

# FirstEnergy Corp. Savings Plan

Summary Plan Description

January 2016

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FirstEnergy Corp. (“FirstEnergy”) was organized under the laws of the state of Ohio in 1996 as a holding company to implement the merger of Ohio Edison Company (“Ohio Edison”) and Centerior Energy Corporation (“Centerior”). Its principal executive offices are located at 76 South Main Street, Akron, OH 44308, telephone number (330) 384-5100.

FirstEnergy is the parent company of:

- Ohio Edison Company, which remains the parent company of Pennsylvania Power Company (“Penn Power”)
- The Cleveland Electric Illuminating Company
- The Toledo Edison Company
- Metropolitan Edison Company
- Pennsylvania Electric Company
- Jersey Central Power & Light Company
- Allegheny Energy Service Corporation
- Monongahela Power Company
- The Potomac Edison Company
- West Penn Power Company
- FirstEnergy Service Company
- FirstEnergy Nuclear Operating Company
- FirstEnergy Solutions Corp., which remains the parent company of FirstEnergy Generation, LLC
- American Transmission Systems, Incorporated

FirstEnergy has a service territory of 65,100 square miles, spanning northern and central Ohio, Western and Eastern Pennsylvania, Northern and Central New Jersey, Maryland, New York and West Virginia, and a customer base of 6 million. Based on electric sales, FirstEnergy is the 5th largest investor-owned electric utility system in the United States.

This Summary Plan Description (SPD) is created for eligible participants in the FirstEnergy Corp. Savings Plan.

For purposes of this SPD, the term “Plan” means the FirstEnergy Corp. Savings Plan, and “Company” means FirstEnergy Corp.

This SPD explains how your Plan currently works, when you qualify for benefits, and other information as contained in the legal Plan document. The Plan document is written in much more technical and precise language and is designed to comply with applicable legal requirements. If the non-technical language in this SPD and the technical, legal language of the Plan document conflict, the Plan document always governs. If you wish to receive a copy of the legal Plan document, please contact the Plan Administrator.

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## Introduction

Planning for a safe and secure retirement must begin long before the day you finally decide to stop your regular employment and begin a new chapter in your life.

Saving money for retirement is not an easy task. FirstEnergy recognizes the importance of long-term planning and wants to help provide financial security for its employees. Retirement, the purchase of a home or the education of your children are major financial commitments. The FirstEnergy Corp. Savings Plan can be an important tool in helping you achieve your financial goals. The Plan offers you:

- the advantage of saving through payroll deductions
- Company matching contributions
- immediate ownership of your contributions and the Company matching contributions
- the additional benefit of reducing your taxes
- the freedom to decide how to invest your Account
- access to your savings under the withdrawal and loan features of the Plan

The FirstEnergy Corp. Savings Plan makes saving easy, assisting you in taking control of your financial future.

If you have any questions after reading this summary, please contact the Human Resources Service Center at **1-800-543-4654**.

The provisions of the Plan and eligibility for participation do not constitute an employment contract with any individual. Being a participant in this Plan does not grant any current or future employment rights. Plan participation is not an inducement or condition of employment. Generally, employment is not for a definite period and may be terminated at will by either the Company or the employee, subject to the collective bargaining agreements, if applicable. Your right to any payment under the Plan is determined solely under the Plan's provisions.



## Benefits at a Glance

Eligibility	<b>Full-time and Part-time employees:</b> First day of work.
Enrollment	<b>Full-time and Part-time employees:</b> Enrollment is automatic upon hire: a 3% before-tax contribution will be invested in a LifePath Portfolio Fund based on your retirement date. In April, each plan year, the deduction percentage will increase by 1% until 6% is attained. If you wish to make changes, please contact Fidelity.
Savings Choices	You may elect to contribute to the Plan on a <b>before-tax</b> and/or <b>after-tax basis, including a Roth 401(k).</b>
Savings	<p><b>Non-highly compensated employees:</b> Save from 1% to 75% of Eligible Savings Plan Earnings (up to IRS annual limits) in before and/or after-tax accounts, including the Roth 401(k).</p> <p><b>Highly compensated employees,</b> as defined by the Internal Revenue Code, may be limited in the amount of their contributions. Affected employees will be advised if such limits apply.</p> <p><b>Special “catch-up” contributions as regular and/or Roth 401(k) are permitted for employees who are age 50 or older during the plan year.</b></p>
Savings Changes	<p>You may change your savings rate percentage or stop saving at any time.</p> <p>You may waive the automatic enrollment if you choose not to participate in the Plan when you are hired.</p>
Company Match	<p><b>Basic Match:</b> 50% of your contribution up to the first 6% of Eligible Savings Plan Earnings.</p> <p><b>All Company-matching contributions</b> are invested in FirstEnergy common stock. The Plan has no limitations on when Company-matching contributions may be moved to other investment options.</p>
Vesting	You are 100% vested in your contributions and Company-matching contributions at all times.
Investing your Accounts	You decide how to invest your accounts. You can choose from a broad variety of investment options as well as a Self-Managed Brokerage Account. There are various investment management, recordkeeping and trustee fees.
Investment Changes	You may change your investment election for current balance or future contributions on any day to become effective at the next close of the U.S. securities markets. There are restrictions/redemption fees with some funds for short-term trading.

<p><b>In-Service Withdrawals</b></p>	<p>You may withdraw after-tax savings.</p> <p>Other withdrawals will be allowed, upon approval, in the case of financial hardship or disability. Additional options are available at age 59½.</p> <p>If you elect to invest in the FirstEnergy Stock Fund, you may elect to receive the dividends in cash.</p>
<p><b>Loans (Active Employees Only)</b></p>	<p>You may have two outstanding loans at one time. You may borrow up to 50% of your balance to a maximum of \$50,000, less the highest outstanding loan balance(s) in the 12 months before the loan is made. Loans are repaid through payroll deduction over a period of up to five years or up to 30 years for a primary residence. The minimum loan is \$1,000. There is a processing fee for each loan.</p>
<p><b>Receiving your Plan Balance</b></p>	<p>After you leave the Company, you may request a total distribution or if your account balance equals \$1,000 or more, you may leave all or part of your Plan balance in the Plan until you attain age 70½. You may take withdrawals at any time, and installment payments can be established.</p> <p>When you attain age 70½, the Plan will begin the payment of the required minimum distribution. Based on age you may be subject to an early withdrawal penalty.</p>

*Most Savings Plan transactions can be completed through Fidelity, the Plan's Recordkeeper, by phone at **1-800-982-3451** from 8:30 AM to 8:00 PM Eastern Time, Monday through Friday when the Market is open or by logging on to the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com).*

## Eligibility

Your participation begins when you first become eligible. Your type of employment determines whether you are eligible to participate in the Plan. If you have any questions about your eligibility, please contact the Human Resources Service Center (**1-800-543-4654**).

All full-time regular and part-time non-bargaining employees of Participating Companies are eligible to participate in the Plan.

All full-time and part-time bargaining employees represented by a labor union as indicated in the section entitled “Participating Unions” may participate to the extent provided by their respective collective bargaining agreement with the Company.

Temporary employees, leased employees and independent contractors are **not** eligible to participate in the Plan.

### If you transfer or leave the Company and are rehired

If you transfer to another FirstEnergy company that is participating in the Plan, there will be no change in your participation. If you transfer to another FirstEnergy company that does not participate in the Plan, you will no longer be eligible to participate in the Plan, but the transfer will not be considered a termination of employment. If you participated in the Plan and you terminate employment and are later rehired as a non-bargaining or participating union employee, you may rejoin the Plan when you are rehired if the FirstEnergy Company employing you is participating in the Plan.

## Enrollment

If you are eligible to participate in the Plan as of your date of hire you will be automatically enrolled in the Savings Plan with a 3% before-tax contribution level and with your contributions invested in a LifePath Portfolio Fund based on your normal retirement age. Unless you elect otherwise, your automatic before-tax contributions will begin as soon as administratively practicable (but not earlier than 30 days) after your date of hire.

All Plan participants who are automatically enrolled in the Plan will have an automatic annual increase of 1%, to a contribution level of 6%, on April 1st. A participant may elect to change or stop the automatic contribution. The automatic contribution increase will not apply until the following plan year for new Plan participants who were enrolled during the previous 6 months from April 1.

To waive the automatic enrollment notify the Human Resources representative during your orientation. If you wish to designate a different contribution level, choose other investment funds or opt out of the automatic contribution increase, you should contact Fidelity after receiving your enrollment kit.

If you have elected to waive your automatic enrollment you may join the Savings Plan by contacting Fidelity. You will receive an enrollment kit from the Savings Plan recordkeeper, Fidelity. Once you have received your enrollment kit, you may change your contribution level or investment funds by calling Fidelity at **1-800-982-3451** or using the web site: [www.netbenefits.com](http://www.netbenefits.com) to set up your password and then you may change your contribution level or investment funds.

## Naming your beneficiary

You should name a beneficiary to receive your benefits under the Plan if you should die. To name a beneficiary, you must complete the beneficiary designation form from the enrollment kit and return it to Savings Plan Administration in Reading. You may also complete your beneficiary designation online at [www.netbenefits.com](http://www.netbenefits.com).

You may designate more than one beneficiary for your Plan account. The share allotted to each beneficiary must be made in full percentages, such as 50%, 45% and not as a fractional percentage, such as 33 1/3%. Your beneficiary information will be transferred to Fidelity and included with your account information. You may view your beneficiary information when you access the Plan Web site.

### *If you are married*

Unless you and your spouse designate otherwise, your spouse will automatically be your beneficiary. The Retirement Equity Act of 1984 requires your spouse's notarized consent on the beneficiary designation form if you wish to name any individual other than your spouse as the primary beneficiary.

### *If no Beneficiary has been named or your Beneficiary dies before you*

If no beneficiary has been named or if your beneficiary dies before you, the value of your Savings Plan account will be paid in this order: (1) to your widow or widower, (2) to your surviving children, or (3) to the executors and administrators of your estate.

If you have returned a completed beneficiary form to the Human Resources Service Center, you can access your beneficiary information through the Savings Plan Information Line at **1-800-982-3451**, or through the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com). You are encouraged to periodically review your beneficiary information and to revise it as appropriate. Your Savings Plan beneficiary designation may be changed at any time. Beneficiary forms for future changes can be requested through the Savings Plan Information Line or Web site and returned directly to Savings Plan Administration in Reading. You may also access a copy of the Form, on the Human Resources Community Page on the FirstPlace Portal by clicking on **Forms** under **HR Community Links** and selecting the appropriate form. You can also use the Company's electronic forms database, call Fidelity at **1-800-982-3451** or log on to [www.netbenefits.com](http://www.netbenefits.com).

## Vesting

Under the Savings Plan, you have ownership of your account at all times. The value of your account will equal the sum of your contributions, Company matching contributions made on your behalf, and all investment earnings, appreciation or depreciation thereon.

## Cost

### Expenses and fees

You should be aware that there are certain expenses and fees. These include investment management, recordkeeping and trustee fees that you will incur while you participate in the Plan.

If you choose to invest in the Self-Managed Brokerage Account (SMBA), fees such as transaction fees, loads or redemption fees will be charged against your account.

For more information about fees, please see page 16. For more information about the Self-Managed Brokerage Account (SMBA), please see page 50.

There are loan application fees for participants requesting loans from their account. For more information about those fees, please see page 18.

There are fees for participants with a domestic relations order against their 401(k). For more information about those fees, please see page 32.

## Your Plan Accounts

Separate accounts and subaccounts are set up for you to reflect the contributions and earnings made to the Plan on your behalf and any amounts transferred or rolled over under the provisions of the Plan.

### Before-tax Account

The Savings Plan allows you to save with before-tax dollars. Before-tax means that your contribution to the Plan is made before federal income taxes are withheld. The result is lower taxable income and possibly lower income taxes.

Other pay-related benefits, such as life insurance, disability benefits, and retirement benefits, will continue to be based on your full pay, including any before-tax contributions you authorize. The same is true for certain other taxes, such as Social Security taxes. In these instances, you will continue to pay taxes on your full pay, before deductions for before-tax contributions. Thus, there should be no reduction to your future Social Security benefits because you save on a before-tax basis.

Your **Before-tax Account** may include any of the following subaccounts:

- your before-tax contributions
- Company-matching contributions
- any rollovers from other qualified plans and
- vacation carry-over amount transferred to the former GPU plan before January 1, 1992 (frozen for contributions).

### After-Tax Account

The Savings Plan also allows you to save with after-tax dollars. After-tax contributions are made after taxes have been withheld, the same as savings in the Credit Union or your personal bank account. Because after-tax contributions do not affect your taxable income, your taxes are not reduced.

Your **After-tax Account** may include any of the following subaccounts:

- your after-tax contributions
- any amount transferred to the former GPU plan from the Accumulated Payments (2% After-Tax Account) (frozen for contributions).

## Roth 401(k) Account

The Savings Plan also allows you to save in a Roth 401(k) with after-tax dollars. After-tax contributions are made after taxes have been withheld, the same as savings in the Credit Union or your personal bank account. Because after-tax contributions do not affect your taxable income, your taxes are not reduced. If your Roth 401(k) contributions remain in the Plan at least 5 years and until you are 59½, the earnings can be withdrawn tax free.

## Other Accounts (frozen for contributions)

- IRA Contribution Account for any tax-deductible IRA contributions made to the former GPU plan before 1987.
- PAYSOP Account containing contributions in the name of former employees of Ohio Edison and Penn Power before 1987.

## Your Contributions

When you contribute to the Plan, the amount of your contribution is made as a percent of your Eligible Savings Plan Earnings. The percentage you select must be in whole percentages with a minimum of 1% and a maximum of 75% of Eligible Savings Plan Earnings. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then no deduction will be withheld from that paycheck. The first 6% of your contributions are called **basic savings** and any contributions in excess of 6% (7% - 75%) are identified as **supplemental savings**.

