GREAT PLAINS ENERGY INCORPORATED

BOARD OF DIRECTORS

CORPORATE GOVERNANCE GUIDELINES

Amended: December 9, 2014

Introduction

The Board of Directors (the "Board") of Great Plains Energy Incorporated (the "Company") has adopted these principles of corporate governance consistent with their fiduciary obligations to shareholders and their ethical responsibilities in the performance of their duties.

These principles are reviewed by the Governance Committee periodically and revised as necessary to assist in fulfilling the Board of Directors' obligations.

Governance Guidelines

1. Board Responsibilities

The Board is elected by the shareholders and is the ultimate decision-making body of the Company, except for matters reserved to the shareholders. The Board oversees shareholders' interests in the long-term health and overall success of the business. The Board has responsibility for directing, overseeing, and monitoring the performance of management who are charged by the Board with conducting the day-to-day business of the Company. Directors fulfill their responsibilities consistent with their fiduciary duties to shareholders, and in compliance with all applicable laws and regulations. Directors also, as appropriate, take into consideration the interest of other stakeholders, including employees and the members of communities in which the Company operates.

The Board oversees that the assets and business of the Company are properly managed and safeguarded and that appropriate processes and controls are maintained. The Board reviews, monitors, and, where appropriate, approves fundamental financial and business strategies and major corporate actions. The Board also has responsibility for the review and effectiveness of the leadership and corporate structure of the Company. While the Board has oversight for all major risks of the Company including operational, strategic and financial risk (as well as mitigation plans), it has delegated specific risk oversight responsibility to its committees, as provided in the committee charters. The Board may rely on external advisors, consultants, and auditors with respect to any issues relating to any of its activities.

The Board provides advice and counsel to the Chief Executive Officer (the "CEO") and other senior officers of the Company; oversees CEO succession planning; and also provides oversight on succession planning for other senior management positions. The Board seeks to ensure that the Company's business is conducted with the highest standards of ethical conduct. This commitment is reflected in the Company's Code of Ethical Business Conduct (the "Code") which serves as the guiding document for the lawful and ethical business conduct of the Board, the Company's employees, and its agents.

The Board is committed to understanding the business of the Company. A director is expected to spend the time and effort required to properly discharge such director's responsibilities, including attending Board and committee meetings and reviewing in advance meeting materials. Each director is expected to attend the annual meeting of shareholders.

Each new director participates in an orientation program that includes background information about the Company's business, general information about the Board and its committees, and a review of a director's duties and responsibilities.

All directors, within the three (3) years of their initial appointment to the Board, are encouraged to attend an educational program that enhances their ability to deal with various issues during their term as directors. Thereafter, the directors are encouraged to periodically attend corporate governance educational programs related to their service on the Board. The directors shall also receive reimbursement for reasonable expenses associated with traveling and attending Board-related educational programs.

2. Selection and Composition of the Board

The By-laws provide that the number of directors shall be set from time to time by the Board within a specified range. A majority of the members of the Board shall be independent as determined in accordance with the New York Stock Exchange's (the "NYSE") listing standards as well as other independence standards the Board may wish to adopt. To assist it in determining each director's independence, the Board has established the Director Qualification Standards listed in Appendix A. The Board will affirmatively determine the independence of each director annually.

The Chair of the Board (the "Chair"), who may also be the Chief Executive Officer, shall be a director and preside at all meetings of the Board. The independent members of the Board shall hold regular executive sessions before or after each regularly scheduled Board and committee meeting with no members of management present. The independent directors of the Board shall elect on an annual basis an independent director as Lead Director. The Lead Director shall be responsible for (i) presiding over meetings of the independent directors of the Board; (ii) working with the Chair of the Board to establish the agenda for meetings of the Board; (iii) coordinating communication between the independent directors of the Board and management; and (iv) other duties as the Board may from time to time delegate to the Lead Director. The Lead Director will also be available for discussion with individual directors regarding key issues, individual performance, or any other matters relating to enhanced board effectiveness. These discussions may be initiated by either party.

The Governance Committee is responsible for evaluating and recommending to the Board candidates qualified to become members of the Board. Shareholders also have the opportunity to nominate directors in accordance with the By-laws of the Company. Director candidates are selected based on their practical wisdom, mature judgment, and diversity of backgrounds, financial acumen, and business experience. Candidates should possess the highest levels of personal and professional ethics, integrity, and values and be committed to representing the interests of shareholders. The Governance Committee may also consider in its assessment the Board's diversity in its broadest sense, reflecting, but not limited to, geography, age, gender, and ethnicity.

The Board has a mandatory retirement age of 75, meaning that a director will not be eligible to stand for election or re-election at the annual meeting of shareholders following his or her 75th birthday. Any director who experiences a change in position since election to the Board will offer to resign his or her service as a director, which offer will be evaluated by the Board in light of the individual circumstances.

