
- 5(h) Occurrence of any Material Adverse Effect*
- 5(i) Occurrence of any post-petition fires in the Debtors' service area destroying more than 500 dwellings or commercial structures before January 1, 2020*
- 5(j) Aggregate liability with respect to Wildfire Claims exceeds \$18.9 billion ⁽¹⁾
- 5(k) Failure to receive necessary CPUC approvals*
- 5(l) Admin Expense Claims cap of \$250 million (tested on first date of confirmation hearings) excluding all ordinary course Administrative Expense Claims, Professional Fee Claims and Disallowed Administrative Expense Claims*

Note: Section and article references herein reflect the Backstop Commitment Letter

Bold denotes specific termination rights impacted by Wildfire Claims

* Denotes a termination right that requires termination from a majority of holders

Note: Information as detailed in the Backstop Commitment Letter. See Ex 10.1 to PG&E's Current Report on Form 8-K filed 9/13/2019.

(1) Subject to upward adjustment for Wildfire Claims consisting of professional fees. Wildfire claims that the CPUC approves or agrees to approve for recovery or pass-through do not count toward the cap.



Calculation of Backstop

Assumes No Additional Capital Sources Raised

Key Assumptions		(\$ in millions, except per share)	Backstop	Rights Offering	Permitted Equity Offering
Unadjusted Backstop Multiple	10.0x	Implied Multiple (pre-Change in Applicable Utility Index)	10.0x	12.0x	13.5x
PG&E Debt	\$7,000	One plus the Change in the Applicable Utility Index	1.0	1.0	1.0
Backstop Commitment	\$14,000	Implied P/E Multiple A	10.0x	12.0x	13.5x
Backstop Commitment Fee	5.0%	Normalized Estimated Net Income B	\$2,218	\$2,218	\$2,218
Calculation of PG&E 2021E Net Income		Fully Diluted Shares Outstanding C	1,579.2	1,228.8	1,093.9
2021E Average Rate Base	\$48,000	Price at Which Equity is Raised A x B / C	\$14.05	\$21.66	\$27.37
(x) Authorized Equity Ratio	52.0%	Sources of Capital			
(x) 2021E ROE	10.25%	Backstop Funding	\$14,000	\$-	\$-
(-) Fund Contribution (Post-Tax)	(139)	Rights Offering / Permitted Equity Offering	-	14,000	14,000
(-) Interest-Adjustment (Post-Tax) ⁽¹⁾	(202)	PG&E Debt	7,000	7,000	7,000
PG&E 2021E Net Income	\$2,218	Total sources of Capital	\$21,000	\$21,000	\$21,000
Memo: September 12 th Share Price:	\$10.10	Calculation of Fully Diluted Shares Outstanding at the Effective Date			
		Shares Outstanding as of Latest Filing	529.2	529.2	529.2
		(+) Outstanding RSUs / PSUs	3.4	3.4	3.4
		(+) New Shares	996.8	646.3	511.4
		(+) Backstop Commitment Fee ⁽²⁾	49.8	49.8	49.8
		Fully Diluted Shares Outstanding	1,579.2	1,228.8	1,093.9
		Memo: Share Price @ 12% ROE ⁽³⁾	\$22.25	\$31.66	\$38.72

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Note: Calculation as detailed in the Backstop Commitment Letter. See Ex 10.1 to PG&E's Current Report on Form 8-K filed 9/13/2019.

(1) Assumes \$7.0 billion of PG&E debt, a 28% tax rate, and an interest rate of 4.0%.

(2) Backstop commitment fees are paid at the backstop price. Assumes full commitment fee is earned and paid in all scenarios.

(3) The Company has requested a 12% authorized ROE though the CPUC has not issued a final ruling. The last authorized ROE was 10.25%.



Overallotment Construct

Backstop has been structured so that all shareholders that are backstop parties have the option to receive no less than 60% (\$8.4 billion) of the Equity Offering Cap of \$14 billion

- **To the extent that shareholders submit backstop commitments prior to September 20th less than the \$8.4 billion, those shareholders' commitments will be accepted at the levels submitted**
 - **If commitments exceed \$8.4 billion, shareholders will be cut back to receive their pro rata share based upon share holdings at a date to be determined⁽¹⁾**
 - **If such allocation results in a party receiving more than its backstop commitment, the excess will be reallocated to the other shareholder backstop parties who submitted before September 20th**
- **Commitments of non-shareholders received before September 20th and accepted by the Company will be grouped with any excess commitments of shareholders who submitted before September 20th (above \$8.4 billion) and the remaining \$5.6 billion of commitments will be allocated ratably within this group based on commitment amounts**
- **Commitments received after September 20th, whether from shareholders or non-shareholders, will share in the remaining unallocated excess backstop commitments, with shareholders first looking to the excess from the shareholder allocation (if any)**

(1) This date will be shortly before the overallotment cutback is implemented, so shortly following the date the backstop is filled.



Milestones

A number of the upcoming key dates in the case are outlined below.

