

FIRSTENERGY CORP
Form DEF 14A
April 01, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FirstEnergy Corp.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.

(3) Filing Party:

(4) Date Filed:

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***NOTICE OF
ANNUAL MEETING
OF SHAREHOLDERS
AND
PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
MAY 21, 2013***

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76 South Main St.,

Akron, Ohio 44308

Rhonda S. Ferguson

Vice President and Corporate Secretary

April 1, 2013

Dear Shareholder:

You are invited to attend the 2013 FirstEnergy Corp. Annual Meeting of Shareholders at 8:00 a.m., Eastern time, on Tuesday, May 21, 2013, at the Waterfront Place Hotel, Two Waterfront Place, Morgantown, WV 26501.

As part of the agenda, business to be voted on includes nine items which are explained in this proxy statement. The first two items are the election of the 14 nominees to your Board of Directors named in the attached proxy statement and the ratification of the appointment of our independent registered public accounting firm. **Your Board of Directors recommends that you vote FOR Items 1 and 2.** Item 3 is a non-binding, advisory vote to approve named executive officer compensation. **Your Board of Directors recommends that you vote FOR Item 3.** Item 4 is the approval of amendments to the Company's Amended Articles of Incorporation and Amended Code of Regulations to change certain voting requirements to allow for a majority voting power threshold. **Your Board recommends that you vote FOR Item 4.** In addition, there are five shareholder proposals. **Your Board of Directors recommends that you vote AGAINST each of these shareholder proposals, which are Items 5 through 9.**

Please carefully review the notice of meeting and proxy statement. Then, whether or not you plan to attend the meeting in person, please vote by submitting your proxy or voting instructions using one of the voting methods described in the accompanying materials to ensure that your shares are represented at the Annual Meeting. We encourage you to take advantage of our telephone or Internet voting options. Please note that submitting a proxy using any one of these methods will not prevent you from attending the Annual Meeting and voting in person. If you plan to attend the Annual Meeting of Shareholders in person, you will need to register in advance of the meeting. Instructions on how to register are included in the questions and answers section of the accompanying proxy statement.

This year, we will rely on the Securities and Exchange Commission's notice and access rules that will permit us to electronically deliver proxy materials to some or all of our shareholders. These rules allow us to provide our shareholders with the information they need while lowering our printing and mailing costs, reducing the impact on the environment by reducing the amount of paper we use to print and resources required to deliver these materials and more efficiently complying with our obligations under the federal securities laws. On or about April 1, 2013, we mailed a Notice Regarding the Availability of Proxy Materials to a number of our shareholders containing instructions on how to access our proxy statement and annual report and vote online or how to request a paper copy of the proxy statement and annual report, if desired. Shareholders who receive that notice will not receive a proxy card unless they request one by following the instructions contained in the notice received or below in the accompanying proxy statement.

Your vote and support are important to us. We hope you will join us at this year's Annual Meeting.

Sincerely,

IMPORTANT NOTE REGARDING VOTER PARTICIPATION:

Pursuant to Securities and Exchange Commission rules, if your shares are held in a broker account, you must provide your broker with voting instructions for the election of FirstEnergy directors and other important matters; your broker does not have the discretion to vote those shares on your behalf without the specific instruction from you to do so.

Please take time to vote your shares!

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Holders of Shares of Common Stock:

The 2013 FirstEnergy Corp. Annual Meeting of Shareholders will be held at 8:00 a.m., Eastern time, on Tuesday, May 21, 2013, at the Waterfront Place Hotel, Two Waterfront Place, Morgantown, WV 26501. The purpose of the Annual Meeting will be to:

Elect the 14 nominees to the Board of Directors named in the attached proxy statement to hold office until the next Annual Meeting and until their successors shall have been elected;

Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2013;

Advisory vote to approve named executive officer compensation;

Approve a management proposal to amend the Company's Amended Articles of Incorporation and Amended Code of Regulations to change certain voting requirements to allow for a majority voting power threshold;

Vote on five shareholder proposals, if properly presented at the Annual Meeting; and

Take action on other business that may come properly before the Annual Meeting and any adjournment or postponement thereof. Please read the accompanying proxy statement and vote your shares by following the instructions on your proxy card/voter instruction form or Notice Regarding the Availability of Proxy Materials to ensure your representation at the Annual Meeting. Only shareholders of record at the close of business on March 22, 2013, or their proxy holders, may vote at the meeting.

If you plan to attend the Annual Meeting of Shareholders in person, you will need to register in advance of the meeting. Instructions on how to register are included in the questions and answers section of the accompanying proxy statement.

On behalf of the Board of Directors,

Rhonda S. Ferguson

Vice President and Corporate Secretary

This notice and proxy statement is being mailed to shareholders on or about April 1, 2013.