**Eligible Savings Plan Earnings:** Contributions to the Plan made by you and on your behalf are based on your earnings. For purposes of the Plan, “Eligible Savings Plan Earnings” is defined as your base annual pay plus annual incentive compensation, vacation, commissions, differential wage payments, overtime, annual incentives or cash sales incentive awards or other bonuses paid prior to Severance from Employment, sales incentives, lump-sum merit awards and any negotiated retroactive signing bonus. It does not include expenses paid, annual incentives or cash sales incentive awards or other bonuses paid after Severance from Employment, severance pay, recruiting/retention bonuses, other bonuses or other special compensation, including deferred compensation. Pay is determined before any reduction for your before-tax contributions and any pre-tax amounts you may elect to contribute under the Company’s Flexible Benefit Plan.

Since contributions to the Savings Plan are based on a percentage of Eligible Savings Plan Earnings, the dollar value of your savings will change automatically with increases or decreases in those earnings. The Plan permits you to make three separate types of contributions – before-tax contributions, after-tax contributions, and Roth 401(k) contributions.

## Before-tax contributions

Before-tax contributions are not subject to federal income tax on a current basis. However, they are subject to Social Security Taxes on a current basis and, depending on where you live, they may also be subject, on a current basis, to state and local income tax. Unless you are eligible for and have applied to make “catch-up” contributions (see below), your before-tax contributions will automatically stop when they reach the before-tax contribution limit for the year (please

see page 11). If you wish to continue contributing to receive the Company match, you may only do so on an after-tax basis.

### After-tax contributions

You may also elect to contribute to the Plan on an after-tax basis. After-tax contributions are subject, on a current basis, to federal income tax as well as Social Security, state and local income taxes.

### Roth 401(k) contributions

You may also elect to contribute to a Roth 401(k) on an after-tax basis. The percentage you select must be in whole percentages with a minimum of 1% and a maximum of 75% of Eligible Savings Plan Earnings. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then no deduction will be withheld from that paycheck. After-tax contributions are subject, on a current basis, to federal income tax as well as Social Security, state and local income taxes. Unless you are eligible for and have applied to make “Roth 401(k) catch-up” contributions (see below), your Roth 401(k) contributions will automatically stop when they reach the before-tax contribution limit for the year (please see page 11). If you wish to continue contributing to receive the Company match, you may only do so on an after-tax basis.

### “Catch-up” contributions

If you turn age 50 or older at any time during the plan year, you are eligible to make additional before-tax and/or Roth 401(k) contributions to the Plan (beyond the limits described above), called “Catch-Up Contributions.” The percentage you may select must be in whole percentages with a minimum of 1% and a maximum of 99% of Eligible Savings Plan Earnings. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then you will only see the net amount withheld from that paycheck instead of the correct percentage. The maximum additional catch-up amount permitted by federal law is \$6,000 in 2016. This amount is subject to future indexing. You do not have to attain age 50 to start your catch-up contributions. You may elect to make catch-up contributions as of January 1 of the year in which you turn age 50. **Please note that catch-up contributions are not eligible for Company Matching Contributions.**

If you are eligible to elect catch-up contributions, you may only make such an election because you expect to reach the annual contribution maximum set by the IRS (please see page 11). Other information about catch-up contributions:

- If for any reason you do not maintain your contributions at the Plan maximum or your before-tax contributions and Roth 401(k) contributions do not reach the applicable federal limit, your before-tax catch-up contributions, Roth 401(k) catch-up contributions, or both will be applied as regular before-tax or Roth 401(k) Savings Plan contributions up to the applicable limit. However, no Company-match will be applied.
- Your catch-up contribution election will be carried forward from year to year. If you do not wish to continue your catch-up election, you need to “turn off” your election.

If you want to elect or “turn off” a catch-up contribution, you should call the Savings Plan Information Line at **1-800-982-3451** or access the Internet Web site at [www.netbenefits.com](http://www.netbenefits.com). A

link to this site is also on the Human Resources Community Page of the FirstPlace Portal and is accessible by clicking on **Savings Plan On Line** under **HR Community Links**.

### Rollovers from other plans

If you are an eligible employee, the Plan accepts rollovers from other plans qualified under the Internal Revenue Code. A participant who is not an Employee may make a Rollover Contribution of his or her distributable lump-sum benefit that is eligible for rollover from the FirstEnergy Corp. Master Pension Plan. You are not required to participate in the Plan in order to roll over other qualified funds into the Plan. However, you should consult a qualified tax advisor to determine if a rollover is possible and in your best interest. Tax-qualified plans that meet the Internal Revenue Code requirements are subject to special tax rules. Generally, they may include:

- pension plans, (including an eligible lump-sum distribution from the FirstEnergy Corp. Master Pension Plan), money purchase pension plans, employee stock ownership plans
- employer savings plans
- Keogh plans
- certain Individual Retirement Accounts (IRAs) if the amount is solely attributable to a rollover from a qualified plan of a previous employer, and
- Designated Roth accounts, provided that the rollover is a direct trust-to-trust transfer.

#### **Rollover contributions are not eligible for Company Matching Contributions.**

The Savings Plan Committee may set other rules, from time to time, governing the eligibility of monies being rolled over into the Plan. If you want to roll over money into the Plan, you must complete the Savings Plan Rollover Contribution Application, Form 423. You may access a copy of the Form, on the Human Resources Community Page on the FirstPlace Portal by clicking on **Forms** under **HR Community Links** and selecting the appropriate form. You can also use the Company's electronic forms database, call Fidelity at **1-800-982-3451** or log on to [www.netbenefits.com](http://www.netbenefits.com).

### A combination of savings methods

You do not have to choose between before-tax and after-tax savings. You may save using both methods, in any combination of whole percentages. However, your total contribution must be at least 1% and no more than 75% of your Eligible Savings Plan Earnings.

### A comparison of savings methods

The following provides a simple example of the difference between saving with after-tax and before-tax dollars. The sample employee has Eligible Savings Plan Earnings of \$40,000, saves 6% of Eligible Savings Plan Earnings a year (or \$2,400), and is in a 15% federal income tax bracket. This example does not include Social Security taxes, state or local taxes, or any other deductions.



<b>A Comparison of Savings Methods</b>		
	<b>Before-Tax</b>	<b>After-Tax</b>
<b>Eligible Earnings</b>	\$40,000	\$40,000
<b>Before-Tax Contribution</b>	-\$2,400	\$0
<b>Taxable Pay</b>	\$37,600	\$40,000
<b>Income Tax Withholding</b>	-\$5,640	-\$6,000
<b>Subtotal After Withholding</b>	\$31,960	\$34,000
<b>After-tax Contribution</b>	\$0	-\$2,400
<b>Total "Take-Home Pay" After Contributions</b>	\$31,960	\$31,600

## Company Matching Contributions

Company-matching contributions are made on the first 6% of savings (called Basic Savings) regardless of whether those savings are before-tax or after-tax. Company-matching contributions are posted on a per pay basis. Every pay period that you make a before-tax, after-tax, or Roth 401(k) contribution, the Company posts the Company-matching contribution at the same time. The match is first made on your before-tax savings and, if you have not elected to save at least 6% before-tax, the balance of the match will be made to any after-tax and/or Roth 401(k) contribution you elect. For example, if you elect to contribute 3% to your Before-tax Account and 10% to your After-tax Account, the Company would match 3% on your before-tax and 3% on your after-tax elections. Remember, if you reach the maximum before-tax and/or combined Roth 401(k) limit (\$18,000 in 2016) before the last pay of the year, you will need to start contributing to an after-tax account in the amount of 6% in order to maximize your Company-matching contribution from the Company.

### Basic Savings

You can contribute 1% to 6% in whole percentages of your Eligible Savings Plan Earnings as Basic Savings. The Base Matching Contribution percentage for the payroll periods during a Plan Year is determined by the Company, in its sole discretion, prior to the beginning of each Plan Year.

### Supplemental Savings

You may also contribute up to 69% more of your Eligible Savings Plan Earnings, in 1% increments, as Supplemental Savings. However, supplemental savings are not matched by the Company.

### Company Matching Contributions

All Base Matching Contributions are invested for you in Company Stock. Dividends from the shares you own will be automatically reinvested to help your savings grow. Company matching contributions are made through the FirstEnergy Contributions Stock Fund. The FirstEnergy Contributions Stock Fund is a part of the Savings Plan and acquires shares of FirstEnergy Stock and holds them in the Savings Plan trust for the sole benefit of participants.

As you make Basic Savings contributions to the Savings Plan, shares will be credited to your account, at the current market price, in the form of matching contributions. Plan participants may diversify Company's matching contributions held in FirstEnergy Stock at any time. You may transfer your Company match to other investment options at any time, but you are not required to move these funds. You may elect to (1) do nothing and leave the funds in the FirstEnergy Contributions Stock Fund account or (2) transfer the available funds to another investment option in the Plan including the Self-Managed Brokerage Account (SMBA). Please note, however, that if you elect to reallocate your existing account balances through Automated Information Service (please see page 27), any Company matching contributions held in your FirstEnergy Contributions Stock Fund account will also be reallocated according to your specifications.

If you have any questions or want to transfer the funds to other investment options, please use the Savings Plan Information Line at **1-800-982-3451** or on the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com).

## Contribution Limits

To comply with various Internal Revenue Code requirements, before-tax, after-tax and Company-matching contributions are subject to certain limitations. These include the following:

### Dollar limit for before-tax/Roth 401(k) contributions

Federal law currently limits your before-tax plus Roth 401(k) Savings Plan contributions to \$18,000 in the 2016 plan year (402(g) limit), subject to adjustment in future years for increases in the cost of living.

If you worked for another employer that had a salary reduction or similar plan, the sum of your before-tax and Roth 401(k) contributions to this Plan and your corresponding contributions to the other employer's plan during the same plan year cannot exceed the maximum dollar amount in effect for that year (described above). Any "Excess Deferrals" (plus any income or less any losses) will be distributed to you no later than April 15<sup>th</sup> of the year following the year the deferrals were made. You will be taxed on the excess amount.

### Stop your Savings Plan contributions

If you do not wish to contribute to the Savings Plan once your annual 402(g) contribution limit has been reached, you need do nothing. Company matching and your before-tax and Roth 401(k) contributions to the Plan will automatically be stopped for the remainder of the Plan Year. They will automatically resume effective with the first Savings Plan paycheck deduction for the following Plan Year.

### *Company Match Stops If You Do Not Continue To Contribute After You Reach the Annual 402(g) Contribution Limit*

If you reach the annual 402(g) contribution limit described in this section and you do not elect to continue to contribute on an after-tax basis for the remainder of the Plan Year, you will not receive your entire available Company matching contribution. For example, if your before-tax contributions meet the dollar limit for the year in October, you will not receive a Company matching contribution for November or December unless you elect to contribute to your After-

tax Account for November and December. To maximize your Company matching contribution, you should continue your contributions to your After-tax Account at least at a 6% level.

## Contribute to the after-tax part of the Plan

If you wish to continue contributing to the Savings Plan after you have reached the annual 402(g) contribution limit, you will need to call the Savings Plan Information Line at **1-800-982-3451**, or access the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com) to redirect your contributions to the after-tax part of the Plan. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on **Savings Plan On Line** under **HR Community Links**.

**IMPORTANT:** If you redirect your contributions to the after-tax part of the Plan and stop your before-tax/Roth 401(k) contributions for the remainder of the Plan Year, you will again need to call Fidelity or access the Savings Plan Internet Web site to reinstate your before-tax/Roth 401(k) contribution at the beginning of the next plan year. Your before-tax/Roth 401(k) contributions will not resume automatically. You will also need to stop your after-tax deduction.

## Code Section 415 limits

The Plan is compliant with the section 415 contribution restrictions. As required by Code Section 415, in 2016, the total amount of all before-tax, after-tax, Roth 401(k), and Company-matching contributions that may be made by you or on your behalf (other than catch-up contributions) to the Plan for any plan year may not exceed \$53,000, subject to adjustment in future years for increases in the cost of living.

## Highly compensated employees

Before-tax, after-tax, Roth 401(k) and Company-matching contributions made by or on behalf of Plan participants who are “highly compensated employees,” as defined in the Code, are subject to nondiscrimination requirements. In general, these requirements can limit the amount of contributions made by or on behalf of these participants. Participants with total compensation of \$120,000 or more in 2016 or 2015, the previous plan year, will generally be considered highly compensated under these rules. This amount is subject to future indexing.

## Plan Compensation

The maximum annual amount of compensation in 2016 recognized for your deferrals and the Company’s matching contributions is \$265,000. Deductions are not taken once your year-to-date Eligible Savings Plan Earnings exceed this limit. This amount is indexed by the IRS and changes from time to time.

## Investing Your Savings

The Plan provides a selection of investment alternatives that provide you with the opportunity to create a personal investment strategy that you are comfortable with. There are investment selections that will appeal to all groups of investors, from novice to experienced investors. Your own contributions to the Savings Plan may be invested in or among any of:

- ten LifePath Portfolios that are diversified among broad types of asset classes that are adjusted over time to gradually become more conservative as the year approaches when investors expect to need their money.
- sixteen plan investment options covering a range of asset classes and risk levels. Each of the core funds has different investment objectives from which you may choose to best suit your investment needs.

The ten LifePath Portfolios and the sixteen plan investment funds are known collectively as the core funds. Each of the core funds has different investment objectives from which you may choose to best suit your investment needs.

- a Self-Managed Brokerage Account (SMBA) that offers the experienced investor the opportunity to invest in any security that is listed on the NYSE, ASE and NASDAQ as well as a wide range of mutual funds.

You may invest all of your savings among any of the twenty-six core funds (ten LifePath Portfolios and sixteen plan funds). With the exception of the PIMCO Real Return Fund and the Capital Preservation Fund, you also may choose to transfer any savings first invested in the core funds to the Self-Managed Brokerage Account. Because of restrictions on competing investments, savings cannot be transferred directly from the PIMCO Real Return Fund and the Capital Preservation Fund to the Self-Managed Brokerage Account (please see page 51) and must first be transferred into one of the other core funds for a period of 90 days. A brief description of each of these options can be found in Appendix C beginning on page 45, but you can obtain more complete information by calling the Savings Plan Information Line at **1-800-982-3451** or on the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com).

### Changing your contributions

You may change the percent of Eligible Savings Plan Earnings you save on a before-tax and after-tax basis as often as you wish by using the Savings Plan Information Line at **1-800-982-3451** or you may use the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com). A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on **Savings Plan On Line** under **HR Community Links**.

### Changing your investment decision

You may transfer all or part of your eligible existing balance, except as noted above, among the twenty-six core funds and the Self-Managed Brokerage Account. You may also change the investment fund percentages of future contributions to the Savings Plan as often as you wish.

