PORTLAND GENERAL ELECTRIC COMPANY
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the "Board") of Portland General Electric Company (the "Company") to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the laws of the State of Oregon, or the Articles of Incorporation or Bylaws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

The Board

(a) *Role of Directors*. The business and affairs of the Company shall be managed under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which the director sits, and to review prior to meetings material distributed in advance for the meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chair of the Board or the chair of the appropriate committee in advance of the meeting.

(b) *The Board's Goals*. The Board's goal is to build long-term value for the Company's shareholders and to assure the vitality of the Company for its customers, employees and the other individuals and organizations who depend on the Company.

To achieve these goals the Board will monitor both the performance of the Company (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer, and offer him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board's responsibility to remove the Chief Executive Officer and to select his or her successor.

(c) *Selection of the Chair of the Board*. To the extent provided in the Company's Bylaws, the Board shall be free to choose its Chair of the Board in any way that it deems best for the Company at any given point in time.

(d) *Size of the Board*. The Board believes that it should generally have no fewer than 5 and no more than 11 directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased by resolution of the Board, if determined to be appropriate by the Board. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

(e) *Board Orientation and Continuing Education*. The Company will provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, the Code of Business Ethics and

Conduct, these Corporate Governance Guidelines, principal officers, internal auditors and independent auditors.

The Company also encourages directors to attend outside director education programs and shall reimburse each director for the cost of attending one such program per year, including the cost of the program and reasonable related travel and lodging expenses. If the director serves on the board of one or more other public companies, the director will seek to have such other companies share equally in the cost of attending such programs.

Directors

(a) *Selection of New Directors*. The Board shall be responsible for nominating members for election to the Board and, in accordance with the Company's Bylaws, for filling vacancies on the Board that may occur between annual meetings of shareholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate.

The Nominating and Corporate Governance Committee will consider candidates recommended by shareholders. In considering candidates submitted by shareholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating and Corporate Governance Committee may establish procedures, from time to time, regarding shareholder submission of candidates.

(b) *Board Membership Criteria*. The Nominating and Corporate Governance Committee shall be responsible for developing and recommending a set of criteria for selecting candidates to serve as directors of the Company, and for periodically reviewing and suggesting changes to the criteria.

The Nominating and Corporate Governance Committee may apply several criteria in selecting nominees. At a minimum, the Committee shall consider (i) whether the nominee has demonstrated by significant accomplishment in his or her field an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and (ii) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Committee may consider include a nominee's specific experiences and skills, relevant industry background and knowledge, business judgment, time availability in light of other commitments, diversity, age, potential conflicts of interest, material relationships with the Company and independence from management and the Company. The Committee also may seek to have the Board represent a diversity of backgrounds, experience, gender and race and may consider such other relevant factors that the Committee regards as appropriate in the context of the needs of the Board.

(c) *Other Public Company Directorships*. The Company recognizes the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at meetings. Each member of the Board will inform the Secretary of the Company and the Chair of the Nominating and Corporate Governance Committee before becoming a member of another board of directors or an officer of another company. Sufficient time will be allowed before accepting such a position for the Company to determine whether any interlocking director or officer restrictions may apply, and for the Chair of the Nominating and Corporate Governance Committee to evaluate any impact on fulfillment of Board responsibilities.

(d) *Directors Who Change Their Principal Occupation*. The Board does not believe that directors who retire from, or change, the principal occupation they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Nominating and Corporate Governance Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

(e) *Retirement Age*. No director who was elected to the Board prior to July 25, 2018 and who has attained the age of 75 years shall be nominated for re-election or reappointment to the Board, unless the Board determines that such director's continued service would be in the best interests of the Company.

(f) *Director Tenure*. In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by the Nominating and Corporate Governance Committee in connection with each director nomination recommendation. In furtherance of the foregoing, no non-employee director who was nominated for election to the Board for the first time after July 25, 2018 shall be eligible for nomination for another term if, as of the commencement of such term, such director will have completed 12 years of service from the date of first election to the Board, unless the Board determines that such director's continued service would be in the best interests of the Company.

(g) *Retirement of Chief Executive Officer.* The board of directors believes that, as a matter of general policy, when a Chief Executive Officer retires from the company, the Chief Executive Officer should also resign from the board of directors. Therefore, as part of the Chief Executive Officer's notification to the board of directors of his or her retirement, the Chief Executive Officer shall also submit an offer of resignation from the board of directors effective upon his or her retirement date.