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April 1, 2013

PROXY STATEMENT

ANNUAL MEETING AND VOTING INFORMATION

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholder Meeting To Be Held on May 21, 2013. This proxy statement and annual report are available at www.ReadMaterial.com/FE.

In addition, this proxy statement and the annual report, any letters to shareholders, our latest Annual Report on Form 10-K, and sample voting forms are available at www.firstenergycorp.com/financialreports.

Why am I receiving this proxy statement and proxy card/voter instruction form?

You are receiving this proxy statement and proxy card/voter instruction form (later referred to as the proxy card), which are also being made available electronically via the Internet at our website (www.firstenergycorp.com/financialreports) or at www.ReadMaterial.com/FE and mailed on or about April 1, 2013, because you were the owner of shares of common stock of FirstEnergy Corp. (later referred to as FirstEnergy, the Company, we, us, or our) at the close of business on March 22, 2013 (later referred to as the Record Date). The Board of Directors (later referred to as the Board) set the record date to determine the shareholders entitled to vote at the Annual Meeting of Shareholders to be held at 8:00 a.m., Eastern time, on May 21, 2013 (later referred to as the Meeting). This proxy statement describes items expected to be voted upon and gives you information about the Meeting and the Company. The Company's address is 76 South Main Street, Akron, OH 44308-1890.

Who is entitled to vote at the Annual Meeting?

Shareholders of record of FirstEnergy common stock as of the Record Date are entitled to receive notice of the Annual Meeting and vote their shares.

Why are some shareholders receiving a Notice Regarding the Availability of Proxy Materials?

This year, to reduce the environmental impact and related costs of the Meeting, we are pleased to furnish the proxy materials over the Internet. Accordingly, as a result, we are sending a number of our shareholders a Notice Regarding the Availability of Proxy Materials (Notice of Internet Availability) instead of a printed copy of the proxy materials. All shareholders receiving the Notice of Internet Availability will have the ability to access the proxy materials over the Internet and to request a printed copy of the proxy materials by mail, if desired. Instructions on how to access the proxy materials over the Internet, to vote online, and to request a printed copy may be found in the Notice of Internet Availability. In addition, the Notice of Internet Availability contains instructions on how you may request delivery of proxy materials in printed form on an ongoing basis, if desired.

Can I vote my shares by filling out and returning the Notice of Internet Availability, if I received such Notice?

No. The Notice of Internet Availability identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice of Internet Availability and returning it. The Notice of Internet Availability provides instructions on how to vote via the Internet, how to request proxy materials in printed form so that you can vote by telephone or by returning a paper proxy card by mail, and how to submit a ballot in person at the Annual Meeting.

Why are some shareholders receiving a full set of paper copies of the proxy materials?

If you previously requested to receive paper copies of the proxy materials (and have not revoked that request) or if applicable regulations require delivery of printed proxy materials, you have received a paper copy

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of the proxy materials instead of the Notice of Internet Availability. We also elected to mail paper copies of proxy materials to certain shareholders based on specific criteria. You may also access the proxy materials and vote online at the Internet address provided on the proxy card. If you do not want to receive paper copies of proxy materials on an on-going basis, please follow the instructions for Internet voting on your proxy card.

Why are some shareholders receiving a paper copy of the proxy card and instructions on how to access the materials using the Internet instead of a Notice of Internet Availability while other shareholders are receiving a full set of paper proxy materials in the mail?

If you previously elected to access your proxy materials over the Internet, you will not receive a Notice of Internet Availability or paper copies of proxy materials in the mail. Instead, you have received a paper copy of the proxy card along with instructions on how to access the annual report and proxy statement using the Internet unless applicable regulations require delivery of printed proxy materials.

What is the difference between holding shares as a shareholder of record and holding shares in street name or as a beneficial owner ?

Shareholder of Record: If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are a shareholder of record of the shares. As the shareholder of record, you have the right to vote your shares or to grant a proxy to vote your shares to a representative of the Company or to another person. As a record holder you have received either a proxy card to use in voting your shares or a Notice of Internet Availability which instructs you how to vote.

Beneficial Owner: If your shares are held through a bank, broker, or other nominee, it is likely that they are registered in the name of such bank, broker, or other nominee and you are the beneficial owner of shares, meaning that you hold shares in street name. You are also a beneficial owner if you own shares through the FirstEnergy Corp. Savings Plan.

As a beneficial owner of shares, you have the right to direct the registered holder to vote your shares, and you are invited to attend the Annual Meeting. Your bank, broker or other nominee has provided a voting instruction form for you to use in directing how your shares are to be voted. However, since a beneficial owner is not the shareholder of record, you may not vote your shares in person at the meeting unless you obtain a legal proxy from the registered holder of the shares giving you the right to do so.

How do I vote?

As described below, you may vote in person at the Meeting, by appointing a proxy or, for shares held in street name, by submitting voting instructions to your bank, broker or nominee by following the directions that your bank, broker or nominee provides.