**PLEASE NOTE:** The fund managers of certain mutual funds in the core funds have instituted “transfer restrictions” which will not permit you to sell or transfer shares of the fund and then buy or transfer back shares of the fund without satisfying a required waiting period or paying a redemption fee. These restrictions or redemption fees are designed to discourage “market timing” or “short-term trading,” which can hurt a fund’s performance.

Please refer to the fund fact sheet and/or the fund prospectus to determine if the fund(s) you are investing in have any restrictions or redemption fees related to “short-term trading”.

Please refer to the Savings Plan Information Line at **1-800-982-3451** for information on changing your investment of future contributions as well as transferring your existing balances between

funds. You may also change your investment of future contributions and transfer your existing balance between funds through the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com). A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on **Savings Plan On Line** under **HR Community Links**. Changes to the investment of your existing balance will not affect the investment of future contributions to the Savings Plan. Investment transactions will be processed on a daily basis and will become effective as soon as administratively possible.

PLEASE NOTE: Any investment transaction that you make will generally take place late in the business day on the date that you made the change. If the change is made before Market Close, the change will take place that day. If the change was made after the Market Close, the change will take place following the Market close on the next business day. Changes will generally be reflected in your account the day after the shares trade.

### Your account statement

Each quarter you will receive a statement showing the value of your accounts (including your IRA, PAYSOP, 2% or Vacation carryover account, if applicable) and the amounts that you and the Company have contributed. It will also show the separate value in each fund, including return on the money invested. Loan account activity will appear on each quarterly statement. When you receive your statement, you should review it carefully. If you find what you believe to be an error, please contact Fidelity immediately. You may also view your statement online at [www.netbenefits.com](http://www.netbenefits.com) (please see page 30).

### Responsibility for making investment decisions

The FirstEnergy Corp. Savings Plan is intended to comply with the requirements of federal law under ERISA section 404(c) and Title 29 of the Code of Federal Regulations, Section 2550.404c-1 by offering a broad range of investment options and appropriate investment information, and by allowing participants sufficient opportunities to transfer funds among investment options. Compliance with these regulations relieves the Plan fiduciaries and the Company from any liability for any investment losses that are the direct result of a participant's own investment choices. As a consequence, your decisions and elections under the Plan are your own responsibility. As you consider making or changing any investment election, please keep in mind that the Company, the Trustee and any other fiduciary of the Plan will not be liable for any investment losses charged to your accounts which are the direct and necessary result of your investment elections. **Therefore, it is extremely important that you read the investment materials, review prospectuses, ratings and any other informational materials before you make any investment decision. You should not invest in any fund without carefully reading this material.**

The Company does not guarantee that the current market value of the FirstEnergy Stock Fund, the core funds or any other investment including securities and mutual funds purchased through the self-managed brokerage account will be equal to the purchase price, or that the total amount withdrawn or distributed in cash will be equal to or greater than the amount of your contributions. You assume all risks in connection with any decrease in the market price of any common stocks, mutual funds, investment funds or other investments held on your behalf in accordance with the provisions of the Savings Plan. All investments, even low risk investments, can result in losses or decreases in the value compared to the original investment value. The core investments provide low risk investment alternatives but none of the core investments are

risk free. One of the ways to protect against substantial losses in your overall account is to diversify investments, see page 16, 'Diversification.' Contributions to the Savings Plan are not bank deposits and are not covered by FDIC insurance. Neither the Trustee, the Company, nor any officer or employee is authorized to advise you as to the manner in which any contributions should be invested.

However, recent legislation has permitted advice to be offered. Fidelity® Portfolio Advisory Service at Work offers you the opportunity to have a team of investment professionals actively research and manage your Saving Plan accounts. Fidelity's team of investment professionals first gets to know you and your personal situation. Then, they invest, monitor, and rebalance your portfolio to reflect changes in the market or your life. Fidelity® Portfolio Advisory Service at Work is a fee-based service that gives you access to one of the nation's most experienced managed account providers focused on managing your portfolio. Dedicated investment professionals can be accessed at 866-811-6041 to answer any questions you may have.

### Which investment is right for you?

Whenever you are planning to invest, you need to ask yourself some basic questions before you make your investment decisions.

*What are my investment goals?* They can range from maximum security to maximum growth. Consider your age, other savings, other sources of income, and personal obligations.

*What is my time frame?* In general, the longer the time frame, the more willing you may be to invest in a stock fund and take the risk of short-term fluctuations in the market for long-term gains. Over long periods of time, the stock market has historically outperformed more conservative fixed income investments. However, that might not always be the case.

*How much risk am I willing to take?* Risk means that your account value can go down or that you may earn less than you could in another fund. You must be comfortable with the level of investment risk that you are going to take.

Just as joining the Savings Plan is a personal and voluntary decision, so is choosing investment funds. It's a personal decision that must fit your personal situation. If you contact Fidelity using the Information Line at **1-800-982-3451** or the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com) through the Web, you can find useful information concerning the twenty-six core funds:

- the most recent investment facts sheet and other descriptive material for the fund,
- the most recent financial statements and reports for the fund, and any other available material relating to the fund,
- information regarding the value of each share or unit of interest in the fund, and financial information concerning the past and current performance of the fund *net of expenses*,
- a summary of the fund's annual operating expenses that reduce the rate of return of investment in that fund expressed as a percentage of the average net assets of that fund,
- a list of the assets comprising each fund, the value of the assets, and in the case of any asset which is a fixed rate investment contract, the name of the issuer and
- information concerning the value of the units of interest or shares in the fund held by each of your Plan accounts.

## Diversification

Diversification is the central hub of investing. While some of your investments are living up to expectations, others may be performing poorly. If you want your portfolio, or combined group of investment holdings, to produce the income you'll need after you retire, you will want to diversify, or spread your investment money around. That's because any time all of your money is concentrated in one place, your financial security depends entirely on the strength of that investment. And no matter how sound an investment may be, there may be times when its price falls or its investment return does not keep up with inflation.

Diversifying isn't the same as buying randomly. If anything, it's the opposite, because it means investing according to your strategic plan to get the right mix of growth and income. The right level of diversification for you at any given time depends on a variety of factors, including where you are financially, what your goals are, and how the market is doing.

## Fees and expenses

### *Core Investment Options*

The Core Investment Options offered through the Plan are managed by investment management companies. These companies charge a fee for managing money within the funds. In addition to investment management fees described above, the funds also incur other expenses, such as shareholder services and money management expenses as well as recordkeeping and trustee expenses associated with the overall administration of the funds. These fees are not reported on your quarterly statement because you do not pay them directly. Instead, they are paid out of a fund's assets and are deducted from a fund's investment return. For example, if a fund had a return of 10% for the year and its investment management fee is 1%, the return you receive on your money is 9% (10% - 1% = 9%).

Over time, high fees and expenses can impact the value of your accounts in the Plan. While a 1% fee or expense may seem like a small amount, if you reduce the fee or expenses from 1% to 0.5% (one-half percent), the difference in accumulated wealth over a thirty-year investment period can be considerable.

### *Self-Managed Brokerage Account (SMBA)*

Because the Self-Managed Brokerage Account is a regular brokerage account, you must pay any fees associated with trades such as brokerage fees, loads, redemption fees, transaction fees or any other fees incurred against the Self-Managed Brokerage Account. These fees will appear on your monthly statement and are not deducted from your investment return.

It is very important that you do your homework if you use the Self-Managed Brokerage Account. If you are buying mutual funds, look at the prospectuses. If you are buying a stock, be sure that you understand any fees associated with that purchase. You can also ask your SMBA broker.

## Loans

### *Borrowing from your Savings Account*

All active employees with before-tax savings, after-tax savings, vacation carryover and/or rollover contributions in the Plan are eligible to borrow from these accounts, with the exception of Roth accounts, which are used only to determine the maximum loan amount possible and

cannot be withdrawn. As a result, your ability to access your account through a loan will be limited to amounts in your remaining accounts. You can borrow for any reason. If you are married, spousal consent is not required. When amounts are loaned, they will be taken proportionally, as applicable, from the twenty-five of the twenty-six core investment options first, and then from the FirstEnergy Stock Fund, if necessary. Amounts invested in the Self-Managed Brokerage Account must first be transferred back into the core funds before they can be used for a loan.

You may have two loans outstanding at a time. Loans will normally be processed within two business days from the date they are requested.

Please remember that the primary purpose of the Savings Plan is to promote long-term or retirement savings. Evaluate any loan you take from your accounts carefully. It is your responsibility to ensure that you will have sufficient net income in your paycheck to pay back the loan. As you repay your loan, you pay yourself back interest as well as principal. The accounts of other Savings Plan participants will not be affected by your loan.

Loans are subject to the terms of the Plan and to all rules established by the Savings Plan Committee made under the authority of the Plan. The Committee will direct the Compensation and Benefits Department and the Plan's recordkeeper, Fidelity, in the administration of the loan program.

### Things to consider before borrowing

Borrowing your own savings and repaying yourself with interest appears to be an ideal situation; and, in some cases, it may be the best alternative. However, you should carefully consider all the other options. There can be hidden losses in borrowing from your Before-tax or After-tax Account.

Before you borrow, you may want to ask yourself these questions:

- Can you get the money from any other source—such as personal savings, home equity line of credit, personal loan or credit union loan?
- Which source will provide you with the lowest interest rate? And is the interest you pay on a loan from a particular source tax deductible? (Interest you pay back on a Plan loan is **not** tax deductible.)
- How much potential investment income might you lose if you take the money out of your Before-tax or After-tax Account? If the account is currently getting a high rate of return, you will be losing a substantial amount of potential investment return. This could represent a significant difference in your account balance over the years.
- Will you need to reduce the amount of your before-tax or after-tax contributions in order to pay back the loan?

### How much can I borrow?

The amount the Plan may loan to you from your before-tax and after-tax account savings is limited by rules under the Internal Revenue Code. The minimum amount you may borrow is \$1,000 and the maximum is limited to the lesser of:

- 50% of your total account balance reduced by the outstanding balance of any other loan you currently have from the Plan, or



- \$50,000 reduced by your highest outstanding balance on loans from the Plan during the one-year period before the date of the loan.

For purposes of borrowing, your total account balance consists of the sum of the value as of the last valuation date of your after-tax contributions, rollover contributions (if applicable), Company matching funds, before-tax contributions, vacation carryover, PAYSOP shares, including applicable earnings on these accounts, and the outstanding balance of any loan you currently have from the Plan. However, remember that amounts invested in the Self-Managed Brokerage Account must first be transferred back into the core funds before they can be withdrawn for a loan.

### How do I apply for a loan?

Loans will be approved for any reason as long as there are adequate funds in your account. In general, all loans, except those loans extending beyond 60 months for the purchase of a principal residence, may be initiated through the Savings Plan Information Line at **1-800-982-3451**, unless you are restricted from doing so (please see “Automated Information Services,” page 26).

You may also initiate a loan through the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com). A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on **Savings Plan On Line** under **HR Community Links**.

A non-refundable \$50.00 loan processing fee will be charged for each loan requested. In addition to the principal amount of the loan, the loan-processing fee will be deducted from your account at the time the loan is requested. The loan processing fee will not be refunded if for any reason the loan is not completed.

If you wish to obtain a loan extending beyond the 60-month period for the purchase of a principal residence, a loan agreement must be completed and returned, along with the proper documentation supporting the loan, to Fidelity.

The first step in applying for a loan is to determine the amount you wish to borrow and choose a repayment schedule. You may model the loan through the Savings Plan Information Line at **1-800-982-3451** or on the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com).

Once you select the amount of the loan and the repayment schedule, the Savings Plan Information Line or the Savings Plan Internet Web site will confirm the loan. A check along with the loan agreement will be mailed to you normally within two business days by Fidelity.

By endorsing the check or by electing to have the loan proceeds electronically deposited in your bank account, you have agreed to the terms of the loan and authorize payroll deductions for loan repayment. In the web site, under Personal Information, Banking Information, you can add or edit savings/checking account information. If you have the loan electronically deposited in your bank account, the account must be set up at least 7 days prior to any deposit.

Payroll deductions will be taken either weekly or biweekly depending on your pay schedule. Employees on unpaid leave of absence will be required to pay by check every month for the full number of payroll periods in that month. If no payment is made on your loan and you return within 90 days, your loan will be reamortized to calculate a new payroll deduction to make up for the missed deductions. If you are out longer than 90 days and do not make any manual payments, the outstanding balance of your loan will be defaulted and you will receive a 1099-R for the outstanding balance for that plan year.

## What is the interest rate?

The interest rate will be determined quarterly. It will be equal to the prime rate, as published by Reuters on the 15th of the month before the start of the quarter (or the last business day before the 15th, if the 15th falls on a holiday, Saturday or Sunday), plus 1%. For example, the interest rate on Plan loans taken during the first quarter of a year will equal the prime rate on the 15th of December plus 1%.

The interest rate in effect when you take a loan will remain fixed over the term of the loan. It will not change even if the interest rate on new loans changes.

## How do I repay the loan?

The duration of your loan may be from 6 to 60 months. However, if you are borrowing to finance the purchase of a principal residence, the loan may be repaid over 30 years. The amount you repay is calculated on a biweekly or weekly basis depending on your pay cycle. All loan repayments will be invested in Savings Plan funds according to your investment elections in effect at the time of repayment.

You repay your loan with interest through mandatory and irrevocable payroll deductions. These deductions will come from your net pay after income and social security taxes have been withheld. If you are on an unpaid leave of absence, you must pay by check each month. Loan repayments will not reduce the amount of before-tax or after-tax contributions you may make to the Plan.

You have the option to repay the full, unpaid balance of your loan. If you wish to pay off your loan early, please contact a Fidelity customer service representative through the Voice Response System. Once the payoff amount is determined, you will be required to submit a cashier's check or money order (no personal checks) to Fidelity payable to FIIOC. Partial loan prepayments will not be accepted. You will also be able to set up an ACH agreement (automated clearing house system for electronic funds transfer) for the payoff amount.

## What if I miss a repayment?

If you miss a regularly scheduled repayment, you must pay the full amount in arrears within 90 days of the first missed scheduled repayment. Your loan will be considered in default if you don't pay the full amount in arrears within the 90-day period.