Directors (other than those who are employed by the Company or any of its subsidiaries) are entitled to receive reasonable compensation for their services, based on comparable compensation with similar companies in the industry as may be determined from time to time by the Board upon recommendation by the Compensation and Development Committee. Directors also receive reimbursement of reasonable travel expenses when traveling on Board-related business.

Each director owes certain fiduciary and other duties to the Company and its shareholders. As a result, each director is expected to devote sufficient time, energy and attention to effectively fulfill his or her duties and responsibilities. Prior to accepting additional directorships, directors are expected to consider the demands on their time and resources that may be posed by those additional directorships, including those on public, significant private and charitable organizations.

No director may serve on the board of directors of more than three public companies or significant private or charitable organizations that are expected to require a significant time commitment without prior approval of the Board. No member of the Audit Committee may serve on the audit committee of more than three public companies without prior approval of the Board.

Additionally, in order to avoid potential conflicts and independence issues, all directors are required to advise the Corporate Secretary of the Company prior to accepting an invitation to serve on the board or audit committee of another public company or significant private or charitable organization. The Governance Committee will annually review all directorships held by each member of the Board.

In any uncontested director election, any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election, shall, following certification of the election results, promptly tender his or her offer of resignation to the Board. Within 90 days after certification of the election results, the Board will decide, through a process managed by the Governance Committee and excluding the nominee in question, whether to accept the resignation. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation.

3. Committee Structure

The current committee structure consists of the following standing committees: Governance Committee, Audit Committee, Compensation and Development Committee, and Executive Committee (collectively, the "Standing Committees"). The need for other committees may evolve over time and the Board will initiate discussion in this area if appropriate. Each Standing Committee of the Board has a written charter that complies with the relevant law and NYSE listing rules. Each Standing Committee also completes a self-assessment annually. The specific duties of each committee are detailed in the committee charters, and all charters are approved by the Board.

Directors are nominated by the Governance Committee for committee membership subject to the directors' consideration and approval. The Governance Committee will consider annually whether to rotate chairs and/or members within and among committees. Communications from shareholders are forwarded to the Governance Committee to be handled on behalf of the Board.

The Governance Committee is responsible for the periodic review of the Company's Code and other core policies to assure appropriate corporate governance. The Audit Committee is responsible for ensuring that management has established an appropriate system to enforce the Code. Any waivers of the Code or core policies for directors or officers must be made by the full Board or a Board Committee and properly disclosed as required by law, regulation, or rule.

The Compensation and Development Committee sets the goals and objectives for the Chief Executive Officer's performance and then evaluates the Chief Executive Officer's performance against these goals.

The Executive Committee exercises the authority of the Board when action is necessary between Board meetings. Except as otherwise determined by the Board from time to time, the Chair of the Board will chair the Executive Committee.

The Governance Committee, Audit Committee and Compensation and Development Committee will be comprised entirely of independent directors.

The members of committees are entitled to receive such fees as the Board, upon recommendation of the Compensation and Development Committee, determines. The compensation received by the members of the Board from the Company is specifically limited to those fees paid for their services and reimbursement of expenses associated with serving as a director and member or chair of any committee of the Board.

4. Board Access to Management

The directors have complete access to the Company's executive officers and other management. The Board expects from time to time that management will be present at Board meetings to provide insight into business issues and to provide the Board the opportunity to evaluate their management skills. The Board will also have access to the Company's auditors and counsel.

5. Confidentiality and Non-Disclosure

Directors are required to maintain the confidentiality of all information regarding Board proceedings and deliberations, and all information regarding the Company, its officers, and other directors that the director learns in his or her capacity as a director of the Company. Each director also is expected to respect the role of the Chief Executive Officer as the chief spokesperson for the Company, and should not engage in discussions regarding the Company with third parties, including journalists, investors, analysts or investment advisors, particularly when confidential or market-sensitive information is involved. In the event it is deemed advantageous for a director to communicate to journalists, investors, analysts, investment advisors or other third parties on behalf of the Board of the Company, then the Chair of the Board or the Lead Director will be invited to speak on behalf of the Board, or the Chair of the Board or the Lead Director will designate another director to make such communication.

6. Preparation of Agenda

The Chair of the Board, in consultation with the Lead Director, establishes the agenda for each Board meeting. Any director may suggest additional items for the agenda through the Lead Director or the Chair of the Board, and it is anticipated that the agenda will be distributed at least one (1) week in advance of the Board meeting. Directors may also raise at any regular Board meeting subjects for discussion that are not on the formal agenda. The agenda for each regular meeting will allow for an executive session for independent directors only.

7. Distribution of Board Materials

In addition to the Board meeting agenda, information that is important to the Board's understanding of the agenda items and the business of the Company will be distributed to the directors prior to each Board meeting. Directors also routinely receive financial information, reports, press releases, analysts' reports, news clippings and other information designed to keep them informed as to the Company's business.