If you are a shareholder of record or an employee who holds unvested restricted stock, you will be able to appoint a proxy and vote by telephone, over the Internet or by mail using your control/identification number(s) on your proxy card; or over the Internet by following the instructions on your Notice of Internet Availability; or you may vote your shares in person at the Meeting. The telephone and Internet voting procedures are designed to authenticate your identity, allow you to give your voting instructions, and verify that your instructions have been recorded properly. To appoint a proxy and vote:

1. By telephone

- a. Call the toll-free number indicated on your proxy card using a touch-tone telephone. Telephone voting is available at any time until 7:00 a.m., Eastern time, on Tuesday, May 21, 2013.
- b. Have your proxy card in hand and follow the recorded instructions.

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2. By Internet

- a. Go to the Internet site indicated on your proxy card or Notice of Internet Availability. Internet voting is available at any time until 7:00 a.m., Eastern time, on Tuesday, May 21, 2013.
- b. Have your proxy card or Notice of Internet Availability in hand and follow the instructions on the Internet site.

3. By mail

- a. Mark your choices on your proxy card. If you properly sign your proxy card but do not mark your choices, your shares will be voted as recommended by your Board.
- b. Date and sign your proxy card.
- c. Mail your proxy card in the enclosed postage-paid envelope. If your envelope is misplaced, send your proxy card to Corporate Election Services, the Company's independent proxy tabulator and Inspector of Election. The address is FirstEnergy Corp., c/o Corporate Election Services, P.O. Box 3200, Pittsburgh, PA 15230-3200. Your proxy card must be received by 7:00 a.m., Eastern time, on Tuesday, May 21, 2013, to be counted in the final tabulation.

If you receive a Notice of Internet Availability and choose to vote by telephone or mail, please follow the instructions on your notice to request a paper copy of the proxy materials and proxy card.

4. At the Meeting

You may vote in person at the Meeting, even if you previously appointed a proxy by telephone, Internet, or mail.

If you are a participant in the FirstEnergy Corp. Savings Plan, the proxy card (which serves as your voting instruction form) will include the shares of common stock held for your account in the FirstEnergy Corp. Savings Plan and any shares registered with our transfer agent, American Stock Transfer & Trust Company, LLC. You can vote shares allocated to your plan account by submitting your voting instructions by telephone or through the Internet as instructed on your proxy card or by completing, signing, and dating the proxy card and returning the form in the enclosed postage-prepaid envelope. Subject to the Employee Retirement Income Security Act of 1974, as amended, and pursuant to the plan provisions, the Plan's trustee will vote all shares as instructed by Plan participants and shares for which the Trustee does not receive timely voting instructions will be voted in the same proportion as the shares held under the Plan for which the Trustee receives timely voting instructions. To allow sufficient time for voting, you must provide your voting instructions as instructed on your proxy card.

Beneficial owners will receive instructions from the holder of record (the bank, broker or other nominee that holds your shares) that you must follow in order for your shares to be voted. Also, please note that if you wish to vote in person at the Meeting, you must request a legal proxy from your bank, broker, or other nominee that holds your shares and present that legal proxy identifying you as the beneficial owner of your shares of FirstEnergy common stock and authorizing you to vote those shares at the Meeting.

How may I revoke my proxy?

You may revoke your appointment of a proxy or change your related voting instructions one or more times before the Meeting commences by:

Sending a proxy card that revises your previous appointment and voting instructions;

Appointing a proxy and voting by telephone or Internet after the date of your previous appointment;

Voting in person at the Meeting; or

Notifying the Corporate Secretary of the Company in writing prior to the commencement of the Meeting.

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The proxy tabulator will treat the last instructions it receives from you as final. For example, if a proxy card is received by the proxy tabulator after the date that a telephone or Internet appointment is made, the tabulator will treat the proxy card as your final instruction. For that reason, it is important to allow sufficient time for your voting instructions on a mailed proxy card to reach the proxy tabulator before changing them by telephone or Internet. Also refer to "How do I vote?" section above for additional instructions.

If your shares are held in the name of a bank, broker, or other nominee, you must follow the directions you receive from your bank, broker, or other nominee in order to change your vote.

How does the Board recommend that I vote?

Your Board recommends that you vote as follows:

For the 14 nominees to the Board who are listed in this proxy statement (Item 1);

For the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2013 (Item 2);

For the advisory vote to approve named executive officer compensation (Item 3);

For the approval of a management proposal to amend the Company's Amended Articles of Incorporation and Amended Code of Regulations to change certain voting requirements to allow for a majority voting power threshold (Item 4); and

Against the five shareholder proposals (Items 5 through 9).

What is a quorum and what other voting information should I be aware of?

As of the record date, 418,216,437 shares of our common stock were outstanding. A majority of these shares represented at the Meeting either in person or by proxy constitutes a quorum. A quorum is required to conduct business at the Meeting. All shares represented at the Meeting are counted for the purpose of determining a quorum, without regard to abstentions or broker non-votes (as described below). You are entitled to one vote for each share of common stock you owned on the record date.