## What happens if my loan is in default?

The outstanding balance of your loan will become taxable income to you in the year of the default. A Form 1099-R will be issued to you for the deemed distribution for income tax purposes. The amount of the deemed distribution is not eligible for rollover or forward averaging. In addition to regular income taxes, if you are under age 59½, you may also be subject to a 10% early distribution federal income tax penalty.

If you default on a loan, you will not be permitted to have two concurrent loans under the Plan. If you default on two loans, you will not be permitted to borrow from the Plan again unless you repay the Plan the full defaulted amount(s). This payment may not be made by regular Plan contributions and must be made from outside personal funds.

## What if my employment with the company ends?

Ninety days after you retire or otherwise terminate employment, any outstanding loan balance will be treated as a distribution from the Plan. However, in order to preserve the income tax advantages of keeping your funds in the Plan, you may pay off your loan(s) in full before the end of this 90-day period. If you wish, you may also make arrangements to continue paying off your loan by making monthly payments directly to Fidelity.

Upon termination, Fidelity will mail to you a loan confirmation statement indicating the outstanding loan balance and adjusted monthly loan payment information.

A payment by money order, cashier's check, or ACH agreement must be made by a specified date each month. You will receive a loan confirmation statement when the loan is paid in full. If a payment is 90 days late, the loan will be defaulted and a 1099-R will be issued to you for tax purposes.

If you make a monthly loan payment via an ACH agreement and an ACH payment is rejected for insufficient funds, a request will be made for a replacement payment in the form of a cashier's check or money order within 30 days. If a second incident occurs, your outstanding loan balance will immediately be considered in default and will be deemed a taxable distribution for which you will receive a 1099-R.

**In the event of your death**, any outstanding loan balance will be treated as a distribution from the Plan. A Form 1099-R will be issued to your estate for tax purposes.

## Tax consequences

Interest you repay each year on any loan from the Savings Plan is not reportable or deductible on your annual income tax return for that year.

## Withdrawals and Distributions

Money saved in the Savings Plan may be used for retirement or may be withdrawn from your account for other reasons while you are still working. Whether or not you will be able to withdraw money from the Plan will be determined by your age and the reason and the type of savings being withdrawn. Please refer to the Automated Information Services section, page 29, for information on making withdrawals. These transactions, including those for "hardship withdrawals," are processed on a daily basis.

You may choose to receive your withdrawal by check or by electronic deposit of funds (ACH). For electronic deposit, in the web site under Personal Information, Banking Information, you can add or edit savings/checking account information. The account must be set up at least 7 days prior to any deposit.

Normally, checks for withdrawals are mailed from Fidelity in Covington, Kentucky within two business days after the request is received. However, processing of certain withdrawal requests may take 30 days or longer because of required approval.

## If you are an active employee

While the Savings Plan is designed for long-term savings, you do have some access to your savings while you are still actively employed or have deferred your distribution after separation of employment.

If you are age 59½ or older, you have the option of electing which individual investments are to be used to fund your withdrawal. However, if you make no such election, your withdrawal will be taken proportionally, as applicable. If you are limited to 16b transactions, then the withdrawal will be taken proportionally, as applicable, from twenty-five of the twenty-six core investment funds first, and then from the FirstEnergy Stock Fund, if necessary and/or permissible under insider trading laws and the Company's Insider Trading Policy. Amounts invested in the Self-Managed Brokerage Account must first be transferred back into the available core funds before they can be withdrawn.

Any withdrawal would first come from any after-tax contributions and earnings and then, according to the following order:

- any rollover contributions and earnings
- any vacation carryover contributions and earnings and
- any before-tax contributions and earnings

After-tax contributions made before January 1, 1987, will be withdrawn first. After these contributions have been exhausted, withdrawals must include a proportional share of after-tax contributions made on or after January 1, 1987, and both pre-and post-1987 after-tax investment earnings.

If you are under age 59½, you can also make withdrawals from the Savings Plan, but there are some Internal Revenue Service (IRS) restrictions. Here are your withdrawal options if you are under age 59½.

- You can withdraw your after-tax contributions and earnings, and then any rollover contributions and earnings, for any reason.

### Other withdrawals

- You may withdraw all or a portion of your IRA Contribution Account balance at any time.
- If you are married, you are required to obtain written, notarized spousal consent if you wish to withdraw funds from your 2% After-Tax Account
- You may withdraw all or a portion of your Before-tax Account balance if you become "disabled" as defined by the Plan. For disability withdrawals, you will be required to submit documentation showing that your disability complies with the guidelines established by the Saving Plan Committee. In most cases, an early withdrawal penalty may not apply if the withdrawal is made on account of your disability.

### Withdrawal limits and restrictions

Withdrawals are subject to certain limitations and restrictions. These include the following:

- If some or all of the funds you want to withdraw are invested in a Self-Managed Brokerage Account (SMBA), you must first move these funds back to one or more of the Core investment options.
- If your withdrawal is in-service, age 59½ or a partial withdrawal after termination of employment, you may elect which funds to liquidate for your withdrawal. If you make no election or request a hardship, disability or are receiving a Required Minimum Distribution, the withdrawal will be taken in equal proportion from the investment options (other than the SMBA) in which the funds are invested. If you are limited to 16b transactions, or if a fund is not specified, the FirstEnergy Stock Fund will be taken last.

- If you want to withdraw any amount of your Accumulated Payments (2% After-Tax Account), your spouse must consent in writing to the withdrawal.
- You may not withdraw an amount from your Before-tax Account that is greater than the balance of that account over the outstanding balance of any loan that you have taken from the Plan.
- Any hardship withdrawal from your Before-tax Account may not include any earnings credited after 1988 to the portion of that account representing your before-tax contributions.
- If you are an Officer Participant, there are certain additional restrictions and limitations. You should contact the Corporate Department for more information about these special rules before you request any withdrawal from the Plan.

Please remember that certain withdrawals may be subject to a 10% early withdrawal penalty as well as 20% mandatory withholding.

### Hardship withdrawals

FirstEnergy Contributions Stock Fund matching contributions made on or after June 1, 1991, and earnings and any prior plan company matching contributions and earnings, vacation carryover and earnings, rollover contributions and earnings and before-tax contributions and earnings (see note, below) are available for a hardship withdrawal. These savings are intended to be long-term savings, so withdrawal will be difficult. A Participant may not request more than six (6) hardship withdrawals during any calendar year. **Participants requesting a Hardship Withdrawal will have to complete a form and provide documentation.**

In order to maintain the Plan as a tax-qualified plan under federal law, withdrawals will only be approved in limited circumstances as permitted by federal regulations. The IRS permits a withdrawal only for an *immediate and heavy financial need* when no other resources are available including the maximum loan amounts available to you from the Plan. These are referred to as “hardship withdrawals”.

The Plan permits hardship withdrawals for any one of the following:

- Anticipated or incurred medical expenses for you, your spouse, or your dependents that are not reimbursed by insurance;
- Purchase of your principal residence;
- Preventing foreclosure on, or eviction from, your principal residence;
- Payment of tuition and tuition-related expenses for post-secondary education for you, your spouse, or dependents;
- Extraordinary expenses related to the death of a family member, or
- Major home improvement on your principal residence.

Fidelity normally only withholds 10% federal income tax from hardship withdrawals. You may request an additional amount to be withheld for federal income taxes and also to have state income tax withheld.

### Withdrawals during military leave

If you are on a Military Leave of Absence, we offer both the HEART Act Withdrawal and Qualified Reservist Distribution.

A HEART Act withdrawal is an “In-service” withdrawal for participants who have been on Military Leave for at least 30 days. The military leave is viewed as a “severance” for purposes of withdrawing deferrals. The participant is suspended from making deferrals for 6 months.

A Qualified Reservist Distribution is an “In-service” withdrawal similar to a HEART Act withdrawal, but it is a distinct withdrawal in a few ways. The participant must be “called” to active duty for more than 179 days. The military leave is viewed as a “severance” for purposes of withdrawing deferrals. The participant is not suspended from making deferrals.

Note: You cannot withdraw any earnings on before-tax contributions credited to your account on or after January 1, 1989, until you are age 59½ or older, regardless of the reason for your withdrawal.

Note: If you are on a Military Leave of Absence for a period of more than 179 days and request a hardship withdrawal, your contributions to the Plan will be suspended for six months from the date you requested the withdrawal.

### In-Plan Roth rollover

All participants who are active employees will be permitted to rollover after-tax monies and non-Roth rollover monies to a Roth account. Participants who are active employees and at least age 59½ will be permitted to rollover elective before tax deferrals and matching monies.

An In-Plan Roth rollover allows you to change the tax treatment of all or a portion of certain accounts.

You do not pay taxes on the contributions or earnings of your pre-tax accounts (including your Company Matching contributions account) in the Plan until you receive an actual distribution. In other words, there is a deferral of taxes on the contributions and earnings in your pre-tax accounts. Roth accounts, however, are the opposite. With a Roth account you pay current taxes on the amounts contributed. When a distribution is made to you from the Roth account, you do not pay taxes on the amounts you had contributed. In addition, if you have a "qualified distribution" (explained below), you do not pay taxes on the earnings that are attributable to the contributions.

If you elect to make an In-Plan Roth rollover, then the amount transferred will be included in your income for the year in which the rollover occurs. Once you make an election, it cannot be changed. It's important that you understand the tax effects of making the election to make sure that you have adequate resources outside of the Plan to pay the additional taxes. The In-Plan Roth rollover does not affect the timing of when a distribution may be made to you under the Plan; the transfer only changes the tax character of your account. You should consult with your tax advisor prior to making an election for an In-Plan Roth rollover.

As explained above, a distribution of the earnings on your Roth account will not be subject to tax if the distribution is a "qualified" distribution. A "qualified" distribution is one that is made after you have attained age 59½ or is made on account of your death or disability. In addition, in order to be a "qualified" distribution, the distribution cannot be made prior to the expiration of a 5-year participation period. The 5-year participation period is the 5-year period beginning on the calendar year in which you first make the Roth transfer and ending on the last day of the calendar year that is 5 years later.

No more than four (4) In-Plan Roth rollovers may be made during a Plan Year.

## When you retire or leave for any other reason

You are always 100% vested in your account. When you retire under the Company's Pension Plan, including a disability retirement, or if you leave for any other reason, you are eligible to receive the full value of your account. You may choose to receive your savings in one payment or you may defer payment to a later date, but not beyond age 70½, unless your account balance is under \$1,000. For participants with an account balance under \$1,000, you will not have the option of leaving your balance in the Plan until a future date. Balances below \$1,000 will automatically be distributed as soon as administratively possible after your termination date. If you elect a full distribution, it will include any outstanding loan balance as part of the distribution. If you defer payment, you may elect the full distribution of all of your savings at any time or withdraw a portion of your savings subject to the rules for withdrawal. If you wish, you may specify that your withdrawal be taken from any one or more of the funds in which you are invested. If you make no specification, your withdrawal will be taken on a pro rata basis from all the funds.

When full payment is made, you may elect to receive the value of the whole shares of FirstEnergy Stock, your matching contributions, FirstEnergy Contributions Stock Fund, and PAYSOP accounts ("Employee Contributions Stock Fund") in the form of a stock certificate or in cash. All other savings and partial shares of FirstEnergy Stock will be paid in cash.

## Installment distributions

If you leave the Company for any reason other than death, you may elect to receive your savings in the form of installments.

***If you elect this distribution method, your decision is irrevocable unless you request a total distribution of your remaining account balance.***

You may elect to receive installments in a specific dollar amount to be paid either monthly, quarterly or annually for one or more years until either you change your election or your savings balance is exhausted. The dollar amount and frequency may be changed at any time.

The IRS imposes certain minimum distribution requirements for individuals who have attained age 70½. Any installment method you choose will be subject to these minimum distribution rules. You will be notified if they apply to you.

If you request installments, you should contact Fidelity directly at **1-800-982-3451** to set up the installment payment. If you do not complete a distribution request, receipt of your account will be deferred until you reach age 70½, at which time required minimum distributions will automatically begin. Normal processing time for receipt of your account balance may take up to four weeks to be sure that all contributions have been credited to your account and your Self-Managed Brokerage Account, if applicable, has been closed.

*If any changes are made to your installment election within five (5) years or before you attain age 59½, an early withdrawal penalty may apply.*

## In the event of your death

In the event of your death, your beneficiary will receive the full value of your account. If your beneficiary is your spouse, he or she may elect to keep the funds in the Plan or withdraw all or a portion of the account balance according to the rules of the Plan. Non-spousal beneficiaries may elect either a rollover or to receive a single lump sum distribution.

If a distribution due to death is elected or required, the distribution will be made as a lump-sum payment no later than 180 days following your death. The beneficiary has the option of receiving whole shares in your FirstEnergy Stock Accounts in the form of a stock certificate or cash. All other savings and partial shares of FirstEnergy Stock will be paid in cash.

The value of the amounts distributable from the Plan will be includable, in full, in your estate for federal estate tax purposes. However, amounts payable to your spouse may be eligible for the federal estate tax marital deduction. For federal income tax purposes, amounts distributed to your spouse or estate will be treated in substantially the same way as if distributed to you after termination of employment.

## Federal income tax consequences

As a participant in the Savings Plan, you can save with before-tax or after-tax dollars. Based on the type of savings you choose, there is a difference in the taxes due when you make a withdrawal or take final distribution.

The following information summarizes federal income tax law. Because of the complexity of the Internal Revenue Code and the frequency with which the Internal Revenue Code may be changed, it is your responsibility to consult a qualified tax advisor to determine your individual tax situation as it relates to your participation in, or withdrawal from, the Savings Plan. There is no guarantee that present tax law will not change in the future.

Because after-tax savings are deducted from your paycheck after you pay taxes, they are not taxed again when you make a withdrawal or receive a final distribution. However, you are responsible for paying federal income tax and possibly state tax on all the distributions that you receive which exceed the amount of your after-tax contributions, such as earnings on after-tax contributions, before-tax contributions and earnings, and Company matching contributions and earnings. However, not only are contributions to a Roth 401(k) not taxed again when you make a withdrawal or receive a final distribution, but the earnings are not subject to tax if they have been in the Plan for at least 5 years and you are at least age 59½.