(h) *Director Resignation Policy*. As provided in the Company's Articles of Incorporation and Bylaws, candidates for directors in uncontested elections are elected by a majority vote. An incumbent director who fails to receive a majority vote in an uncontested election in accordance with the Articles of Incorporation and Bylaws shall, within five days following the certification of the election results, tender his or her written resignation to the Chair of the Board for consideration by the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee shall consider such resignation and, within 45 days following the date of the shareholders' meeting at which the election of directors occurred, shall make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Nominating and Corporate Governance Committee shall consider all factors deemed relevant by the members of the Nominating and Corporate Governance Committee including, without limitation, the stated reason or reasons why shareholders voted against such director's re-election, the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the director's resignation from the Board would be in the best interests of the Company and its shareholders.

The Nominating and Corporate Governance Committee also shall consider a range of possible alternatives concerning the director's tendered resignation as the members of the Nominating and Corporate Governance Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Nominating and Corporate Governance Committee to have substantially resulted in such director failing to receive the required number of votes for re-election.

The Board shall take formal action on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election of directors occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board shall consider the information, factors and alternatives considered by the Nominating and Corporate Governance Committee and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, the Company, within four business days after such decision is made, shall publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No director who, in accordance with this policy, is required to tender his or her resignation, shall participate in the Nominating and Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Nominating and Corporate Governance Committee fail to receive the required number of votes for re-election, then the independent directors then serving on the Board who were elected at the shareholders' meeting at which the election occurred, and the independent directors, if any, who were not standing for election at such shareholders' meeting, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Nominating and Corporate Governance Committee and perform the Nominating and Corporate Governance Committee's duties for purposes of this policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it, the entire Board (other than the individual director whose resignation is being considered) shall make the determination to accept or reject the tendered resignation without any recommendation from the Nominating and Corporate Governance Committee and without the creation of an Ad Hoc Committee.

This policy, as it may from time to time be amended, will be briefly summarized or included in the Company's proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.

Independence

(a) *Independence of the Board*. The Board shall be comprised of a majority of directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE Standards"). No more than two management executives may serve on the Board at the same time.

The Board shall review annually the relationships that each director has with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the NYSE Standards or applicable law. The Board has adopted the categorical standards attached hereto as an Addendum to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in the director no longer being considered independent under the NYSE Standards, the categorical standards or under applicable law, the director shall promptly inform the Chairperson of the Nominating and Corporate Governance Committee.

(b) *Lead Independent Director*. If the Chair of the Board is not an Independent Director, the Company's Independent Directors will designate one of the Independent Directors on the Board to serve as a lead Independent Director (the "Lead Independent Director"). If the Chair is an Independent Director, then he or she shall be deemed the Lead Independent Director and shall perform the duties of the Lead Independent Director as set forth herein. The Lead Independent Director's duties will include coordinating the activities of the Independent Directors, coordinating the agenda for and moderating sessions of the Board's Independent Directors and other non-management directors, and facilitating communications among the other members of the Board.

In performing the duties described above, the Lead Independent Director is expected to consult with the chairs of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibilities of the committee chairs.

(c) *Separate Sessions of Non-Management Directors*. The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis, but not less frequently than quarterly. The Chair or, if the Chair is not an Independent Director, the Lead Independent Director shall preside at such executive sessions, or in such director's absence, another Independent Director designated by the Chair or Lead Independent Director shall preside at such executive sessions.

In the event that the non-management directors include directors who are not independent under the NYSE Standards, the Board will, at least once a year, schedule an executive session including only Independent Directors.

Communications with Directors

Any interested parties desiring to communicate with the Board, any individual director (including the Chair or Lead Independent Director), a board committee or the non-management directors as a group regarding the Company may directly contact such directors in writing addressed to the director or group or committee of directors by either name or title at:

Portland General Electric Company
Attention: Corporate Secretary
121 SW Salmon Street, 1WTC1301
Portland, Oregon 97204

Board Compensation

A director who is also an officer of the Company shall not receive additional compensation for service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's shares through the payment of a portion of director compensation in Company shares, options to purchase Company shares or similar compensation. The Compensation and Human Resources Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

A member of the Audit Committee may not receive any consulting, advisory, or other compensatory fees from the Company or any subsidiary except fees for service as a director of the Company (including fees in the form of shares, options to purchase Company shares or similar compensation and any additional amounts paid to chairs and members of committees of the Board); provided, however, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including deferred compensation) from the Company for prior service with the Company so long as such compensation is not contingent in any way on continued service.