If your shares are held by a bank, broker, or other nominee in street name, we encourage you to provide instructions to your bank, broker, or other nominee by executing the voting form supplied to you by that entity. Your bank, broker, or other nominee will be permitted to vote your shares on Item 2 without your instructions. However, your bank, broker, or other nominee cannot vote your shares on Item 1 and Items 3 through 9 unless you provide instructions. Therefore, your failure to give voting instructions means that your shares will not be voted on these items, and your unvoted shares will be referred to as broker non-votes (as described below).

An item to be voted on may require a percentage of votes cast, rather than a percentage of shares outstanding, to determine passage or failure. Votes cast is defined to include both For and Against votes and excludes abstentions and broker non-votes. Abstentions and broker non-votes are the equivalent of negative votes when passage or failure is measured by a percentage of shares outstanding. If your proxy card is not completed properly, such as marking more than one box for an item, your vote for that particular item will be treated as an abstention.

What is the vote required for each item to be voted on?

For the election of directors named under Item 1, the 14 nominees receiving the most For votes (among votes properly cast in person or by proxy) will be elected. Abstentions and broker non-votes will have no effect.

With respect to Item 2, our Amended Code of Regulations (later referred to as the Amended Regulations) does not require that shareholders ratify the appointment of PricewaterhouseCoopers LLP as our independent

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registered public accounting firm. However, primarily we are submitting the proposal for ratification as a matter of good corporate governance. If shareholders do not ratify the appointment, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers LLP. Even if the appointment is ratified, the Audit Committee, at its discretion, may change the appointment at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its shareholders. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm requires a For vote from a majority of votes cast. Abstentions and broker non-votes will have no effect.

To be approved, Item 3, the affirmative vote of a majority of the votes cast is required to approve, by non-binding vote, named executive officer compensation. Abstentions and broker non-votes will have no effect.

With respect to Item 4, the management proposal requesting approval to amend the Company's Amended Articles of Incorporation and Amended Code of Regulations must receive the affirmative vote of 80 percent of the voting power of the Company. Abstentions and broker non-votes will be counted and have the same effect as a no vote.

To be approved, the non-binding shareholder proposals in Items 5 through 9, must receive a For vote from a majority of votes cast. Abstentions and broker non-votes will have no effect. Notwithstanding the shareholder vote on Items 5 through 9, the ultimate adoption of such shareholder proposals is at the discretion of the Board.

Who is soliciting my vote, how are proxy cards being solicited, and what is the cost?

The Board is soliciting your vote. We have arranged for the services of Morrow & Co., LLC to solicit votes personally or by telephone, mail, or other electronic means for a fee not expected to exceed \$17,500, plus reimbursement of expenses. Votes also may be solicited in a similar manner by officers and employees of the Company on an uncompensated basis. The Company will pay all solicitation costs and will reimburse banks, brokers, or other nominees for postage and expenses incurred by them for sending proxy materials to beneficial holders.

Will any other matters be voted on other than those described in this proxy statement?

We do not know of any business that will be considered at the Meeting other than the matters described in this proxy statement. However, if other matters are presented properly, your executed appointment of a proxy will give authority to the appointed proxies to vote on those matters at their discretion, unless you indicate otherwise in writing.

Do I need to register in advance to attend the Meeting?

Yes. In accordance with our security procedures, if you plan to attend the Meeting, you will need to register in advance by following the advance registration instructions below.

Attendance at the Meeting will be limited to the Company's invited guests and to persons owning FirstEnergy Corp. shares as of the record date of March 22, 2013, who register in advance of the meeting and present (i) an admission card (refer to further instructions below), (ii) a valid form of government-issued photo identification and, (iii) if these shares were held for you by a bank, broker, or other nominee, an original copy of a letter or legal proxy from your bank, broker, or other nominee or your current account statement showing proof that you own FirstEnergy shares as of the record date.

If you are a registered shareholder, participant in the FirstEnergy Savings Plan or an employee who holds unvested restricted stock and you received a proxy card with an attached Admission Card: To register to attend the annual meeting, please follow the advance registration instructions when voting by telephone or Internet, or check the appropriate registration box on your proxy card if voting by mail. If you do not vote and register by telephone, the Internet or by mail, you may send an annual meeting advance

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registration request to FirstEnergy Corp. Annual Meeting Registration A-GO-5, 76 South Main Street, Akron, OH 44308-1890, by email to Registration@FirstEnergyCorp.com or fax to 330-777-6519. Please include the following information in your request: your name, mailing address and telephone number; the name of a family member who will accompany you, if applicable; and if you will be naming a representative to attend the meeting on your behalf, including the name, mailing address and telephone number of that individual. Bring the top portion of your proxy card marked Admission Card to the meeting.