Federal tax laws require that all distributions be reported to the Internal Revenue Service (IRS).

## Leaves of Absence

During a leave of absence, you will have access to account information and may conduct transactions through the Information Line or the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com).

## Sick leave and short-term disability

You may continue participation in the Savings Plan during your leave of absence.

- Your payroll deduction for Savings Plan contributions will continue while you are on paid leave. During the unpaid portion of your leave of absence, your Savings Plan contributions will stop.
- If you have an outstanding loan from the Savings Plan, deductions from your paycheck for loan repayment will continue during the paid portion of your leave. During the unpaid portion of your leave of absence, you will be required to make loan payments directly to Fidelity.



## Military leave

If the reason for your leave is military service,

- when you return to regular employment, your contribution election and Company match will be reinstated and you will be given the opportunity to make up the before-tax and after-tax contributions that were suspended during the leave. You will receive a Company match on any contribution that you do make up,
- if you have a loan, your loan will be frozen for a period of up to five years while on active duty in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA), and
- If you are on a Military Leave of Absence for a period of more than 179 days and request a hardship withdrawal, your contributions to the Plan will be suspended for six months from the date you requested the withdrawal.

## Long-term disability

If you are unable to work and become eligible to receive long term disability benefits under the Long Term Disability Plan:

- your before-tax and after-tax contributions and Company-matching contributions will be suspended until you return to work at the Company. You will not be able to make up any missed contributions if you return to work,
- if you want to make a disability withdrawal, you will be required to submit documentation showing that your disability withdrawal complies with the guidelines established by the Savings Plan Committee,
- if you have been approved for partial disability and are also receiving regular compensation from the Company, your before-tax and after-tax contributions will be deducted from that compensation, and
- you may, at any time while you are on partial disability, elect to change the percentage of your before-tax and/or after-tax contributions.

## Automated Information Services

Participants in the FirstEnergy Corp. Savings Plan have the support of a variety of automated information services that provide up-to date information about their accounts as well as the opportunity to complete most Savings Plan transactions. Necessary Savings Plan forms are also available.

Participants may access these features through the Savings Plan Information Line at **1-800-982-3451** or the **Savings Plan Internet Web site** at [www.netbenefits.com](http://www.netbenefits.com). Use of the Savings Plan Information Line or the Web site is required for all Savings Plan activity. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on ***Savings Plan On Line*** under ***HR Community Links***.

A touch-tone telephone is required to use the automated features of the Savings Plan Information Line. If you do not have access to a touch-tone telephone, your call will be directed to a Customer Service Representative. Live customer service representatives on the Information Line will be available 8:30 AM to 8:00 PM, Monday through Friday if the stock market is open. You can reach a representative at any time during the menu by pressing "0". The Information Line and the Web site are available 24 hours per day, seven days per week.

All Savings Plan participants will be able to make the inquiries on their Plan accounts as described on the following pages. However, restrictions on your ability to perform some of the Savings Plan transactions may be imposed if your Savings Plan accounts are subject to a restraining order issued by a court of competent jurisdiction, or if you are subject to the reporting and disclosure provisions of Section 16 of the Securities and Exchange Act of 1934 regarding the trading of FirstEnergy stock or the Company's Insider Trading Policy. In addition, if you are a former employee of the Company who has deferred receipt of your account balance, you will only be able to make inter-fund transfers, obtain non-hardship withdrawals, and if you are an active employee, retiring the first of the month following your date of termination, eligible for a lump-sum payment option of your pension benefits, you can roll over all or a portion of this benefit into the Savings Plan. The Savings Plan Information Line or the Web site will indicate if you are restricted from performing a transaction.

The Savings Plan Information Line and the Savings Plan Web site provide access to the following services:

### Account balance and fund performance information

You can obtain the value of your after-tax savings, Roth 401(k) savings, Company matching contributions, before-tax savings, IRA, 2% after-tax account, vacation carryover, rollover and PAYSOP account balances.

You can also find out the amount you have invested in each fund. In addition, you can get information on the performance of each of the investment funds for the past month, year-to-date, and prior 12-month period, as well as daily unit values.

### Rebalancing your account

When you rebalance your account, it means you are adjusting the allocations to the funds in your account back to your desired investment mix.

You may elect to rebalance your existing account balances among the different investment options in the Plan on an "as requested" basis, or where you receive a proactive notification that your portfolio has drifted from your desired investment election. The automatic rebalancing feature is no longer available. If you want to rebalance your account, you may initiate the transaction via Fidelity's Web site ([www.netbenefits.com](http://www.netbenefits.com)) or through the Savings Plan Information line at **1-800-982-3451**.

### Beneficiary information

You may now complete your beneficiary designation online under Fidelity's Web site ([www.netbenefits.com](http://www.netbenefits.com)) or you can complete Fidelity's form. You may view your current beneficiary at any time by logging on to the Savings Plan Web site.

To change your beneficiary, you are able to log into Fidelity's Web site and make the change or complete a new Beneficiary Form and resubmit it to Savings Plan Administration in Reading. The change will be transferred to Fidelity to update your beneficiary.

## Change your password

You will assign your own password with Fidelity that will be required to access your account information through the Savings Plan Information Line and Web site. The password needs to be between 6 and 12 digits.

Once you set up your password, you may change it at your convenience through the Savings Plan Information Line or the Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com). Passwords will be kept confidential.

You will receive a confirmation statement detailing any contribution changes, interfund transfers, investment allocation changes, and withdrawal transactions.

## Current contribution of pay percentages

You can review and/or change the percentages of pay you are contributing to the Plan on a before-tax, Roth 401(k), and after-tax basis.

**Automatically Change Contribution Rate using the Rate Escalator:** You may automatically increase your contribution rate by electing the percentage of the contribution increase (in whole %) and the specific date or period for the rate change to take effect. About two weeks before the change takes place, you will receive a confirmation asking if the requested rate change is still valid. If the change is not cancelled, it will take effect and remain in effect until you revoke your election or reach the maximum under the rate escalator option, which is 6%. Of course, at any time, you may increase your deferral percentage above 6% to the Plan maximum of 75% of pay (up to federal limits). The update will take place as soon as administratively possible following the date you specify.

## Current investment fund percentages

You can review and/or change the percentages of Plan contributions you are directing into each of the twenty-six core investment funds by before-tax, Roth 401(k), and after-tax accounts separately.

## Distributions and non-hardship withdrawal requests

You can request a distribution or a non-hardship withdrawal on-line using the Savings Plan Web site. If you are under age 59½, you can withdraw your after-tax (2% with spousal consent), IRA, PAYSOP, rollover (if applicable), and pre-June 1, 1991 Company matching contributions and earnings. If you are age 59½ or older, you can also withdraw your vacation, Company matching and before-tax contributions and earnings.

You may choose to receive your withdrawal by check or by electronic deposit of funds (ACH).

Please remember that certain withdrawals may be subject to a 10% early withdrawal penalty as well as 20% mandatory withholding.

## E-mail correspondence

Instead of waiting for a confirmation statement to be mailed to the address that is on file with the Plan, you may elect to set up an e-mail “in-box” which would be used to deliver printable versions of confirmation statements for any transactions or other requests. If you don’t choose

this option, confirmation statements for any transactions you request will continue to be mailed to the address that is on file with the Plan.

### Hardship withdrawals

All Participants requesting a Hardship Withdrawal will have to complete a form and provide documentation for review and approval. The annual limit for the quantity of Hardship Withdrawals that can be requested is six.

Fidelity normally only withholds 10% federal income tax from hardship withdrawals. You may request an additional amount to be withheld for federal income taxes and also to have state income tax withheld.

### Loan modeling and application

You can obtain the maximum amount available for a loan and determine what your scheduled repayments would be if you wish to take a loan from the Savings Plan. Loans and loan modeling are available only to active employees of the Company, subject to the restrictions described in the section on loans beginning on page 16.

Former employees who have deferred receipt of their account balances will **not** be allowed to take a loan through the Savings Plan.

The automated Savings Plan Information Line will allow loan modeling to extend beyond the 60-month period but will not allow processing of these loans.

### Reallocation (existing balances only)

You can reallocate your existing account balances (money already contributed to the Plan) among the twenty-six core funds. If you are subject to the reporting and disclosure provisions of Section 16 of the Securities and Exchange Act of 1934 regarding the trading of FirstEnergy stock or the Company's Insider Trading Policy, you may be restricted at times from reallocating your balance in your FirstEnergy Contributions Stock Fund. You can choose to reallocate your entire Plan balance or separately by major account (Before-tax, After-Tax, Roth or IRA). This is accomplished by indicating the percentage of your total balance you want allocated to each investment. For example, you can ask to reallocate 30% to Investment A, 25% to Investment B, 25% to Investment C and 20% to Investment D.

Please note: If you elect to reallocate your Before-Tax Account or your entire Plan balance, this election will automatically diversify any balance in your FirstEnergy Contributions Stock Fund as a part of the reallocation.

### Spot transfers (existing balances only)

You can change all or part of your existing account balance (money already contributed to the Plan) among the twenty-six core funds and the self-managed brokerage account, subject to restrictions noted on page 13 or any restrictions related to insider trading as noted above. Transfers can be indicated as dollar transfers or percent transfers. For example, you can transfer 20% (or \$1,000) from Investment A to Investment B by indicating the percentages or dollar amount. Unlike the reallocation process (above), spot transfers **cannot** be directed by major account (Before-tax, After-tax, Roth or IRA). They will be taken pro-rata from all your major accounts.

## Statements online

You may elect to receive your quarterly statements online instead of by mail. You may also review and print past account statements (up to 24 previous months) by using the Savings Plan Web site. You must actively elect this feature or your statements will continue to be mailed to the address that is on file with the Plan.

## Administration

### Notification of address change

After you leave employment, be sure to notify the Company of any address change so you can continue to receive Plan information. This will also be the address to which benefit payments will be sent.

If any benefit payments are returned because you are no longer living at the address you previously provided, your benefit payment will not be re-mailed to you until you provide your current address. If the Company cannot locate you, the Savings Plan Committee may authorize payment to your designated beneficiary, if you named one and he or she can be located, or, following that, to the individuals who would be entitled to receive the value of your Savings Plan account if you did not name a beneficiary (see “Naming your beneficiary” on page 5).

### Appealing a claim

In general, you or your beneficiary will have to file a claim for benefits. You can obtain the necessary directions for filing your request, forms and other assistance from Fidelity through the Savings Plan Information Line at **1-800-982-3451**. Use of the Savings Plan Information Line or the Web site is required for all Savings Plan activity. Additional claims and appeals of denied claims should be sent to the Plan Administrator at the address shown in the “Required Legal Information” section of this Summary Plan Description.

If all or part of your claim for benefits is denied, you will receive a letter or written statement within 90 days of the date that your claim is received. It will include:

- the reason for the denial
- reference to the Plan provisions on which the denial is based
- a description of any additional information that is needed to support your claim and why it is needed and
- an explanation of how you can request a review of your claim (an appeal).

In some cases, it may take up to 90 days to review your claim application. If so, you will be notified of the reason for the delay. However, any extension will not go beyond 180 days from the date that your claim was first received.

You have 60 days from the date of the denial from the Plan Administrator to ask for a review. The request for review should be directed to the Savings Plan Committee. As part of the review process, you may look at or receive copies of the Plan documents and present issues and comments in writing. You will receive a written response within 60 days of receipt of your request that provides the decision or notice that it may take up to another 60 additional days to reach a decision because of a special study.

The decisions of the Savings Plan Committee are final and binding. Keep in mind that until your appeal rights outlined in this section have been exercised to recover any Plan benefits denied in whole or in part, you cannot bring legal action against the Plan or the Company to try to recover these benefits. Any civil suit brought against the Plan, its Administrator, Sponsor or any other Plan fiduciary may only be submitted and filed in the United States District Court for the Northern District of Ohio.

## General Information

### Administrative expenses and investment management fees

Loan application fees are deducted from the core funds in your account.

Investment management fees and the fees charged by State Street for maintaining participant accounts are deducted from the returns of each of the core funds. If you participate in the Self-Managed Brokerage Account, all investment management fees and commissions are deducted from your brokerage account balance. Interest earned on dividends held in the PAYSOP account will be used to offset administrative expenses of the Fund. The account balance shown on your account statement and all investment fund performance will be reported net of investment management fees.

### Top-heavy rules

In exchange for the advantages of saving on a before-tax basis, the IRS requires a balance of participation in the Plan to assure that higher-paid employees do not participate in the Plan at a much greater rate than other employees. There are limits in the amounts that higher-paid employees may contribute to the Plan.

While the Plan is meant to help you save, your account could be subject to limitations if your account balance is very high. Each year, the IRS sets certain limits on how much employees can receive through plans like this one. There may be a separate limit because of participation in the Company's tax-qualified Pension Plan. The limits are quite high, however, and you will be notified if your account is affected.

The Internal Revenue Code requires that a plan such as the Savings Plan be tested periodically to see if more than 60% of the value of all participants' accounts belongs to key executives of the Company. If so, the Plan is considered "top heavy." The Savings Plan is not top heavy at the current time nor is it anticipated that it will ever become top heavy. However, if it does become top heavy, you will be notified. The Internal Revenue Code and regulations thereunder may require the Company to adjust its matching contributions to the Plan and implement certain limitations on certain salary levels.

### Benefits not insured

The Savings Plan is a "defined contribution" plan. This means that while the contribution is known, the benefit you will receive is unknown (contributions include your own contribution plus the Company matching funds). The actual amount of your eventual benefit depends on the value of contributions to your accounts and on investment gains or losses. Defined contribution plans are not insured by the Pension Benefit Guaranty Corporation ("PBGC") nor any other insurance entity.

## IRS approval

The Plan is intended to meet the requirements for qualification under sections 401(a) and 401(k) of the Internal Revenue Code. The Plan is subject to the continuing approval of the IRS. If the IRS does not approve the Plan, or if the IRS requires that any changes be made to the Plan that would affect you or your Plan benefits, you will be notified.

## ERISA 404(c)

The Plan is intended to comply with ERISA section 404(c). To the fullest extent permissible under section 404(c) of ERISA, the trustee, the Savings Plan Committee and any other fiduciary of the Plan shall not be liable for any loss that results from any investment decision or election made, or deemed to have been made, by a participant with respect to the investment of his/her Plan account balances.

