

**PSEG**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**AMENDED AND RESTATED DECEMBER 20, 2016**

Committee Role and Organization

The Corporate Governance Committee (the “Committee”) of the Board of Directors of Public Service Enterprise Group Incorporated (the “Corporation”) assists the Board in administering the corporate governance practices of the Board and its committees, the selection of Board nominees, the performance evaluation of the Board and certain committees, and Directors’ compensation.

The Committee shall have open and free access to information and may require any officer or employee of the Corporation or its subsidiaries to furnish it with information, documents or reports that it deems necessary or desirable to carrying out its business. The Committee may retain appropriate resources to assist it in discharging its responsibilities.

The Committee shall consist of three or more independent directors, who shall be appointed and removed from time-to-time by the Board. The Board will also determine the Committee Chair and its members upon the recommendation of this Committee.

The Committee will meet at least two times per year in the discharge of its duties. The Committee shall meet in executive session at each meeting, unless waived by the Committee, without any members of management present.

Committee Duties and Responsibilities

The Committee, in order to assist the Board in the discharge of its responsibilities related to corporate governance, Board nominees, performance evaluations and Directors’ compensation, will:

- Monitor the composition of the Board to assure that it contains a reasonable balance of professional interests, business experience, financial expertise, diversity and independent Directors.
- Consider the qualifications of Board members.
- Recommend to the Board, as appropriate, membership changes and nominees to maintain the requisite balance.
- Evaluate, as necessary, prospective nominees identified by the Committee or by other Board members, management, stockholders or other sources.
- Assess the size, structure and composition of the Board and its committees and their governance practices, including interactions with management.
- Recommend to the Board the membership composition of Board Committees, including the Chair and members of each committee.

- Assess and periodically evaluate the governance practices of the Board and its committees and oversee an annual performance evaluation of the Board and certain committees, including this Committee.
- Make recommendations to the Board to improve the effectiveness of the Board and its committees, as appropriate.
- Oversee, review and discuss guidelines, policies and processes by which the Corporation assesses and manages enterprise risk.
- Review mapping of identified risks to the Board and its committees and make recommendations to the Board with respect to such mapping, as necessary.
- Provide oversight of management of such risks relating to the role, duties and responsibilities of the Committee as described in this Charter, including reputational risk.
- Retain and terminate such consultants as the Committee deems appropriate to identify director candidates and to make recommendations for Director compensation, and review the performance of such consultants on an annual basis and approve the consultants' fees and other retention terms.
- Conduct comparative studies and make reports to the Board with respect to compensation of Directors who are not officers.
- Provide input to the Organization and Compensation Committee regarding the performance of the Chairman of the Board.
- Provide oversight for the Corporation's political corporate activities.
- Periodically review the Corporate Governance Principles and recommend appropriate changes.
- Periodically review the Charters of the Board Committees and recommend appropriate changes.
- Oversee, review and make recommendations for the Corporation's Director orientation and continuing education.
- Review the Committee calendar annually and determine the meeting schedule for the succeeding year.
- Conduct an annual performance evaluation of the Committee.
- Perform such other duties as are assigned by the Board.
- Report its activities to the Board.