If you are a registered shareholder or an employee who holds unvested restricted FirstEnergy stock and you received a one-page Notice of Internet Availability: To register to attend the annual meeting and receive an admission card, please follow the advance registration instructions when voting by the Internet. You may also request that an admission card be sent to you by sending an annual meeting advance registration request to FirstEnergy Corp. Annual Meeting Registration A-GO-5, 76 South Main Street, Akron, OH 44308-1890, by email to Registration@FirstEnergyCorp.com or fax to 330-777-6519. Please include the following information in your request: your name, mailing address and telephone number; the name of a family member who will accompany you, if applicable; and if you will be naming a representative to attend the meeting on your behalf, including the name, mailing address and telephone number of that individual.

If you are a Beneficial owner and your FirstEnergy shares are held for you by a bank, broker, or other nominee: To register to attend the annual meeting and receive an admission card, please send a request containing all of the information listed below. Send your request by mail: FirstEnergy Corp. Annual Meeting Registration A-GO-5, 76 South Main Street, Akron, OH 44308-1890; by email: Registration@FirstEnergyCorp.com or by fax: 330-777-6519.

1. Your name, mailing address and telephone number;
2. The name of a family member who will accompany you, if applicable;
3. If you will be naming a representative to attend the meeting on your behalf, the name, mailing address and telephone number of that individual; and
4. Proof that you own FirstEnergy shares (such as a photocopy of a letter or legal proxy from your bank, broker, or other nominee or a photocopy of your current account statement redacting any necessary information) as of the record date of March 22, 2013.

Cameras, recording equipment, computers, large bags, briefcases and packages will not be permitted in the Meeting room. No individual may use communication devices, take photographs, or use audio or video recording equipment in the meeting room without the express written permission of the Company. Signage and other inappropriate items are likewise prohibited. The Company also reserves the right to limit the number of representatives who may attend the Meeting.

Where can I find the voting results of the Meeting?

We will announce preliminary voting results at the Meeting. Final voting results will be posted on our Internet site at www.firstenergycorp.com/annualmeeting and also will be published in a Current Report on Form 8-K, which is required to be filed with the Securities and Exchange Commission (later referred to as the SEC) within four business days after the date of the Meeting. You may also automatically receive the Company's SEC Alerts (which include the Forms 8-K) via e-mail by visiting our Internet site at www.firstenergycorp.com and clicking on Investors, SEC Filings & Reports and then E-mail Alerts.

Can I view future FirstEnergy proxy statements and annual reports on the Internet instead of receiving paper copies?

Yes. If you received paper copies of the proxy statement and the annual report and you are a shareholder of record, you can elect to view future proxy statements and annual reports on the Internet by marking the

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designated box on your proxy card or by following the instructions when voting by Internet or by telephone. If you choose this option, prior to the next annual meeting, you will be mailed a paper copy of the proxy card along with instructions on how to access the proxy statement and annual report using the Internet unless applicable regulations require delivery of printed proxy materials. Your choice will remain in effect until you notify us that you wish to resume mail delivery of these documents.

If you previously elected to access your proxy materials over the Internet, you will not receive a Notice of Internet Availability or paper copies of proxy materials in the mail unless applicable regulations require delivery of printed proxy materials. Instead, you have received a paper copy of the proxy card along with instructions on how to access the annual report and proxy statement using the Internet.

If you received a Notice of Internet Availability, you may not receive printed copies of the proxy statements and annual reports in the future unless you specifically elect that option and you may follow the instructions contained in the Notice of Internet Availability to view proxy statements and annual reports on the Internet. You may also elect to be mailed a paper proxy card with instructions on how to access proxy statements and annual reports using the Internet for future meetings by following the instructions on the Notice of Internet Availability.

If you hold your stock through a broker, bank, or other nominee refer to the information provided by that entity for instructions on how to elect this option.

Why did we receive just one copy of the proxy statement and annual report when we have more than one stock account in our household?

Where applicable, we follow the SEC rule that permits us to send one copy of this proxy statement and annual report to a household if shareholders provide written or implied consent. We previously mailed a notice to eligible registered shareholders stating our intent to use this rule unless a shareholder provided an objection. Using this rule reduces unnecessary publication and mailing costs. Shareholders continue to receive a separate proxy card for each stock account. If you are a registered shareholder and received only one copy of the proxy statement and annual report in your household, you can request multiple copies for some or all accounts, either by calling Shareholder Services at 1-800-736-3402 or by writing to FirstEnergy Corp., c/o American Stock Transfer & Trust Company, LLC, P.O. Box 2016, New York, NY 10272-2016. You also may contact us in the same manner if you are receiving multiple copies of the proxy statement and annual report in your household and desire to receive one copy. If you are not a registered shareholder and your shares are held by a bank, broker, or other nominee you will need to contact such bank, broker, or other nominee to revoke your election and receive multiple copies of these documents.