## Non-assignment of benefits

In general, as long as your savings and the Company's matching contributions are in the Plan, federal regulations prohibit you from using their value as collateral for a loan nor can you assign or pledge their value to another person or organization except in limited circumstances. An alternate payee such as a former spouse or dependent may have the right to receive all or a portion of your Savings Plan account upon the issuance of a Qualified Domestic Relations Order (QDRO) by a court of competent jurisdiction.

There will be an administrative fee for processing a QDRO. When the Plan Administrator segregates the required funds for the Alternate Payee in accordance with the terms of the QDRO, a separate, one-time QDRO processing fee will be charged to both the Participant's and the Alternate Payee's account under the Plan. Specifically, an amount equal to \$300 will be applied on a pro-rata basis to reduce (1) the amount to be segregated from the Participant's account for the benefit of the Alternate Payee and (2) the Participant's account balance which will remain after the segregation pursuant to the QDRO.

You may obtain a copy of QDRO procedures without charge. Please contact the Savings Plan Committee at the address on page 39 or, internally, at the General Offices on the 7<sup>th</sup> floor.

## Voting rights

As a participant in the Savings Plan, you have the right to instruct the Trustee on how to vote the shares in your FirstEnergy Stock Accounts at annual meetings and any special meetings, and you will receive a copy of the proxy solicitation material before such meetings. You can provide voting instructions for the sum of the number of shares credited to your FirstEnergy Stock Accounts on the record date for such meeting. You will get a form requesting that you instruct the Trustee how to vote the number of shares credited to your accounts.

If you provide voting instructions for your credited shares, your instructions will also apply to a proportionate number of the shares in the FirstEnergy Contributions Stock Fund that have not yet been credited to participants' accounts, and the number of shares that have been credited to participants' accounts but for which no timely voting instructions were received by the Trustee. Your proportion will be equal to the ratio of the number of credited shares for which you provided voting instructions to the total number of credited shares for which other participants provided instructions.

All participant directions or instructions will be kept confidential by the Trustee.

### Tendering FirstEnergy Corp. common stock held in the Savings Plan Trust

As a participant in the Savings Plan, if you have elected to invest a portion of your savings in the FirstEnergy Stock Fund, you have the right to direct the Trustee in writing to sell, exchange, or transfer shares credited to your Employee Contributions Stock Fund in accordance with the terms of any tender offer that exceeds five percent (5%) of the outstanding shares of FirstEnergy common stock. To the extent that you fail to direct the Trustee or do not give valid or timely directions to the Trustee, you shall be deemed to have directed the Trustee not to sell, exchange, or transfer such shares.

You will also be able to direct the Trustee in writing to sell, exchange, or transfer a proportionate number of shares in the FirstEnergy Contributions Stock Fund that have not yet been credited to participants' accounts, in accordance with the terms of any tender offer that exceeds five percent (5%) of the outstanding shares of FirstEnergy common stock. Your proportion will be equal to the ratio of the number of shares credited to your accounts to the number of shares credited to all participants' accounts. To the extent that you fail to direct the Trustee or do not give valid or timely directions to the Trustee, you shall be deemed to have directed the Trustee not to sell, exchange, or transfer such shares.

All participant directions or instructions will be kept confidential by the Trustee.

### Confidentiality procedures

Procedures have been established under the Plan for maintaining confidentiality of information relating to the investment by Participants' Plan accounts in the FirstEnergy Stock Fund, and the exercise of voting and other shareholder rights with respect to FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund credited to Participants' Plan accounts. The Savings Plan Committee is the Plan fiduciary responsible for monitoring compliance with these procedures. The Plan Administrator's address and telephone number are listed on page 39 of this Summary Plan Description. Under these procedures, confidentiality as to the investment of your Plan account balances in the FirstEnergy Stock Fund is provided by means of the following:

- Your investment election changes are communicated by you directly to Fidelity. As an exception, if you are an Officer Participant and you wish to make an investment election, or an investment election change that will result in, apply to, or otherwise affect any investment of your Plan accounts in the FirstEnergy Stock Fund, and you make such election or election change on Fidelity's Web site, then you will be prompted that you have confirmed the change with the Corporate Services manager. A follow-up report on the transaction is directed to the Corporate Services area for review.
- Unless you elect to receive your statement on-line (see page 30), your quarterly statements showing the investment options in which your Plan accounts are invested are mailed to you at your home address directly by Fidelity. While Fidelity is required to furnish the Savings Plan Committee with certain periodic reports containing information about the investment of your Plan account balances, these documents are furnished by Fidelity to the Plan Administrator, who is required to keep them in their exclusive custody.
- All Corporate Benefits Administration personnel, personnel of the Companies' Human Resources departments, and all other Company personnel who are authorized to perform any functions relating to the investment of your Plan account balances are required to keep



in strict confidence all information concerning the investment options in which your Plan accounts are invested. Without your express written consent, no information relating to the investment options in which your Plan accounts are invested may be disclosed to any other employee of any FirstEnergy Company (including any officer, manager or supervisor) except in two cases: First, such information may be disclosed to the Savings Plan Committee upon the written request, to the extent necessary to enable the Savings Plan Committee to determine any claim you may have brought under the Plan's claims procedure that involves the investment of your Plan account balances, or that otherwise may be necessary to enable the Savings Plan Committee to meet any of its other fiduciary duties under the Plan or ERISA. Second, if you are an Officer Participant, information concerning the investment of your Plan accounts in the FirstEnergy Stock Fund will be furnished to the FirstEnergy Corporate Secretary's Office, to the extent such information is needed to permit compliance with applicable federal or state securities statutes or other laws.

- Under the terms of the Trust Agreement for the Plan, Fidelity also is prohibited from furnishing information as to the specific investment options in which your Plan accounts are invested to any employee of any FirstEnergy Company, without the prior written authorization of the Savings Plan Committee.
- If your Plan account balances are invested in any units of interest in the FirstEnergy Stock Fund, copies of all FirstEnergy quarterly and annual reports and other materials which are distributed to FirstEnergy's shareholders generally will be mailed to you at your home address by Fidelity. In addition, proxy materials and forms for instructing Fidelity as to how to vote or take other action with respect to FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in your Plan accounts will be mailed to you at your home address by Fidelity.
- The proxy materials and voting instruction forms sent to you in connection with matters to be voted or acted upon in connection with the shares of FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in your Plan accounts will be accompanied by an envelope pre-addressed to Fidelity, so that you can return the form containing your instructions to Fidelity as to how to vote or take any other action with respect to the shares directly to Fidelity.

Under the terms of the Trust Agreement, Fidelity is required to communicate how it votes or takes any other action with respect to FirstEnergy stock held in the FirstEnergy Stock Fund only on an "aggregate" basis, i.e., on the basis of the total number of shares of FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in the accounts of all Plan participants. Fidelity is prohibited from communicating to any person how it votes or takes any other action with respect to the FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in the Plan accounts of any individual participant.

### Plan amendments and termination

The Company, through its Board of Directors or an authorized officer, reserves the right to end, suspend, withdraw, or amend the Plan if appropriate. The Plan summarized in this material is based on the legal plan documents in effect as of the date of issuance.

If the Plan is ended completely or partially, you will have full ownership rights to your account as of the effective date. Naturally, the Plan will also end if the Company is dissolved.

The Plan is subject to IRS rules and will be changed, if necessary, to comply with them. If the Plan were to be amended, you always would be entitled to at least the value of your account on the day the amendment takes effect.

### Plan is not an employment contract

The Plan shall not be deemed to constitute a contract between the Company and any employee nor shall anything herein contained be deemed to give any employee any right to be retained in the employ of the Company or to interfere with the right of the Company to discharge any employee at any time and to treat the employee without regard to the effect which such treatment might have upon the employee as a participant in the Plan.

### Right to amend Plan

The Plan may be amended or terminated by the Chief Executive Officer of FirstEnergy Corp. or his appointed designee at any time or for employees represented by a labor union in accordance with the applicable collective bargaining agreements.

## Other Plan Information

### Participating Employers and identification numbers

FirstEnergy Corp.	EIN 34-1843785
FirstEnergy Service Company	EIN 34-1968288
The Cleveland Electric Illuminating Company	EIN 34-0150020
Ohio Edison Company	EIN 34-0437786
FirstEnergy Generation, LLC	EIN 34-1940561
The Toledo Edison Company	EIN 34-4375005
FirstEnergy Solutions Corp.	EIN 31-1560186
Metropolitan Edison Company*	EIN 23-0870160
FirstEnergy Nuclear Operating Company	EIN 34-1881483
Pennsylvania Electric Company	EIN 25-0718085
Pennsylvania Power Company	EIN 25-0718810
American Transmission Systems, Incorporated	EIN 34-1882848
Jersey Central Power & Light Company	EIN 21-0485010
The Potomac Edison Company	EIN 13-5323955
Monongahela Power Company	EIN 13-5229392
West Penn Power	EIN 13-5480882

*The following former GPU unions: IBEW Local 777 and UWUA Local 180, have bargained for component plans that have been merged into the Plan, but have separate SPD's.*

## Participating Unions In accordance with their labor agreements

- Utility Workers Union of America, A.F.L.-C.I.O. Local Union No. 270
- The Utility Workers Union of America Local 270 at Perry, Ohio (“UWUA Local 270 Perry Techs”)
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 29
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 29 (Maintenance Planners)
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 459
- Utility Workers Union of America, A.F.L.-C.I.O. Local Union Nos. 350, 351
- Utility Workers Union of America, A.F.L.-C.I.O. Local Union No. 457
- Utility Workers Union of America, A.F.L.-C.I.O. Local Union Nos. 118, 126
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 1194
- Utility Workers Union of America, AFL-CIO Local Union No. 140
- Utility Workers Union of America, AFL-CIO Local Union No. 180
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 777
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 777S
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 272
- International Brotherhood of Electrical Workers, AFL-CIO Local Union No. 245
- International Brotherhood of Electrical Workers, AFL-CIO Local Union No. 1413
- Office & Professional Employees International Union, A.F.L.-C.I.O. Local Union No. 19
- International Brotherhood of Electrical Workers, System 1289
- International Brotherhood of Electrical Workers Local Union 50
- Utility Workers Union of America Local Union No. 102
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 2357
- Utility Workers Union of America, AFL-CIO Local Union No. 304

## Restrictions on resale of FirstEnergy stock

Shares of FirstEnergy Stock acquired under the Plan may be resold freely, except that any holder who is an “affiliate” of FirstEnergy Corp. may not sell shares so acquired unless such shares have been registered by FirstEnergy Corp. under the Securities Act of 1933 for resale or an exemption from registration under the Securities Act of 1933, which contains limitations on the amount of shares that may be sold and the selling prices thereof, as well as limitations on the manner of sale, in such an exemption.

Under certain circumstances, an officer or director of the FirstEnergy Corp. may be subject to liability pursuant to Section 16(b) of the Exchange Act for certain short-term profits upon sale of shares so acquired.

## Legal matters

Legal matters have been passed upon for FirstEnergy Corp. by Pillsbury Winthrop LLP, New York, New York and David Winston Esq., Managing Counsel of FirstEnergy Corp. As of December 31,

2015 Mr. Winston owned approximately 3052.514 shares of the FirstEnergy Corp. common stock in the FirstEnergy Corp. Savings Plan.

## Glossary of Terms and Definitions

**Accumulated Payments** – This refers to the 2% After-Tax Account, a terminated savings plan set up for certain former GPU employees. At different times, funds in the 2% After-Tax Account were either rolled over or transferred to the former GPU Savings Plan and these amounts were deposited into a special subaccount in the After-tax Account.

**After-tax Contributions** – The portion of your pay that is credited to your After-tax Account. After-tax contributions are subject, on a current basis, to federal income tax as well as Social Security, and state and local taxes.

**Asset Allocation or LifePath Portfolios** – Each LifePath Portfolio is diversified among broad types of asset classes and is adjusted over time to gradually become more conservative as the year approaches when investors expect to need their money. The number-as in LifePath Index 2020-represents the approximate year when you plan to start withdrawing your money. As you get closer to this year, the investment mix is gradually shifted from a greater concentration of higher-risk investments (namely stock funds) to a greater concentration of lower-risk investments (bond funds and money market instruments). This shift is designed to reduce fluctuations in the value of your investment as the time that you will need your money approaches.

**Before-tax Contributions** – The portion of your pay that is credited to your Before-tax Account. Before-tax contributions are not subject to federal income tax on a current basis. However, they are subject to Social Security taxes on a current basis—and they also may be subject, on a current basis, to state and local income tax.

**Core Funds** – A group of twenty-six professionally managed funds plus the FirstEnergy Stock Fund. The core options represent the full spectrum of the major asset classes: short-term investments, bonds, large company U.S. stock fund, non-U.S. stock fund, small company U.S. stock fund, and single stock fund as well as ten LifePath Portfolios

**Disabled** – A Plan participant shall be considered to be disabled for purposes of the Savings Plan if, in the sole judgment of the Savings Plan Committee, the participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or to be of long-continued and indefinite duration.

**Highly Compensated Employee** – Any employee with a certain level of income as defined by the IRS. Such an employee may be limited as to the amount he or she may contribute to the Plan; or, that the Company may contribute on his or her behalf. You will be notified if you are affected by these regulations.

**Individual Retirement Account (IRA)** – A personal tax-sheltered savings vehicle, generally used to save for retirement. Before 1987 certain employees of GPU made contributions to an IRA plan established by GPU. Amounts contributed to this account are held in a specially identified account.

**Institutional Fund** – Fund(s) offered only to participants in large company retirement and savings plans. They are similar to mutual funds except that the portfolio is managed by an investment

management company instead of an individual fund manager. Institutional funds have more specific investment objectives, are not listed in newspapers and are not generally available to the public. Because these funds do not compete for individual retail customers the way mutual funds do, institutional funds generally have lower operating fees.

*Leave of Absence* – A period in which you are absent from work with approval; this can be paid or unpaid and is subject to certain restrictions and limitations.

*Mutual Fund* – Fund(s) that pool investments from many investors and invest in a portfolio of securities aimed at a particular investment goal. An individual fund manager manages the portfolio. Mutual funds are offered to the public as well as participants in savings plans and compete for this public (or retail) business. Their performance records are published in newspapers. Because these funds compete for individual retail customers, they may have higher operating fees.