Director and Executive Officer Stock Ownership Requirements

(a) *General.* The Board believes that it is in the best interest of the Company, and its shareholders and customers, to require directors and executive officers to retain ownership of a substantial amount of Company common stock in order to:

- Create financial incentives that align the interests of directors and executive officers with strong operating and financial performance of the Company;
- Enhance the commitment of directors and executive officers to the long-term future of the Company and encourage executive officers to operate the business of the Company with a long-term perspective when appropriate; and
- Align the Company's governance practices with current best practices.

In this regard, the Board has adopted minimum stock ownership requirements.

(b) *Non-Employee Directors*.

Each non-employee director shall be required to own Company common stock with a market value of at least five times the cash portion of the annual base retainer fee. Each non-employee director shall meet such target share retention amount by the later of (i) March 31, 2015 or (ii) five years from the date of the first annual meeting at which such director is elected.

Until a non-employee director meets the target share retention share amount described above, such director must retain at least 50% of the net after-tax shares (based on the statutory withholding rate) acquired from the vesting of equity awards granted by the Company in payment of the director's annual equity retainer fee.

The target share retention amount for non-employee directors shall be determined annually as of the third business day following the date on which the Company files its Quarterly Report on Form 10-Q for the first quarter of the year (the "Measurement Date"). The target share retention amount for each non-employee director shall be calculated based on the dollar amount of the most recent equity retainer grant made to such director prior to the Measurement Date and the closing price of the Company's common stock as of the Measurement Date. Such target share retention amount shall apply to the non-employee director for the ensuing year ("Measurement Year") ending on the next Measurement Date, regardless of changes in the stock price or changes in the amount of the director's annual equity retainer fee during such Measurement Year.

Once a non-employee director has met the target share retention amount, in the event that the target share retention amount is increased on a subsequent Measurement Date, such non-employee director shall not be required to purchase additional shares in order to satisfy the new target share retention amount, but shall be required to retain 50% of the net after-tax shares (based on the statutory withholding rate) acquired thereafter from the vesting of equity awards granted by the Company in payment of the director's annual equity retainer fee, until such time as the non-employee director meets the applicable target share retention amount.

(c) *Executive Officers*.

(1) Minimum Ownership Amounts. The Chief Executive Officer is expected to retain 3x his or her annual base salary in Company common stock. All other executive officers are expected to retain 1x their annual base salary in Company common stock. For purposes of this requirement, the executive officers of the Company shall include the Chief Executive Officer and all vice presidents.

(2) Transition Rules – Chief Executive Officer. Until the Chief Executive Officer meets the applicable target share retention amount, he or she is not required to acquire additional shares to meet such amount, but is required to retain at least 50% of the net after-tax shares (based on the statutory withholding rate) acquired from vests of equity awards under the Company's long term incentive program after February 16, 2011 (the effective date of this provision). In addition, the Chief Executive Officer is required to retain 100% of the shares that were vested as of February 16, 2011, until the target share retention amount is reached.

(3) Transition Rules – Other Executive Officers. All other executive officers shall not be subject to any retention requirements with respect to shares vested as of February 16, 2011. This stock ownership requirement shall not restrict the ability of such executive officers to sell or otherwise dispose of such shares.

Until such an executive officer reaches the target share retention amount, he or she is not required to purchase additional shares to meet such amount, but is required to retain at least 50% of the net after-tax shares (based on the statutory withholding rate), acquired after February 16, 2011 (the effective date of this provision), pursuant to vests of equity awards under the Company's long term incentive program.

(4) Other Executive Officers Appointed after February 16, 2011. Executive officers, other than the Chief Executive Officer, appointed after February 16, 2011 shall not be subject to any retention requirements with respect to shares vested as of the date of appointment as an executive officer, and this stock ownership requirement shall not restrict the ability of such executive officers to sell or otherwise dispose of such shares. Until such an executive officer reaches the applicable target share retention amount, he or she is not required to acquire additional shares to meet such amount, but is required to retain at least 50% of the net after-tax shares (based on the statutory withholding rate) acquired, after the date of such person's appointment as an executive officer, from vests of equity awards under the Company's long term incentive program.

