



March 31, 2017

Kenneth A. Bertsch  
Executive Director  
Council of Institutional Investors  
1717 Pennsylvania Avenue NW, Suite 350  
Washington, DC 20006

Dear Mr. Bertsch:

Thank you for your letter dated March 29, 2017, to discuss the views of the Council of Institutional Investors regarding virtual-only annual meetings – a practice that more than 100 companies have already adopted. Duke Energy takes its corporate governance responsibilities seriously, and our belief that shareholder engagement is a key corporate governance responsibility is one of the factors that led the Board of Directors and the Corporation to decide to hold its 2017 Annual Meeting of Shareholders online. We believe that an online meeting is the best way to engage with the entire shareholder base, rather than with the extremely small number of shareholders who normally attend the Corporation's Annual Meetings. Duke Energy has shareholders across the world and the traditional format of a physical meeting whereby the shareholders (small and large shareholders alike) gather and discuss the business of the corporation does not fit the needs of our many shareholders.

Prior to making the decision to pursue an online Annual Meeting in 2017, the Board of Directors directed management to seek the input of the Corporation's shareholders. Our shareholders provided overwhelming support for the online Annual Meeting format. The supportive opinions of our shareholders during these engagements not only helped the Board of Directors in its decision to go forward with an online Annual Meeting, but also helped the Corporation develop its framework for an online Annual Meeting that would continue our commitment to transparency and engage with more shareholders through the use of technology. Our Annual Meeting will allow for questions to be submitted both before and throughout the entire Annual Meeting, allowing more questions to be answered. Furthermore, we will post on our Investor Relations webpage following the meeting a transcript of every question we received along with a response.

Our decision to hold a virtual-only Annual Meeting is consistent with our practice of fostering robust interaction between management and our stakeholders, including shareholders. In fact, we create numerous opportunities year-round for stakeholders to engage with the senior management team of the Corporation, including our CEO Lynn Good, and these forums are at least as well, if not better, attended than our Annual Meeting.

We believe our approach to this year's Annual Meeting will set a new standard in corporate governance best practices and we urge you to reserve judgment until after you experience our meeting.

Thank you again for your interest in Duke Energy.

Sincerely,

A handwritten signature in black ink, reading "Michael G. Browning". The signature is written in a cursive style with a large, sweeping flourish at the end.

Michael G. Browning  
Independent Lead Director