	September 2019	October 2019	November 2019	Q1 2020	Q2 2020	Q3 2020
Plan	<p>9/24: Plan Status Conference</p>	<p>10/16: Bankruptcy Court Approval of Subrogation RSA</p> <p>10/21: Bar Date</p>	<p>11/26: Exclusivity Solicitation Deadline</p>	<p>Jan.: File Initial Disclosure Statement</p> <p>Late Feb./Early Mar.:</p> <ul style="list-style-type: none"> File Amended Disclosure Statement and Plan with Outcome of Estimation Proceeding Disclosure Statement Hearing 	<p>6/30:</p> <ul style="list-style-type: none"> AB 1054 Deadline Confirmation of Plan (on or before) 	<p>8/29: Effectiveness of Plan (on or before)</p>
Litigation	<p>9/16: Tubbs Case Management Conference and Acceleration Hearing</p> <p>9/30: Due Date of Joint Estimation Process Proposal</p>	<p>10/7: Estimation Status Conference</p> <p>10/25: Due Date of Debtors' IC Brief</p>	<p>11/15: Due Date of Opposition to Debtors' IC Brief</p> <p>11/22: Due Date for Debtors' IC Reply Brief</p>	<p>Mid-Jan.: Tubbs Trial and Estimation Begin</p>		
Commitment	<p>9/20: Priority Deadline for Backstop Commitments</p>		<p>11/7: Fill Commitment Amount</p> <p>11/20: Court Approval of Commitment Letter</p>	<p>1/15: 2019 Wildfire Termination Deadline</p> <p>1/20: Initial Termination Date</p>	<p>4/30: First Extension Date</p> <p>6/30: Second Extension Date</p>	<p>8/29: Third Extension Date</p>



Appendix



Illustrative ROE Calculation (Year-End 2021-23)

(\$ in billions)	2021E	2022E	2023E
Calculation of Regulated Net Income			
Adjusted Weighted Average Rate Base ⁽¹⁾	48.0	51.0	54.0
Authorized Equity Ratio (Assumed)	52.0%	52.0%	52.0%
Regulated Equity	25.0	26.5	28.1
<i>Authorized ROE</i>	<i>10.25%</i>	<i>10.25%</i>	<i>10.25%</i>
Regulated Net Income	2.6	2.7	2.9
WVRBs Deduction Post-Tax	–	–	–
Post-Tax Ongoing Contribution to Fund	(0.1)	(0.1)	(0.1)
Adj. Regulated Net Income	2.4	2.6	2.7
Earned Utility ROE	9.7%	9.7%	9.8%
HoldCo Interest ⁽²⁾	(0.2)	(0.2)	(0.2)
Consolidated Net Income	2.2	2.4	2.5
Consolidated Earned ROE	8.9%	9.0%	9.0%
Memo: @ 12% ROE			
Earned Utility ROE	11.5%	11.5%	11.5%
Consolidated Earned ROE	10.6%	10.7%	10.8%

Note: The analysis set forth on this slide is for illustrative purposes only and does not, in any way, reflect views or opinions with respect to the (i) book equity at emergence and pro forma capital structure of the Company or (ii) appropriate assumptions or methodology in respect of any such amounts or calculations set forth on this slide.

Note: Analysis assumes an illustrative tax rate of 28%.

(1) Ratebase as provided in Q2 2019 earnings presentation.

(2) Assumes PG&E debt of \$7 billion at an illustrative interest rate of 4.0%.



Illustrative Pro Forma Capital Structure

(\$ in millions)	Pre-Petition	Chapter 11 Adjustments	Post-Petition
Utility			
Short-term Debt	\$3,135	\$(3,135)	\$–
Long-term Debt	18,209	9,141	27,350
Preferred Equity	258	--	258
Total Utility Debt	\$21,602	\$6,006	\$27,608
HoldCo			
RCF and Term Loan	650	(650)	–
New HoldCo Debt	--	7,000	7,000
Total HoldCo Debt	\$650	\$6,350	\$7,000
Total Debt	\$22,252	\$12,356	\$34,608
Equity Ratio	37.0%		>52.0%

Note: The analysis set forth on this slide is for illustrative purposes only and does not, in any way, reflect views or opinions with respect to the (i) book equity at emergence and pro forma capital structure of the Companies or (ii) appropriate assumptions or methodology in respect of any such amounts or calculations set forth on this slide.



Illustrative Savings from Refinancing All Existing Debt (Actual Savings Will Differ From What is Shown)

Refinancing of all Utility debt will allow the Company to:

- 1 Benefit from the current interest rate environment and result in savings on a pro forma basis
- 2 Take advantage of the federal judgment rate for all post-petition accrued and unpaid interest

(\$ in millions)	Principal	Assumed Refinance Interest Rate	Annual Interest		Accrued Pre- / Post-Petition Interest ⁽¹⁾	
			Contract	Pro Forma	Contract	FJR
Existing Utility Senior Notes	17,525	3.25%	\$796	\$570	\$1,410	\$926
Savings						
Estimated Annual Interest Savings ⁽²⁾				~\$226		
Accrued Interest Savings using Petition Date FJR ⁽³⁾				~\$485		

Note: The analysis set forth on this slide is for illustrative purposes only and does not, in any way, reflect views or opinions with respect to the (i) the interest savings from a refinancing of the Company's debt or (ii) appropriate assumptions or methodology in respect of any such amounts or calculations set forth on this slide.