*Officer Participant* – a participant who is an elected officer of any Company covered by the Plan.

*Plan* – The FirstEnergy Corp. Savings Plan. It is commonly referred to as the Plan or the Savings Plan.

*Plan Administrator* – FirstEnergy Corp. Savings Plan Committee

*Plan Document* – The formal written instrument governing the purpose, rules, administration, benefits and procedures of the Plan.

*Plan Year* – The period of time over which a benefit plan's records are maintained. The plan year for the FirstEnergy Corp. Savings Plan is January 1 – December 31.

*Qualified Domestic Relations Order (QDRO)* – A court order generally issued in connection with a separation, divorce, or child custody proceeding whereby a portion of your pension and/or Employee Savings Plan accounts are transferred or assigned to someone else.

*Rollover and Direct Rollover* – A **Rollover** permits an individual to transfer taxable amounts from a tax-qualified plan to an individual retirement plan (IRA) or other tax qualified plan without incurring tax liability if done within 60 days. The amounts, frequency and timing of tax-free rollovers are restricted under federal regulations. A **Direct Rollover** is the direct transfer of taxable amounts between plans without passing through the individual. Withdrawals not authorized by a participant for direct rollover may be rolled over by the participant. However, funds rolled over after being distributed to an individual are subject to tax withholding and may be subject to early distribution penalties.

*Roth 401(k) Contributions* – The portion of your pay that is credited to your Roth 401(k) Account. Roth 401(k) contributions are subject, on a current basis, to federal income tax as well as Social Security, and state and local taxes.

*Salary Reduction* – An agreement between an employer and an employee in which the employee agrees to take a reduction in salary as a percentage of compensation and the employer agrees to contribute an amount, equal to the amount of the employee's salary reduction, to a tax-exempt trust for the benefit of the employee. A before-tax contribution is a "salary reduction."

*Savings Plan Committee* – The Committee appointed by the Chief Executive Officer of FirstEnergy Corp. to carry out delegated responsibilities for administration of the Plan.

*Self-Managed Brokerage Account (SMBA)* – Another investment alternative available to participants in the FirstEnergy Corp. Savings Plan. The Self-Managed Brokerage Account allows an investor to set up a personal brokerage account (through State Street Brokerage Services) to purchase shares in any of thousands of stocks and mutual funds. There are some restrictions and additional fees associated with the Self-Managed Brokerage Account.

*Service* – Any period of employment with the Company.

*Spousal Consent* – Your husband’s or wife’s official written, notarized agreement.

*Trustee* – The trustee is responsible for holding amounts contributed to the Plan by or on behalf of each plan participant. The current trustee for the Plan is State Street Bank and Trust.

*Withdrawal* – A payment of funds from one or more of the Plan accounts. You pay taxes on a withdrawal in the year you receive it, unless you roll it over, within 60 days, to another employer’s qualified plan or an IRA.

## Required Legal Information

Under the Employee Retirement Income Security Act of 1974 (ERISA), each employee is to be provided with certain details about the Plan. This information is listed in the following chart. If you need additional information, please contact your local Human Resources representative or your local U.S. Department of Labor Office.

<b>Plan Name</b>	FirstEnergy Corp. Savings Plan
<b>Plan Sponsor’s Name And Address</b>	FirstEnergy Corp. 76 South Main Street Akron, OH 44308
<b>Plan Sponsor’s Employer Identification Number (EIN)</b>	34-1843785
<b>ERISA Plan Number</b>	002
<b>Plan Year</b>	January 1 – December 31
<b>Plan Trustee</b>	State Street Bank and Trust Company 225 Franklin Street Boston, MA 02110
<b>Plan Administrator And Agent For Service Of Legal Process</b>	The Savings Plan Committee. You can contact the Plan Administrator as follows:  FirstEnergy Corp. 76 South Main Street Akron, OH 44308  Process may be served on either the Savings Plan Committee or the Trustee as follows:  CT Corp. 1300 East 9th Street, Suite 1010 Cleveland, Ohio 43114

## Type of administration

The FirstEnergy Corp. Savings Plan Committee is the Administrator of the Savings Plan and is responsible for all aspects of administration of the Plan except management of the assets of the Plan, which is the responsibility of the Trustee. State Street has been appointed as the Trustee and Fidelity is the recordkeeper for the Plan. Investment managers may be appointed by the FirstEnergy Corp. Investment Committee, and the Trustee may enter into a contract with insurance companies to hold and invest assets of the Plan and aid in administration of the Plan. Inquiries should be made to FirstEnergy Corp. 76 South Main Street, Akron, OH 44308. The telephone number is (330) 384-4973.

## Type of plan

The Plan is a "defined contribution plan" described in Section 3(34) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). As such, the Plan is subject to the applicable provisions set forth in Part 1 (Reporting and Disclosure), Part 2 (Participation and Vesting), Part 4 (Fiduciary Responsibility) and Part 5 (Administration and Enforcement) of Subtitle B of Title I of ERISA which relate to employee pension benefit plans which are defined contribution plans.

The Plan is not subject to Part 3 (Funding) of Subtitle B of Title I of ERISA; nor is it subject to any of the provisions of Title IV of ERISA. Those portions of ERISA pertain to "defined benefit plans" described in Section (3)(35) of ERISA and to certain plan termination insurance provisions and accordingly do not apply to the Plan.

## Statement of ERISA Rights

As a participant in the FirstEnergy Corp. Savings Plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all Plan participants shall be entitled to:

### Receive information about your Plan and benefits

- Examine, without charge, at the plan administrator's office and at other specified locations such as worksites and union halls, all documents governing the plan, including insurance contracts and collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, upon written request to the plan administrator, copies of documents governing the operation of the plan, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The administrator may make a reasonable charge for the copies.
- Receive a summary of the plan's annual financial report. The plan administrator is required by law to furnish each participant with a copy of this summary annual report.

### Prudent actions by Plan fiduciaries

In addition to creating rights for plan participants ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your plan, called "fiduciaries" of the plan, have a duty to do so prudently and in the interest of you and other plan participants and beneficiaries. No one, including your employer, your union, or

any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

### Enforce your rights

If your claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. In addition, if you disagree with the plan's decision or lack thereof concerning the qualified status of a domestic relations order or a medical child support order, you may file suit in Federal court. If it should happen that plan fiduciaries misuse the plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

### Assistance with your questions

If you have any questions about your plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, US Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.



## Appendix A: PAYSOP

All full-time regular employees were automatically enrolled in the PAYSOP if they were employed by Ohio Edison or Penn Power as of December 31 of any of the calendar years of 1983, 1984, 1985, or 1986, and they completed at least six months of service in the year. Each participant's account was credited with a contribution of Ohio Edison Common Stock equal to 1/2% of the first \$100,000 of the participant's W-2 pay.

Due to changes in federal tax law, beginning with the 1987 Plan year, the Company suspended contributions to the PAYSOP. Employees hired on or after January 1, 1987, are not eligible to participate.

For administrative and recordkeeping efficiency, effective January 1, 1991, the PAYSOP was merged into the Savings Plan. On November 10, 1997, as a result of the merger of Ohio Edison and Centerior, all Ohio Edison Common Stock held in PAYSOP accounts was replaced with FirstEnergy Stock. If you currently have a PAYSOP account, the following applies to you:

- You will remain 100% vested in the shares of FirstEnergy Stock credited to your account.
- Beginning in 2002, cash dividends earned on shares credited to your PAYSOP account will be automatically reinvested unless you elect the FirstEnergy Common Stock Dividend Payment Option as described on page 50 of this summary.
- You may transfer your PAYSOP account to other investment options at any time; but you are not required to.
- Your savings in other investment options may not be transferred into your PAYSOP account.
- If you retire (including a disability retirement), die, or leave the Companies for any reason, you or your beneficiary will have the final distribution options described beginning on page 24 of this summary.
- The tax consequences of a final distribution or withdrawal of your PAYSOP shares are described beginning on page 25 of this summary.
- Due to the merger of the PAYSOP into the Savings Plan, effective August 1, 1991, your beneficiary designation for your PAYSOP account became void and was replaced by your beneficiary designation for the Savings Plan. See "Naming Your Beneficiary" (page 5) for more information.

## Appendix B: Merger of Various Plans

The Ohio Edison System Payroll-Based Tax Credit Employee Stock Ownership Plan (the "PAYSOP") was merged into the Plan effective December 31, 1990. Investments in Company Stock under the PAYSOP are accounted for separately under the Plan and are subject to certain distribution restrictions applicable generally to payroll-based tax credit employee stock ownership plans under the Code.

In addition, the Ohio Edison System Bargaining Unit Employee Savings and Tax Deferral Plan was merged into the Plan, effective April 1, 1991, allowing certain bargaining unit employees the opportunity to participate in the Plan in the manner specified in the applicable collective bargaining agreement.

Assets from the Centerior Energy Corporation Savings Plan were transferred to the Plan, effective July 1, 1998, allowing certain non-bargaining unit employees the opportunity to participate in the Plan. Additional assets from the Centerior Energy Corporation Savings Plan were subsequently transferred to the Plan, effective January 1, 1999, allowing certain bargaining unit employees the opportunity to participate in the Plan.

Effective July 26, 1999, bargaining unit employees represented by IBEW Local 459 at the Seneca facility of the Company were allowed to participate in the Plan under a separate benefit structure in which they received no ESOP Loan or minimum company contributions. Effective as of January 1, 2003 all provisions of this separate benefit structure were removed and bargaining unit employees represented by IBEW Local 459 at the Seneca facility of the Company were permitted to participate in the Plan exclusive of any separate benefit structure.

Effective January 1, 2000, participants of the FirstEnergy Corp. 401(k) Retirement Savings Plan for IBEW Represented Employees at the Beaver Valley Nuclear Power Plant were allowed to participate in the Plan but solely for and limited to the purposes of receiving Matching Contributions through the stock bonus portion of the Plan and to have such contributions and income thereon maintained and administered in accordance with those Sections of the Plan which affect Matching Contributions. Effective at the end of the day on April 30, 2002, the FirstEnergy Corp. 401(k) Retirement Savings Plan for IBEW Represented Employees at the Beaver Valley Nuclear Power Plant was merged into the Plan and the bargaining unit employees were permitted to participate in the Plan in the manner specified in the applicable collective bargaining agreement.

Effective January 1, 2002, participants of the GPU Companies Employee Savings Plan for Non-Bargaining Employees were also allowed to participate in the Plan solely for and limited to the purposes of receiving Matching Contributions through the stock bonus portion of the Plan and to have such contributions and income thereon maintained and administered in accordance with those Sections of the Plan which affect Matching Contributions. Effective January 7, 2003, the GPU Companies Employees Savings Plan for Non-Bargaining Employees was merged into the Plan. As of this date, the limitations for participants of the GPU Companies Employee Savings Plan for Non-Bargaining Employees were removed and such employees were permitted to participate in the Plan without such limitations and restrictions.

Effective January 7, 2003, the GPU Companies Employee Savings Plan for Employees Represented by IBEW System Council U-3 (now known as IBEW Local 1289), the GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 777 and the GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 459 or UWUA Local 180 were

merged into the Plan and the bargaining unit employees were permitted to participate in the Plan in the manner specified in the applicable collective bargaining agreement. Employees covered by collective bargaining agreements with IBEW System Council U-3 (now known as IBEW Local 1289), IBEW Local 777 and IBEW Local 459 or UWUA Local 180, but excluding bargaining unit employees represented by IBEW Local 459 at the Seneca facility of the Company, had a separate benefit structure and only limited participation rights in the Plan. Their benefits and rights under the Plan were set forth solely in the Constituent Plan documents.

Effective January 1, 2005, the benefits and rights of employees covered under a collective bargaining agreement with IBEW Local 459 other than bargaining unit employees represented by IBEW Local 459 at the Seneca facility of the Company ceased to have their benefits and rights set forth in a Constituent Plan document but instead were entitled to the benefits and rights provided in the Plan without reference to, and exclusive of, any Constituent Plan document.

Effective January 1, 2009, the benefits and rights of employees covered under a collective bargaining agreement with IBEW System Council U-3 (now known as IBEW Local 1289) ceased to have their benefits and rights set forth in a Constituent Plan document but instead were entitled to the benefits and rights provided in the Plan without reference to, and exclusive of, any Constituent Plan document.

Effective April 1, 2012, the Allegheny Energy Employee Stock Ownership and Savings Plan was merged into the Plan and assets and liabilities were transferred to the Plan. The related Instrument of Merger amended the Plan to reflect certain transition procedures and special rules, including but not limited to procedures and rules with respect to certain elections, designations and loans made under the Allegheny Plan.

## Appendix C: Your Savings Options

### LifePath Portfolios

The LifePath Portfolios are designed to be investment solutions for individual investors.

Each LifePath Portfolio is diversified among broad types of asset classes and is adjusted over time to gradually become more conservative as the year approaches when investors expect to need their money. As an investor, you are faced with making important investment decisions for your retirement savings:

- What is the right mix of stocks and bonds?
- How should this mix change over time?
- How do you create a well-diversified portfolio?

LifePath portfolios were created to help you make these decisions. You decide when you will need your money and how you feel about risk. Each LifePath Portfolio seeks to maximize returns for retirement or other purposes consistent with investors' various stages along their investment time horizon.

The number-as in LifePath Index 2020- represents the approximate year when you plan to start withdrawing your money. As you get closer to this year, the investment mix is gradually shifted from a greater concentration of higher-risk investments (namely stock funds) to a greater concentration of lower-risk investments (bond funds and money market instruments). This shift is designed to reduce fluctuations in the value of your investment as the time that you will need your money approaches.

One Portfolio-LifePath Index Retirement- does not include a number because it is designed for people currently withdrawing their money. This Portfolio is intended for individuals already in their retirement. Although the portfolio invests in a greater concentration of lower-risk investments, a portion of its assets will continue to be invested in the underlying stock and bond funds.

### Plan Investment Options

The plan investment options cover the full spectrum of major asset classes. You can use them to build your own diversified portfolio.

If you are an investor who finds that the LifePath Portfolio options do not meet your savings strategy, then you may wish to consider designing your own portfolio or adjusting the asset allocation mix by using the plan investment options listed below. Remember that you will need to monitor your overall investment strategy periodically to make sure the options and mix you have selected still makes sense for your savings goals.