When are shareholder proposals due for the 2014 Annual Meeting?

Under the rules of the SEC, a shareholder who wishes to offer a proposal for inclusion in the Company's proxy statement and proxy card for the 2014 Annual Meeting must submit the proposal and any supporting statement by December 2, 2013, to the Corporate Secretary, FirstEnergy Corp., 76 South Main Street, Akron, OH 44308-1890. Any proposal received after that date will not be eligible for inclusion in the 2014 proxy statement and proxy card.

Under our Amended Regulations, a shareholder who wishes to properly introduce an item of business before an annual meeting of shareholders must follow the applicable rules and procedures. The procedures provide that we must receive the notice of intention to introduce an item of business at an annual meeting not less than 30 nor more than 60 calendar days prior to the annual meeting. In the event public announcement of the date of the annual meeting is not made at least 70 calendar days prior to the date of the meeting, notice must be received not later than the close of business on the 10th calendar day following the day on which the public announcement is first made. Assuming that our 2014 Annual Meeting is held on the third Tuesday of May, in accordance with our customary practice, we must receive any notice of intention to introduce an item of business at that meeting no

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earlier than March 21, 2014 and no later than April 20, 2014. If we do not receive notice as set forth above, or if we meet certain other requirements of the applicable rules, the persons named as proxies in the proxy materials relating to that meeting will use their discretion in voting the proxies when these matters are raised at the meeting. Our Amended Regulations are available upon written request to the Corporate Secretary, FirstEnergy Corp., 76 South Main Street, Akron, OH 44308-1890.

How can I learn more about FirstEnergy's operations?

You can learn more about our operations by reviewing the annual report to shareholders for the year ended December 31, 2012, that is included with the mailing of this proxy statement. You also can view the annual report and other information by visiting our Internet site at www.firstenergycorp.com/financialreports or www.ReadMaterial.com/FE.

A copy of our latest Annual Report on Form 10-K filed with the SEC, including the financial statements and the financial statement schedules, will be sent to you, without charge, upon written request to Rhonda S. Ferguson, Corporate Secretary, FirstEnergy Corp., 76 South Main Street, Akron, OH 44308-1890. You also can view the Form 10-K by visiting the Company's Internet site at www.firstenergycorp.com/financialreports. Information contained on any of the Company Internet sites is not deemed to be part of this proxy statement.

CORPORATE GOVERNANCE AND BOARD OF DIRECTORS INFORMATION

What is the leadership structure of the FirstEnergy Board and why did FirstEnergy separate the positions of Chief Executive Officer and Chairman of the Board?

The Board separated the positions of Chief Executive Officer and Chairman of the Board in 2004 when it elected George M. Smart as its non-executive Chairman of the Board and Anthony J. Alexander as President and Chief Executive Officer. Our Amended Regulations and Corporate Governance Policies do not require that our Chairman of the Board of Directors and Chief Executive Officer positions be separate, and the Board has not adopted a specific policy or philosophy on whether the role of the Chief Executive Officer and Chairman of the Board of Directors should be separate. However, having a separate Chairman of the Board and Chief Executive Officer has allowed our Chief Executive Officer to focus more time on our day-to-day operations as we have moved to competitive markets for generation service and through the integration process following the Allegheny Energy, Inc. merger completed in February of 2011. The independent Chairman of the Board provides a non-management point of contact for shareholders and other interested parties to send written communications to the Board.

As required by the New York Stock Exchange (later referred to as NYSE) Listing Standards, FirstEnergy schedules regular executive sessions for our independent directors to meet without management participation. Because an independent director is required to preside over each such executive session of independent directors, we believe it is more efficient to have our independent Chairman preside over all such meetings as opposed to rotating that function among all of the Company's independent directors.

What action has the Board taken to determine the independence of directors?

The Board annually reviews the independence of each of its members to make the affirmative determination of independence that is called for by our Corporate Governance Policies and required by the listing standards of the NYSE.

The Board adheres to the definition of an independent director as established by the NYSE and the SEC. The definition used by the Board to determine independence is included in our Corporate Governance Policies and can be viewed by visiting our Internet site at www.firstenergycorp.com/charters.

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Compliance with the definition of independence is reviewed annually by the Corporate Governance Committee. During this review, the Board recognizes that in the ordinary course of business, relationships and transactions may occur between the Company and its subsidiaries and entities with which some of our Directors are or have been affiliated. Accordingly, our Corporate Governance Guidelines provide categorical standards to assist the Board in determining what constitutes a material relationship for purposes of determining a director's independence. The following relationships are not considered to be a material relationship that would impair a Director's independence: if the Director, an immediate family member or a person or organization with which the Director has an affiliation purchases electricity or related products or services from the Company or its subsidiaries in the ordinary course of business and where the rates or charges involved in the transaction are fixed in conformity with law or governmental authority or otherwise meet the requirements of Item 404(a) Instruction 7 of the SEC's Regulation S-K. Each independent director is required to report to the Corporate Secretary any changes in information that were used to determine independence.