(5) Reports. Each executive officer shall annually report to the Corporate Secretary, as of December 31 of each year, the number of shares of Company common stock held by such executive officer.

(6) Calculation of Target Share Retention Amount. The target share retention amount for executive officers shall be determined annually as of the third business day following the date on which the Company files its Quarterly Report on Form 10-Q for the first quarter of the year (the "Measurement Date"). The target share retention amount for each executive officer shall be calculated based on such executive officer's annual base salary as of the Measurement Date and

the closing price of the Company's common stock as of the Measurement Date. Such target share retention amount shall apply to the executive officer for the ensuing year ("Measurement Year") ending on the next Measurement Date, regardless of changes in the stock price or the executive officer's base salary during such Measurement Year.

Once an executive officer has met the target share retention amount, in the event that the target share retention amount is increased on a subsequent Measurement Date, such executive officer shall not be required to purchase additional shares in order to meet the new target share retention amount, but shall be required to retain 50% of the net after-tax shares (based on the statutory withholding rate) acquired thereafter from vests of equity awards under the Company's long term incentive program, until such time as the executive officer meets the applicable target share retention amount.

(d) *Amendments.*

The Compensation and Human Resources Committee shall annually review the stock ownership requirements set forth above, and the ownership of each non-employee director and each executive officer relative to these requirements, and may recommend changes, as it deems appropriate, for approval by the Board of Directors.

(e) *Waivers.*

The Compensation and Human Resources Committee may grant waivers of this requirement in circumstances where a non-employee director or an executive officer wishes to sell shares of Company common stock because of financial hardship or other special circumstances, or as otherwise deemed appropriate by the Compensation and Human Resources Committee.

Self-Evaluation by the Board

The Nominating and Corporate Governance Committee will oversee an annual self-assessment of the Board's performance as well as coordinate the self-evaluation of each standing committee of the Board. The results of the evaluations of the Board and the standing committees will be discussed with the full Board. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees. The purpose of the evaluations is to assess the Board's and each committee's functioning as a whole, not to focus on the performance of individual Board members.

Strategic Direction of the Company

Normally it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and the Board. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings when appropriate.

Board Access to Management

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chief Executive Officer and Board members will use judgment to assure that this access is not distracting to the business operation of the Company.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee. Nevertheless, the Chair of the Board (if a non-employee director), the Lead Independent Director, or committee chairs may meet with shareholders from time to time, but such meetings will typically be coordinated through the Corporate Secretary.

Director Attendance at Meetings

Directors are expected to attend the Company's annual meetings of shareholders, Board meetings and meetings of committees on which they serve. A director who is unable to attend the Company's annual meeting of shareholders is expected to notify the Chair of the Board.

Board Meetings

(a) *Frequency of Meetings*. There shall be not less than four regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly.

(b) *Selection of Agenda Items for Board Meetings*. The Chair of the Board, in consultation with the Lead Independent Director if separate from the Chair, and the Chief Executive Officer shall annually prepare a Board of Directors "Master Agenda." This Master Agenda shall set forth a general agenda of items to be considered by the Board at each of its specified meetings during the year. Thereafter, the Chair, in consultation with the Lead Independent Director if separate from the Chair, and the Chief Executive Officer may adjust the Master Agenda to include special items not contemplated during the initial preparation of the annual Master Agenda.

Upon completion, a copy of the Master Agenda shall be provided to the entire Board. Each Board member shall be free to suggest inclusion of items on the Master Agenda as well as raise at any Board meeting subjects that are not specifically on the Master Agenda for that meeting.

Matters management desires to submit to the Board shall be submitted through the Corporate Secretary who shall coordinate with the Chair of the Board regarding the inclusion of such matters on the agenda for a particular meeting.

(c) *Attendance of Management Personnel at Board Meetings*. The Board encourages the Chief Executive Officer to bring officers and other members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board; (ii) make presentations to the Board on matters within the manager's areas of responsibility; and (iii) bring officers and managers with significant career potential at the Company into contact with the Board. Attendance of such officers and managers at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add officers and managers as attendees on a regular basis, this should be suggested to the Board for its concurrence.