Please refer to the fund fact sheet and/or the fund prospectus to determine if the fund(s) you are investing in have any restrictions or redemption fees related to "short-term trading" described on page 13.

## Capital Preservation Fund (Stable Value Fund)

The Capital Preservation Fund's primary objective is to preserve principal while providing a more secure, fixed-income yield. The fund invests in diversified, income-oriented investments which are intended to produce a stable principal value for the fund. The fund uses insurance wrap contracts to protect, within certain confined limits, market volatility in the fund investments.

Because of restrictions on competing investments, savings cannot be transferred directly from the Capital Preservation Fund to the Self-Managed Brokerage Account (please see page 13) and must first be transferred into one of the other core funds for a period of 90 days.

This fund is managed by PIMCO, a leading fixed income investment management firm.

## TCW MetWest Core Plus Bond Fund

The investment objective is to seek to outperform the broad bond market (represented by the Barclays Aggregate Bond Index) over full market cycles by allocating capital among U.S. government, corporate, high yield, and mortgage backed fixed income sectors. In addition, exposure to international and emerging markets' fixed income is opportunistically incorporated into the portfolio.

Top-down/business cycle views from portfolio managers shape the duration, yield curve and sector decisions while bottom-up fundamental research by the sector portfolio managers, traders and analysts drive the issue selection and execution strategies. The strategy allocates across these sectors: U.S. Governments, Investment-Grade Corporates, Mortgage-Backed, Asset- Backed, High Yield Corporate, International and Emerging Markets.

In general the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible.

## PIMCO Real Return Fund (PRRIX)

The Real Return Fund is an actively managed intermediate duration portfolio that provides exposure to the universe of U.S. Treasury Inflation Protection Securities (TIPS). TIPS are government bonds that provide a return linked to the rate of U.S. inflation as measured by the Consumer Price Index. If held to maturity, TIPS provide a government guaranteed return of principal tied to inflation, which represents an investor's real purchasing power. The fund's benchmark is the Barclays Capital U.S. TIPS Index.

This fund combines the benefits of TIPS as an asset class with PIMCO's active management expertise. The fund seeks to capture the returns of the TIPS universe and consistently outperform the benchmark by leveraging PIMCO's disciplined investment process, global investment team and focus on risk management.

Because of restrictions on competing investments, savings cannot be transferred directly from the PIMCO Real Return Fund to the Self-Managed Brokerage Account (please see page 13) and must first be transferred into one of the other core funds for a period of 90 days.

### **Blackrock ACWI ex US IM Index M Fund (Global International Equity)**

The Blackrock ACWI ex US IM Index M Fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI ACWI Ex U.S. IMI Index. This is a collective investment trust maintained and managed by BlackRock Institutional Trust Company. The Fund shall be invested and reinvested in a portfolio of global equity securities (excluding U.S. domiciled companies) with the objective of approximating as closely as possible the capitalization weighted total rate of return for the MSCI ACWI Ex U.S. IMI Index.

Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks, all of which may be magnified in emerging markets.

### **BlackRock Equity Index M Fund (Large-Cap Domestic Equity)**

The Black Rock Equity Index M is a diversified portfolio of common stocks that seeks to replicate the performance of the Standard & Poor's 500 Index.

This Fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the S&P 500 Index. This is a collective investment trust maintained and managed by BlackRock Institutional Trust Company. The Fund shall be invested and reinvested in a portfolio of equity securities with the objective of approximating as closely as possible the capitalization weighted total rate of return of that segment of the United States market for publicly traded equity securities represented by the larger capitalization companies. The criterion for selection will be the S&P 500 Index.

### **Mellon Capital Market Completion Index Fund (Mid and Small-Cap Domestic Equity)**

The Market Completion Fund seeks to replicate the performance and overall characteristics of the Dow Jones U.S. Completion Total Stock Market Index in a risk-controlled cost effective manner. The Fund's approach is to minimize performance tracking error, manage transaction costs and to replicate the majority of the Index and sample from the remaining smaller securities. The Market Completion Index is a subset of the Dow Jones U.S. Total Stock Market Index that excludes components of the S&P 500 Index.

### **Artisan Mid-Cap Fund (Domestic Mid-Cap Growth)**

The Artisan Mid-Cap Fund seeks to maximize long-term capital growth. It invests in a diversified portfolio of stocks of medium-sized companies that Artisan believes are undervalued, in solid financial condition and provide a controlled level of risk. Using its own research process, the Fund purchases a stock only at a price that is below Artisan's estimate of the value of the business. The focus is on individual companies, rather than on trends in the economy or securities markets. Generally, Artisan maintains a weighted average market capitalization of not more than 1.5 times the weighted average market capitalization of the companies included in the Russell Mid-Cap Index. The manager is Artisan Partners.

### JP Morgan Chase Global Opportunities Fund (Global Equity)

The JPMCH Global Opportunities Fund strategy is designed to provide core exposure to global equities. The Fund, which is benchmarked to the MSCI World index, seeks to provide long-term capital growth.

### DFA Small-Cap Value Fund (Domestic Small-Cap Value Equity) (DFSVX)

The DFA Small Cap Value Fund seeks long-term capital appreciation. The fund pursues its investment objective by investing in securities represented in the Russell 2000 Value index.

### Fidelity Puritan Fund (Balanced Fund) (FPURK)

The Fidelity Puritan Fund typically has approximately 60% invested in stocks and the remainder in bonds and other debt securities. The manager can invest in both domestic and foreign issuers. The portfolio may vary from a 60%/40% allocation when the manager believes that either stocks or bonds offer more favorable opportunities, but will always have at least 25% of the portfolio invested in fixed income senior securities. The fund is managed by FMR (Fidelity Management & Research).

### Goldman Sachs Mid-Cap Value Fund (Mid-Cap Domestic Equity) (GSMCX)

The Goldman Sachs Mid Cap Value Fund seeks to outperform the Russell Midcap® Value Index after investment management fees. It is an actively managed fund which selects securities that are typically in the Russell Mid-Cap Value Index. The portfolio management team has the ability to take up to a 7% over or underweight versus the benchmark. In general, portfolio managers seek to buy companies with sustainable competitive advantages that are trading at a discount to intrinsic value. The aggregate portfolio is well diversified at from 80 to 120 stocks split among sectors of the Russell Mid-Cap Value Index.

### EuroPacific Growth Fund (International Equity) (RERGX)

The EuroPacific Fund seeks to provide long-term growth of capital by investing in equity securities in strong and growing companies of varying sizes that are based outside of the United States.

All holdings are non-U.S. except a nominal portion that, for liquidity purposes, may be held in U.S. dollars and/or equivalents. At least 65% of assets must be invested in equity securities of issues domiciled in Europe or the Pacific Basin. The fund is managed by Capital Research and Management Company.

### Dodge and Cox International Fund (International Equity) (DODFX)

The Dodge & Cox International Fund seeks long-term growth of principal and income. The fund generally invests at least 80% of assets in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different countries, including emerging markets. It focuses on countries whose economic and political systems appear more stable and are believed to provide some protection to foreign shareholders. Under normal circumstances, the fund invests in common stocks.

## Palisade Small-Cap Growth Fund (Small-Cap Domestic Equity)

The Palisade Small-Cap Growth Fund seeks to outperform the Russell 2000 Growth Index after investment management fees.

The growth management team seeks small companies to invest in that have the potential to grow into larger companies while not trading at valuations which reflect their full potential. The team attempts to gain an informational advantage in the less efficient small-cap equity market by conducting intensive bottom-up, fundamental research with an emphasis on-site visits, direct contact with portfolio companies as well as their customers, suppliers and competitors, and interaction with contacts in the venture capital community.

## Vanguard Total Bond Market Index Admiral Fund (Bond Fund) (VBTLX)

The Vanguard Total Bond Market Index Admiral Fund seeks to replicate the performance of the Barclays' U.S. Aggregate Bond Index.

The Vanguard Total Bond Market Index Fund samples the Barclay's U.S. Aggregate Bond Index which is a diverse proxy of domestic fixed income issues. Nearly 90% of the underlying issues of the Index is typically held and also includes exposure to high yield and non-dollar debt.

In general, the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible.

## BlackRock LifePath Index 2020, 2025, 2030, 2035, 2040, 2045, 2050, 2055, 2060 and Retirement Fund Q (Target Date Funds)

The Fund provides long-term investors with an asset allocation strategy designed to maximize assets for retirement, or for other purposes, consistent with the risk that investors, on average, may be willing to accept given their investment time horizon.

The Fund is a collective investment trust maintained and managed by BlackRock Institutional Trust Company, N.A. ("BTC"). The Fund shall be invested and reinvested in equity securities, international equity securities, debt securities, international debt securities, securities of publicly traded real estate companies, and/or cash equivalents allocated with the objective of providing maximum total return consistent with the quantitatively measured risk investors, on average, at various stages in their employment cycle, may be willing to accept in an effort to maximize assets available during the period chosen for retirement. The normal asset allocations will gradually change over the investment horizon of the Fund to become more heavily oriented toward debt and debt-like securities. As time passes, the Fund is managed more conservatively in terms of its allocation to equity securities and markets, on the premise that individuals investing for retirement desire to reduce investment risk in their retirement accounts as their retirement date approaches.

## FirstEnergy Corp. Common Stock Fund (FirstEnergy Stock Fund)

The primary objective of the FirstEnergy Corp. Common Fund is to provide an opportunity for capital appreciation and current income while offering employees the chance to increase their



ownership stake in the Company. The value of the fund will fluctuate based on the performance of FirstEnergy Corp. and stock market conditions. The investment management fee is .07% on an annualized basis.

The fund invests primarily in shares of FirstEnergy Corp. common stock that are purchased on the open market or contributed directly from FirstEnergy to the fund at prevailing market prices. A small portion of the fund will be held in cash to maintain liquidity for processing of Plan transactions. Dividends paid on FirstEnergy Stock held in this fund will be reinvested in the fund. Since only a single security is held, this Fund is not diversified. The Plan allows participants to diversify out of the funds at any time. The FirstEnergy Corp. Common Fund is administered by State Street Bank and Trust Company.

### FirstEnergy Common Stock Dividend Payment Option

Savings Plan participants may elect to have their eligible common stock dividends paid directly to them. This option, effective with Savings Plan common stock dividends applies to:

- Dividends from common stock shares purchased with employee contributions,
- Company matching shares credited to participants, and
- Remaining shares held in the Savings Plan accounts of former participants in the Payroll Based Employee Stock Ownership Plan (PAYSOP).

Dividends from the FirstEnergy Common Stock Fund that is part of the Roth 401(k) or Roth Catch Up Account will continue to be automatically reinvested in the Savings Plan without the availability of the direct payment option.

If you want to elect to have your eligible common stock dividends payable directly to you, call the FirstEnergy Corp. Savings Plan Information Line at **1-800-982-3451**, or access the FirstEnergy Corp. Savings Plan Internet Web site at [www.netbenefits.com](http://www.netbenefits.com).

You may elect the direct payment of dividends option at any time. Your election will apply to all dividends from the three share sources previously discussed, and remain in effect until you change it. If you do nothing, all dividends from the three share sources will be automatically reinvested in the Savings Plan. This means that PAYSOP dividends will no longer be paid directly to participants, as in the past, unless the dividend payment option is elected.

### Self-Managed Brokerage Account (SMBA)

In addition to the Core Investment Options, you may invest all or a part of your savings in a Self-Managed Brokerage Account through Fidelity Brokerage Link.

If you choose to use this option, you will be opening a personal brokerage account that is managed through Fidelity Brokerage Link. Remember that the purchase and sale of some of the mutual funds you purchase through the SMBA may be subject to sales charges and other fees. If so, the SMBA broker will deduct these charges from your brokerage account and these charges will appear on your monthly statement.

### Opening a Self-Managed Brokerage Account

Before any savings can be invested in the SMBA, you must first open an account with Fidelity Brokerage Link. You may request an application be mailed to your home through the Savings

Plan Information Line at **1-800-982-3451**. Once the completed application is returned to Fidelity, an account will be opened in your name and you will be issued a brokerage account number.

When you open your brokerage account, you will be able to contact a broker at **1-800-982-3451**. The broker will be able to provide you with current market quotes and information about the investments available through the SMBA. The broker will not provide investment advice. You can also make transactions online at [www.netbenefits.com](http://www.netbenefits.com).

### Investing in the Self-Managed Brokerage Account

You may invest up to 95% of your eligible Plan assets in the SMBA. However, contributions to the Savings Plan cannot be invested directly in the Self-Managed Brokerage Account. They must first be invested in one of the twenty-four plan funds (PIMCO Real Return Fund and Capital Preservation Fund are excluded). Please note that because of restrictions on competing investments, savings cannot be transferred directly from either the PIMCO Real Return Fund or the Capital Preservation Fund to the Self-Managed Brokerage Account and must first be transferred into one of the other core funds for a period of 90 days.

Once a brokerage account has been opened, you may transfer savings from one of the plan funds to the Self-Managed Brokerage Account. The savings are then placed in a money market fund until you contact a broker to direct the investment of your savings. The initial transfer to the SMBA must be a minimum of \$1,000. After that, there is no minimum for subsequent transfers into the account.

### Your Self-Managed Brokerage Account

Your Self-Managed Brokerage Account is maintained separately from your Savings Plan Account. You will receive a detailed account statement from Fidelity Brokerage Link each month in which there is investment activity or at least once each quarter, if there is no activity. Fidelity Brokerage Link will also report the total value of your brokerage account daily to the Savings Plan.

This total amount will be available on the Savings Plan Information Line at **1-800-982-3451**, and reported on your quarterly Savings Plan statement.

All transaction charges and brokerage commission fees for the Self-Managed Brokerage Account will be deducted from the brokerage account.

### Taking savings out of the Self-Managed Brokerage Account

Any time you wish to take savings out of the Self-Managed Brokerage Account, such as an inter-fund transfer, loan or withdrawal, you must first contact Fidelity Brokerage Link and instruct the broker to sell investments in the amount of the transaction. Upon settlement, which may take up to five business days, the proceeds will be placed in a money market fund from which they can be transferred back into the core funds. The loan or withdrawal may then be initiated from the core funds.