



AS YOU SOW

1611 Telegraph Ave, Suite 1450
Oakland, CA 94612

WWW.ASYUSOW.ORG

BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

February 17, 2016

Ellen E. Fairchild
Vice President, Chief Compliance Officer and Corporate Secretary
Great Plains Energy Incorporated
1200 Main Street
Kansas City, Missouri 64105

Re: Withdrawal of the 2016 As You Sow Shareholder Proposal

Dear Ms. Fairchild:

As You Sow greatly appreciates the constructive dialogue with Great Plains Energy Incorporated ("the Company") regarding its climate risk and environmental performance. As You Sow also appreciates the open discussions that the Company is willing to provide with all shareholders and stakeholders of Company, including As You Sow, in the future.

As You Sow has agreed to withdraw the shareholder proposal, submitted on November 24, 2015 on behalf of the Arkay Foundation and Cleo Kottwitz ("Proponents"), in recognition of the additional information the Company has agreed to provide to enhance disclosure of its climate risk. The terms of withdrawal are as follows:

1. **Withdrawal.** In exchange for the Company's actions, As You Sow hereby agrees to withdraw the shareholder proposal, and agrees that such proposal shall not appear in the Company's definitive proxy statement for its 2016 annual meeting. The Proponents further agree (i) that the Company will notify the Securities and Exchange Commission (the "SEC") of such withdrawal and (ii) will provide such further confirmation or evidence of the withdrawal (including confirmation by email) as may be reasonably requested by the Company.
2. **Company Actions.** The Company agrees to take the following actions, which are intended to help provide investors and stakeholders with information about how the Company is managing its climate related risk:
 - a. The Company shall post an executive summary of the Integrated Resource Plans ("IRP") of its wholly-owned utility subsidiaries on its corporate website by August 15, 2016. Such executive summary may include a link to the actual IRP that is filed with the Missouri Public Service Commission.
 - b. The Company shall post information regarding the Company's sustainability efforts ("Sustainability Data") on its website by August 15, 2016. Such Sustainability Data shall include the following information as of a reasonably current date:
 - i. Five-year historical data concerning Company greenhouse gas emissions, NOx emissions and SOx emissions;
 - ii. Data concerning wind and renewable energy production by the Company;
 - iii. Data concerning the number of Company-sponsored automobile charging stations;



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- iv. A statement regarding water and habitat management surrounding Company generating stations; and
- v. Data concerning Company spend with minority and women-owned business enterprises.

As You Sow and the Proponents agree that the Sustainability Data shall be prepared by the Company and that its content and format shall be determined by the Company in its sole discretion. As You Sow and the Proponents further agree that nothing in this agreement shall require the Company to disclose any information to the extent such information is required by applicable law, rule or regulation or by contract to be kept confidential or such disclosure could, as determined by the Company in its sole discretion, harm the Company from a competitive or legal perspective.

Neither As You Sow nor the Proponents shall issue any press release or make any announcement or disclosure relating to this agreement or the subject matter of this agreement without the prior written approval of the Company; provided however, As You Sow may include a copy of this agreement on its website: www.asyousow.org/our-work/current-resolutions/.

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

AS YOU SOW:

Danielle R. Fugere
President and General Counsel
As You Sow

2/17/16
Date

COMPANY:

Ellen E. Fairchild
Vice President, Chief Compliance Officer and Corporate Secretary
Great Plains Energy Incorporated

2-18-16
Date