(d) *Board Materials Distributed in Advance*. Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Committee Matters

(a) *Number and Names of Board Committees*. The Company shall have the following standing committees: Audit Committee, Nominating and Corporate Governance Committee, Compensation and Human Resources Committee, and Finance Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may, from time to time, form new standing or special committees and determine the composition and areas of competence of such committees, or disband a current committee depending on circumstances.

(b) *Independence of Board Committees*. Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation and Human Resources Committee shall be composed entirely of Independent Directors satisfying NYSE Standards and any other applicable legal and regulatory requirements necessary for an assignment to any such committee. All other standing Board committees shall be chaired by Independent Directors, unless the Board determines otherwise with respect to a specific committee.

(c) *Assignment and Rotation of Committee Members*. The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chair of the Board, and if separate from the Chair of the Board the Lead Independent Director, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairs and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the committee assignments and consider the rotation of the committee members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors and from exposing directors to the varied aspects of the business of the Company. The Nominating and Corporate Governance Committee may consider the rotation of committee chairs periodically as it deems appropriate, but, as a general guideline, shall consider the rotation of each committee chair following seven years of service as committee chair. The Board believes, however, that there may be significant benefits attributable to continuity of committee members and chairs, including (i) experience gained in service on particular committees and (ii) utilizing most effectively the experience and expertise of individual directors, and that these benefits may outweigh the benefits of rotation. Accordingly, the Board has not adopted a policy of mandatory rotation for either committee members or chairs.

Leadership Development

(a) *Selection of the Chief Executive Officer*. The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

(b) *Evaluation of Chief Executive Officer*. The Nominating and Corporate Governance Committee will have responsibility for overseeing the design of the process for the annual performance review of the Chief Executive Officer. The review should be timed to coincide with the annual evaluation of the Chief Executive Officer's performance and the determination and approval of compensation for the Chief Executive Officer. The following steps will be utilized to carry out this review:

- The Chief Executive Officer will develop a self-evaluation at the end of each fiscal year and coordinate with the Nominating and Corporate Governance Committee to present this to the non-management members of the Board within one month of the end of the fiscal year. The Chief Executive Officer's presentation may be delivered either orally or in writing.

- The non-management directors will meet with and without the Chief Executive Officer and provide their assessment of the Chief Executive Officer's performance to the Compensation and Human Resources Committee. These assessments should include the directors' appraisal of:

    - The Company's performance and the Chief Executive Officer's contribution to it, both compared to competitors and the Company's own strategic goals;

    - Achievement of personal goals set by the Chief Executive Officer for the year, as part of his or her self-evaluation; and

- Other aspects of the Chief Executive Officer's performance which the non-management director deems relevant.

The Independent Directors will complete the evaluation of the Chief Executive Officer's performance following the Chief Executive Officer's presentation to the Board. Following such evaluation, the Compensation and Human Resources Committee will determine and approve, either as a committee or together with the other Independent Directors (if directed by the Board), the Chief Executive Officer's compensation level based on such evaluation.

(c) *Succession Planning*. The Board shall plan for the succession to the position of the Chief Executive Officer. The Nominating and Corporate Governance Committee, either as a committee or together with the full Board, shall annually review the Chief Executive Officer and senior management succession plans. If the Nominating and Corporate Governance Committee conducts this review as a committee, it shall annually report to the Board on the results of its review.

Management Development

The Board shall determine that a satisfactory system is in effect for the education, development, and orderly succession of officers and senior and mid-level managers throughout the Company.

Adopted by the Board of Directors on March 14, 2006
Amended by the Board of Directors on October 26, 2006
Amended by the Board of Directors on August 6, 2008
Amended by the Board of Directors on February 17, 2010
Amended by the Board of Directors on February 16, 2011
Amended by the Board of Directors on October 26, 2011
Amended by the Board of Directors on February 19, 2014
Amended by the Board of Directors on May 7, 2014
Amended by the Board of Directors on July 24, 2014
Amended by the Board of Directors on October 22, 2015
Amended by the Board of Directors on April 27, 2016
Amended by the Board of Directors on April 26, 2017
Amended by the Board of Directors on July 25, 2018
Amended by the Board of Directors on February 13, 2019

ADDENDUM TO
CORPORATE GOVERNANCE GUIDELINES

CATEGORICAL STANDARDS
FOR
DETERMINATION OF DIRECTOR INDEPENDENCE

Purpose

The Board of Directors (the "Board") has adopted the following categorical standards to assist it in evaluating the independence of each member of the Board. The standards describe various types of relationships that could potentially exist between a Director and Portland General Electric Company (the "Company" or "PGE") and sets thresholds at which such relationships could be material. The standards are intended to comply with the listing standards of the New York Stock Exchange (the "NYSE Standards"). In applying the standards, "Company" or "PGE" refers to PGE and its direct and indirect subsidiaries.