Note: Excludes interest on additional indebtedness raised to finance PG&E's emergence.

Note: The analysis assumes that all make-wholes are unenforceable.

(1) Based on 6/30/2020 emergence.

(2) Will be dependent upon interest costs of indebtedness raised at the Utility.

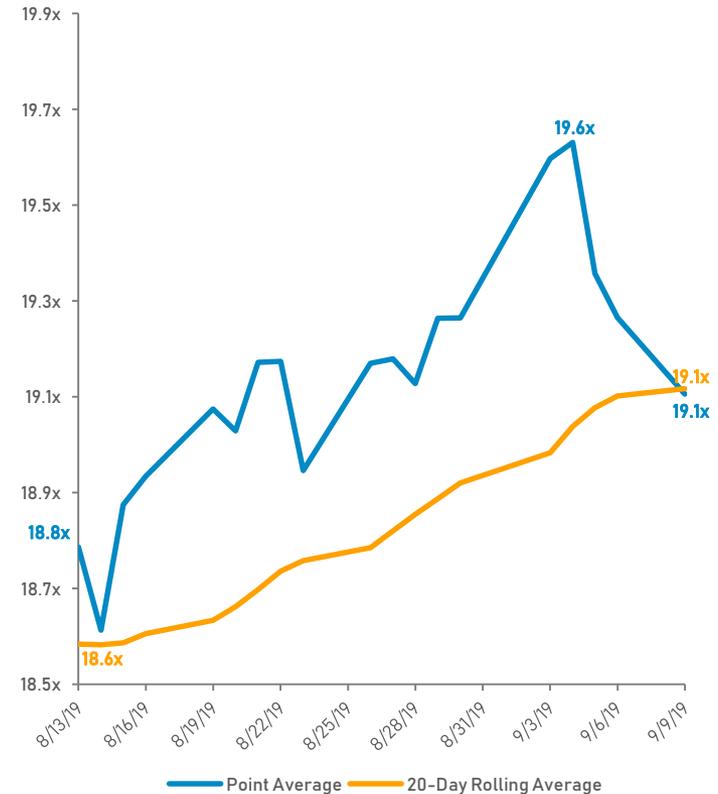
(3) Petition Date FJR of 2.59%.



List of Applicable Utility Index Comps

Ticker	Company Name	P/E	P/E	
		2021	Included?	2021
AES	AES	9.7x	No	NA
LNT	Alliant Energy	20.2x	Yes	20.2x
AEE	Ameren	19.7x	Yes	19.7x
AEP	American Electric Power	19.5x	Yes	19.5x
AWK	American Water Works	28.9x	No	NA
ATO	Atmos Energy	21.4x	Yes	21.4x
CNP	CenterPoint Energy	15.3x	Yes	15.3x
CMS	CMS Energy	21.4x	Yes	21.4x
ED	Consolidated Edison	19.0x	Yes	19.0x
D	Dominion Energy	16.6x	Yes	16.6x
DTE	DTE Energy	18.1x	Yes	18.1x
DUK	Duke Energy	17.3x	Yes	17.3x
EIX	Edison International	15.1x	Yes	15.1x
ETR	Entergy	19.0x	Yes	19.0x
EVRG	Evergy	19.3x	Yes	19.3x
ES	Eversource Energy	21.2x	Yes	21.2x
EXC	Exelon	16.1x	No	NA
FE	FirstEnergy	17.8x	Yes	17.8x
NEE	NextEra Energy	22.4x	Yes	22.4x
NI	NiSource	19.6x	Yes	19.6x
NRG	NRG Energy	9.2x	No	NA
PNW	Pinnacle West Capital	17.5x	Yes	17.5x
PPL	PPL	11.8x	No	NA
PEG	PSEG	17.3x	No	NA
SRE	Sempra Energy	18.1x	Yes	18.1x
SO	The Southern Company	18.0x	Yes	18.0x
WEC	WEC Energy Group	22.7x	Yes	22.7x
XEL	Xcel Energy	21.3x	Yes	21.3x
Mean		18.3x		19.1x
Median		18.5x		19.1x
20-Day Average Multiple		18.3x		19.1x

Index Trading Since 8/8/19



“Applicable Utility Index Multiple” shall mean the average normalized 2021 estimated price-to-earnings ratio of the U.S. regulated utilities in the S&P 500 Utilities (Sector) Index (after excluding AES, AWK, EXC, NRG, PEG, and PPL) over the 20-day trading period before the applicable measurement date per Capital IQ Consensus Estimates.⁽¹⁾

Source: FactSet as of market close on 9/9/19.

Note: Companies as detailed in the Backstop Commitment Letter. See Ex 10.1 to PG&E’s Current Report on Form 8-K filed 9/13/2019.

(1) As defined in the Backstop Commitment Letter. See Ex 10.1 to PG&E’s Current Report on Form 8-K filed 9/13/2019.