Which directors and nominees are independent?

Based on the most recent independence review, the Board affirmatively determined that all nominees (Paul T. Addison, Michael J. Anderson, Dr. Carol A. Cartwright, William T. Cottle, Robert B. Heisler, Jr., Julia L. Johnson, Ted J. Kleisner, Donald T. Misheff, Ernest J. Novak, Jr., Christopher D. Pappas, Catherine A. Rein, George M. Smart, and Wes M. Taylor) are independent, in each case, with the exception of Mr. Anthony J. Alexander. Mr. Alexander is not considered an independent director because of his employment as our President and Chief Executive Officer (later referred to as the CEO).

In making such determination, the Board considered the fact that certain directors are executive officers of companies with which we conducted business. In addition, many of our directors are or were directors, trustees, or similar advisors of entities with which we conducted business or of non-profit organizations with which we conducted business and/or made contributions. Specifically, the Board considered the following relationships that existed during the preceding three years between the Company and its subsidiaries and certain entities affiliated with our directors:

Purchases from the Company for non-regulated electric services and related non-electric services (Dr. Cartwright and Messrs. Anderson, Heisler, Misheff, Novak, and Smart);

Purchases by the Company for banquet services (Mr. Kleisner);

Payments by the Company of fees for non-advisory cash financial services (Dr. Cartwright and Ms. Rein) and non-advisory trustee and investment management financial services (Ms. Rein);

Purchases by the Company of fuel and related products (Messrs. Anderson and Taylor);

Purchases by the Company of temporary labor (Ms. Johnson); and

Payments by the Company relating to charitable contributions, membership fees/dues and related expenses (Messrs. Anderson, Heisler, Kleisner, Misheff, Novak, and Smart).

In all cases, the Board determined that the nature of the business conducted and any interest of the applicable director in that business were immaterial both to the Company and to the director. Pursuant to the Company's Corporate Governance Policies, the Board also determined that the amounts paid to or received from the other entity affiliated with the applicable director in connection with the applicable transactions in each of the last three years did not exceed the greater of \$1 million or 2 percent of the consolidated gross revenue of that entity, which is the threshold set forth in the NYSE listing standards and our Corporate Governance Policies. In addition, the Board determined that none of the relationships described above constituted a related person transaction requiring disclosure as set forth in the Related Person Transactions Policy described under the heading "Certain Relationships and Related Person Transactions" in this proxy statement. In addition, the Company's directors do not currently provide professional services to the Company, its affiliates or any officer of the Company and the Company's directors are not related to any executive officer of the Company.

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What function does the FirstEnergy Board perform?

Although your Board has the responsibility for establishing broad corporate policies and for our overall performance, the Board is not involved in day-to-day operations of the Company. Management keeps the directors informed of our business and operations with various reports and documents that are sent to them each month. Management also makes operating and financial presentations at Board and committee meetings. The Board established the committees described below to assist in performing its responsibilities.

The Board believes that the Company's policies and practices should enhance the Board's ability to represent your interests as shareholders. In support of this philosophy, the Board established Corporate Governance Policies which, along with charters of the Board committees, serve as a framework for meeting the Board's duties and responsibilities with respect to the governance of the Company. Our Corporate Governance Policies and Board committee charters can be viewed by visiting our Internet site at www.firstenergycorp.com/charters. Any amendments to these documents will be made available on our website.

What is FirstEnergy's Risk Management Process and the Board's Role in Risk Oversight?

The Company faces a variety of risks and recognizes that the effective management of those risks contributes to the overall success of the Company. The Company has implemented a process for identifying, prioritizing, reporting, monitoring, managing, and mitigating its significant risks. A Risk Policy Committee, consisting of the Chief Risk Officer and senior executive officers, provides oversight and monitoring to ensure that appropriate risk policies are established and carried out and processes are executed in accordance with selected limits and approval levels. Other Company committees exist to address topical risk issues. Timely reports on significant risk issues are provided as appropriate to employees, management, senior executive officers, respective Board committees, and the whole Board. The Chief Risk Officer also prepares enterprise-wide risk management reports that are presented to the Audit Committee, the Finance Committee and the Board.

The Board administers its risk oversight function through the whole Board as well as through the various Board committees. Specifically, the Audit Committee Charter requires the Audit Committee to oversee, assess, discuss, and generally review the Company's policies with respect to the assessment and management of risks, including risks related to the financial statements and financial reporting process of the Company, credit risk, and liquidity and commodity market risks. It also reviews and discusses with management the steps taken to monitor, control, and mitigate such exposures. Through this oversight process, the Board obtains an understanding of significant risk issues on a timely basis, including the risks inherent in the Company's strategy. In addition, while the Company's Chief Risk Officer administratively reports to the Executive Vice President, Finance and Strategy, he has full access to the Audit and Finance Committees and attends each of their Committee meetings.