8. Board Evaluation

The Board has established a process for assessing how the Board and individual directors are performing against strategic capabilities necessary for Board effectiveness. The Board identifies key capabilities and expertise needed by the Board and individual directors to provide effective corporate governance of the Company’s strategic plans and operations. Then, on an annual basis, the Governance Committee Chair solicits input from directors on individual Board member evaluations. The Governance Committee Chair works with the Lead Director on individual feedback to any director, as appropriate.

In addition, on an annual basis, the Governance Committee conducts an overall assessment of the Board and its committees’ effectiveness, and reviews the results with the Board. In preparing this assessment, the Governance Committee develops and circulates to each director a questionnaire, based upon the identified strategic capabilities and including other criteria, through which each director can provide input.

9. Stock Ownership

To further align the interests of the Company’s directors and executive officers with shareholders, the Board has established minimum stock ownership guidelines.

Directors are expected, within five (5) years of their initial election to the Board, to acquire and hold Company stock with a value equal to at least five (5) times the amount of their annual cash retainer.

Executives are expected, within five (5) years of their initial appointment as an executive, to acquire and hold Company stock (which may include vested and unvested restricted stock and shares owned in a 401(k) plan) with a value equal to the following:

Chief Executive Officer	5 x base salary
President	4 x base salary
Executive/Senior Vice President	3 x base salary
Vice Presidents	2 x base salary

In the event an officer has not accumulated the specified number of shares during the five-year period, the Board expects such officer to continue to diligently work toward the specified goal. In addition, the Board expects that until the stock ownership guidelines are met and maintained, an executive will not dispose of shares under the Company’s Long-Term Incentive Plan (and any successor plan), except to satisfy obligations for the payment of taxes relating to those shares. The Governance Committee will periodically assess these stock ownership guidelines, and the stock ownership of directors and officers relative to these guidelines, and make recommendations as appropriate.

10. Succession Planning and Development

The Board will review the Company’s succession planning, including succession planning in the event of an emergency or retirement of the Chair of the Board and/or Chief Executive Officer. The Chief Executive Officer will provide at least annually, a report to the Board of potential successors for the Chief Executive Officer position. The Chief Executive Officer will also provide at least annually, a report to the Board on succession and development plans for all senior management positions and will review and discuss such report with the Board.

11. Pension Plans

The independent directors of the Board will be responsible for reviewing the Company’s pension plans.

APPENDIX A

Director Qualification Standards

For Great Plains Energy Incorporated

Determination of Independence

The Board must affirmatively determine whether or not each director of the Company is independent. In order to qualify as "independent," a director must not have a material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. To assist the Board in determining each director's independence in accordance with the rules of the NYSE, SEC and other applicable governmental and regulatory bodies, the Board has established the following director qualification standards.

A. A director will not be "independent" if:

i. Employment:

(a) The director is, or has been within the last three years, an employee of the Company; or

(b) An immediate family member of the director is, or has been within the last three years, an executive officer of the Company;

ii. Compensation:

The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service with the Company (provided such compensation is not conditioned on continued service);

iii. Relationship with Auditors:

(a) The director is a current partner or employee of a firm that is the Company's internal or external auditor;

(b) The director has an immediate family member who is a current partner of such firm;

(c) The director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or

(d) The director or an immediate family member was, within the last three years, a partner or employee of such a firm and personally worked on the Company's audit within that time;

iv. Compensation Committee Interlocks:

The director, or an immediate family member, is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; and

v. Officers of Other Companies; Payments to Other Companies:

The director is a current employee, or an immediate family member of the director is currently an executive officer, of another company that:

(a) Makes payments to or receives payments from the Company for property or services; and

(b) The amount of such payments made in any one of the last three fiscal years exceeds the greater of $1 million or 2% of the other company's consolidated gross revenues.

Disclosure Note: This test generally excludes charitable entities and the Company's contributions to those entities. If the director or his/her immediate family member is an executive officer of a charitable organization and the Company contributes more than $200,000 or 5% of the charity's revenues, the Board, after considering all relevant factors, may still determine that the director is independent; however, the Company must disclose in its annual proxy statement any charitable contributions made by the Company to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from the Company to the organization exceeded the greater of $1 million, or 2% of such tax exempt organization's consolidated gross revenues.

B. Additional Standards for Audit Committee and Compensation and Development Committee Director Independence: In addition to the independence standards described in Section A above, in order to be "independent," a member of the Company's Audit Committee or Compensation and Development Committee may not, other than in his or her capacity as a member of the Audit Committee or the Compensation and Development Committee, the Board, or any other Board committee:

i. Accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof, other than fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or

ii. Be an affiliated person of the Company or any subsidiary or an affiliate of a subsidiary of the Company.

C. Additional Factors to Consider: In addition to the "bright-line" tests for independence described in Sections A and B above, the Board should broadly consider all relevant facts and circumstances that could impair a director’s independence. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable, social or familial.