Categorical Standards

(a) *Relationships to Company*. A director is not independent if during the three years preceding the determination:

(i) the director is employed by the Company;

(ii) an immediate family member of the director is an executive officer of the Company;

(iii) the director receives more than $120,000 in any 12-month period in direct compensation from the Company, other than director and committee fees (including fees in the form of shares, options to purchase Company shares or similar compensation) and pension or other forms of deferred compensation for prior service that is not contingent in any way on continued service; or

(iv) an immediate family member of the director receives more than $120,000 in any 12-month period in direct compensation from the Company, other than director and committee fees (including fees in the form of shares, options to purchase Company shares or similar compensation) and pension or other forms of deferred compensation for prior service that is not contingent in any way on continued service.

(b) *Relationships to Auditor*. A director is not independent if:

(i) the director is a partner or employee of, or is otherwise affiliated with, the Company's independent auditor;

(ii) an immediate family member of the director is a partner of, or is employed or otherwise affiliated in a professional capacity with, the Company's independent auditor; or

(iii) during the three fiscal years preceding the determination, the director or an immediate family member of the director was (but no longer is) a partner or employee of the Company's independent auditor and personally worked on the Company's audit within that time.

(c) *Interlocking Relationships*. A director is not independent if, during the three years preceding the determination, an executive officer of PGE is on the compensation committee of the board of directors of a company which employs the director or an immediate family member of the director as an executive officer.

(d) *Business Relationships*. A director is not independent if during any of the three fiscal years preceding the determination:

(i) the director is an executive officer or employee of a company that does business with PGE and the sales by that company to PGE or the purchases by that company from PGE (excluding sales of electricity under PGE's filed tariffs), in any single fiscal year during the determination period, are more than the greater of two percent of the annual consolidated gross revenues of that company or $1 million; or

(ii) an immediate family member of the director is an executive officer of a company that does business with PGE and the sales by that company to PGE or the purchases by that company from PGE (excluding sales of electricity under PGE's filed tariffs), in any single fiscal year during the determination period, are more than the greater of two percent of the annual consolidated gross revenues of that company or $1 million.

(e) *Indebtedness*. A director is not independent if at the time of the determination:

(i) the director is an executive officer or employee of another company which is indebted to PGE or to which PGE is indebted, and the total amount of either company's indebtedness to the other at the end of the last fiscal year is more than one percent of the other company's total consolidated assets; or

(ii) an immediate family member of the director is an executive officer of another company which is indebted to PGE or to which PGE is indebted, and the total amount of either company's indebtedness to the other at the end of the last fiscal year is more than one percent of the other company's total consolidated assets.

(f) *Relationships to Charities*. A director is not independent if at the time of the determination the director serves as an executive officer or director of a charitable organization and the Company's discretionary charitable contributions to the organization exceed the greater of $1 million or two percent of that organization's total annual charitable receipts during its last competed fiscal year. Neither the Company's automatic matching of employee charitable contributions nor contributions from the PGE Foundation will be included in the amount of the Company's contributions for this purpose.

Audit Committee

A director that is a member of the audit committee will not be independent if (a) the director has received any payment for accounting, consulting, legal, investment banking or financial advisory services to the Company; or (b) the director is an executive officer or management director of an affiliate.

Definitions

An "*affiliate*" is a person or entity that directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with the Company.

An "*executive officer*" means the chief executive officer, president, chief financial officer, principal accounting officer, any vice-president in charge of a principal business unit, division or function or any other person who performs similar policy making functions for an organization.

An "*immediate family member*" includes a person's spouse, parents, children, siblings, mothers-and fathers-in-law, sons and daughters-in-law, brothers-and sisters-in-law and anyone other than domestic employees that shares a person's home.

Adopted by the Board on March 14, 2006
Amended by the Board on February 13, 2019