In addition to the Audit Committee's role in risk oversight, our other Board committees also play a role in risk oversight within each of their areas of responsibility. The Compensation Committee is responsible for reviewing, discussing, and assessing risks related to compensation programs, including incentive compensation and equity-based plans, and risks related to compensation philosophy and structure. See, also, "Risk Assessment of Compensation Programs" found in the Compensation Discussion and Analysis section in this proxy statement. The Corporate Governance Committee considers risks relating to corporate governance, Board and committee membership, the performance of the Board, and related party transactions. The Finance Committee evaluates the impact of risk resulting from financial resources and strategies, including capital structure policies, financial forecasts, budgets and financial transactions, commitments, expenditures, long and short term debt levels, dividend policy, issuance of securities, exposure to fluctuation in interest rates, share repurchase programs and other financial matters deemed appropriate by the Board. The Nuclear Committee considers the risks associated with the safety, reliability, and quality of our nuclear operations. Further, day-to-day risk oversight is conducted by our Enterprise Risk Management department and our senior management and is shared with our Board or Board committees, as appropriate. We believe that the Board's leadership structure aids the Board's role in our risk oversight.

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Does FirstEnergy provide any training for its Board members?

Yes. The Board recognizes the importance of its members keeping current on Company and industry issues and their responsibilities as directors. All new directors participate in orientation training (either provided or approved by the Corporate Governance Committee) soon after being elected to the Board. Also, the Board makes available and encourages continuing education programs for Board members, which may include internal strategy meetings, third-party presentations, and externally offered programs.

How many meetings did the Board hold in 2012?

Your Board held eight regularly scheduled meetings during 2012. All directors attended 75 percent or more of the meetings of the Board and of the committees on which they served in 2012.

Non-management directors, who are all of the independent directors, are required to meet as a group in executive sessions without the CEO, any other non-independent director, or management at least six times in each calendar year. George M. Smart, the non-executive chairman of the Board, presides over all executive sessions. During 2012, the non-management directors met eight times in executive sessions.

What committees has the Board established?

The Board established the standing committees listed below. All committees are comprised solely of independent directors as determined by the Board in accordance with our Corporate Governance Policies, which incorporate the NYSE listing standards and applicable SEC rules.

Audit Committee

The purpose of the Audit Committee is to assist the Board with oversight of: the integrity of the Company's financial statements; the Company's compliance with legal, risk management, and regulatory requirements; the independent auditor's qualifications and independence; the performance of the Company's internal audit function and independent auditor; and the Company's systems of internal control with respect to the accuracy of financial records, adherence to Company policies, and compliance with legal and regulatory requirements. The committee prepares the report that SEC rules require be included in the Company's annual proxy statement and performs such other duties and responsibilities enumerated in the Committee Charter. The committee's function is one of oversight, recognizing that the Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing those statements. In adopting the Committee Charter, the Board acknowledges that the committee members are not employees of the Company and are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work or auditing standards. Each member of the committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company who provide information to the committee and the accuracy and completeness of the financial and other information provided to the committee by such persons or organizations absent actual knowledge to the contrary. For a complete list of responsibilities and other information, refer to the Audit Committee Charter on our Internet site at www.firstenergycorp.com/charters.

This committee is comprised of five independent members and met nine times in 2012. The current members of this committee are Ernest J. Novak, Jr. (Chair), Paul T. Addison, Robert B. Heisler, Jr., Catherine A. Rein, and George M. Smart. Robert B. Heisler, Jr. joined the committee in May 2012. All members of this committee are financially literate. The Board appoints at least one member of the Audit Committee who, in the Board's business judgment, is an Audit Committee Financial Expert, as such term is defined by the SEC. The Board determined that independent Audit Committee and Board member Ernest J. Novak, Jr., meets this definition. See the Audit Committee Report in this proxy statement for additional information regarding the committee.

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Compensation Committee

The purpose of the Compensation Committee is to discharge the responsibilities of the Board as specified in the Compensation Committee Charter relating to the compensation of certain senior-level officers of the Company, including the CEO, the Company's other non-CEO executive officers, the Chairman, if the Chairman is not the CEO, and other individuals named in the Company's annual proxy statement; to review, discuss, and endorse a compensation philosophy and objectives that support competitive pay for performance and are consistent with the corporate strategy; to assist the Board in establishing the appropriate incentive compensation and equity-based plans for the Company's executive officers; to administer such plans in order to attract, retain, and motivate skilled and talented executives and to align such plans with Company and business unit performance, business strategies, and growth in shareholder value; to review and discuss with the Company's management the disclosures in the Compensation Discussion and Analysis (later referred to as the CD&A) required by applicable rules and reg