

AMEREN CORPORATION
POLICY AND PROCEDURES WITH RESPECT TO
RELATED PERSON TRANSACTIONS

A. POLICY STATEMENT.

Ameren Corporation (the “Company”) recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions as to whether those transactions are consistent with the best interests of the Company and its shareholders. In addition, pursuant to Item 404 of Regulation S-K of the Securities Act of 1933, certain transactions between the Company and Related Persons (as defined below) must be disclosed in the Company’s filings with the Securities and Exchange Commission (“SEC”). It is the Company’s policy to enter into or ratify Related Person Transactions only when the Company’s Board of Directors (the “Board”), acting through the Nominating and Corporate Governance Committee (the “Committee) or as otherwise described herein, determines that the Related Person Transaction in question is in compliance with the Company’s policies and applicable New York Stock Exchange (“NYSE”) listing requirements and is in, or is not inconsistent with, the best interests of the Company and its shareholders. Therefore, the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

This Policy and Procedures with Respect to Related Person Transactions (this “Policy”) has been approved by the Board upon the recommendation of the Committee. The Committee will annually review this Policy and may recommend any amendments to the Board from time to time. This Policy is intended to supplement, and not to supersede, any other Company policies applicable to transactions with Related Persons (as defined below), such as the Company’s Guide to Corporate Compliance Policies and Policy Regarding Employment of Family Members.

B. RELATED PERSON TRANSACTIONS.

For the purposes of this Policy, a “Related Person Transaction” is a transaction, (including any financial transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships), including any indebtedness or guarantee of indebtedness) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Person had, has or will have a direct or indirect material interest, other than:

- (a) transactions where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;
- (b) transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;

(c) transactions in which the interest of the Related Person arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities of the Company received the same benefit on a pro rata basis;

(d) an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction if (i) the compensation arising from the relationship or transaction is or will be reported pursuant to Item 402 of Regulation S-K as promulgated under the Securities Exchange Act of 1934, as amended; or (ii) the executive officer is not an immediate family member (as specified below) of another executive officer or director and such compensation would have been reported under Item 402 of Regulation S-K as compensation earned for services to the Company if the executive officer was a named executive officer as that term is defined in Item 402(a)(3) of Regulation S-K, and such compensation has been or will be approved, or recommended to the Board for approval, by the Human Resources Committee of the Board; or

(e) compensation of or transaction with a director, if the compensation or transaction is or will be reported pursuant to Item 402(k) of Regulation S-K.

For purposes of this Policy, a “Related Person” means:

1. any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
2. any person who is known by the Company (or any subsidiary of the Company) to be the beneficial owner of more than 5% of any class of the Company’s voting securities;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
4. any firm, corporation or other entity in which any of the foregoing persons is a general partner or principal or in a similar position or in which such person and all immediate family members of such person has a 10% or greater beneficial ownership interest.

C. IDENTIFICATION OF RELATED PERSONS.

1. *Directors, Executive Officers and Nominees.* On an annual basis, each director and executive officer shall submit to the Office of the Corporate

Secretary an executed copy of his or her Director Questionnaire and Officer Questionnaire, respectively, which shall include the following information: (a) a list of his or her immediate family members (as defined above); (b) for each person listed and, in the case of a director, for the director, the person's employer and job title or brief job description; (c) for each person listed and the director or executive officer, each firm, corporation or other entity in which such person is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest; and (d) for each person listed and the director or executive officer, each charitable or non-profit organization for which the person serves as a director, trustee or in a similar capacity. In the annual director and executive officer questionnaires, each director and executive officer agrees to promptly notify the Office of the Corporate Secretary of any updates or other changes to his or her list of Related Persons, positions of employment, ownership interests and relationships with charitable or nonprofit organizations.

Any person nominated to stand for election as a director at the annual meeting of shareholders shall submit to the Office of the Corporate Secretary the information described above on or before the date specified by the Company.

Any person who is elected as a director or appointed as an executive officer by the Board shall submit to the Office of the Corporate Secretary the information described above prior to such person's election or appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

2. Five Percent Owners. At the time the Company becomes aware of a person's status as a beneficial owner of more than 5% of any class of the Company's voting securities, based on a review of SEC filings and annually thereafter for so long as such ownership status is maintained, the Office of the Corporate Secretary shall request (a) if the person is an individual, the same information as is requested of directors and executive officers under this Policy and (b) if the person is a firm, corporation or other entity, a list of the principals or executive officers of the firm, corporation or entity.

D. DISSEMINATION OF RELATED PERSON MASTER LIST

The Office of the Corporate Secretary shall compile the information collected pursuant to the procedures described in Section C above and create a master list of Related Persons. The Office of the Corporate Secretary shall annually distribute the master list to the appropriate Company personnel. The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this Policy.

E. PRE-APPROVED RELATED PERSON TRANSACTIONS.

The Committee believes that there is nothing inherently wrong or improper about many Related Person Transactions; such transactions and relationships are often in the best interests of the Company and its shareholders, offering efficiencies and other benefits that might not otherwise be available. The Committee, after consideration of the factors set forth in Section F.3., may pre-approve a Related Person Transaction up to one year prior to the commencement of the transaction. Pre-approved Related Person Transactions shall be reviewed by the Committee on an annual basis in accordance with Section H below.

F. APPROVAL PROCEDURES.

Related Person Transactions that are identified as such prior to the consummation thereof or amendment thereto shall be consummated or amended only if the following steps are taken; provided that the approval procedures included in this Section F shall not apply to pre-approved Related Person Transactions described in Section E above, except as otherwise provided in Section E and except for material amendments thereto:

1. Prior to entering into the Related Person Transaction (a) the Related Person, (b) the director, executive officer, nominee or beneficial owner who is an immediate family member of the Related Person, or (c) the business unit or function/department leader responsible for the potential Related Person Transaction shall provide notice to the Office of the Corporate Secretary of the facts and circumstances of the proposed Related Person Transaction, including: (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to or from an unrelated third party or to employees generally; and (vi) an evaluation of whether the proposed Related Person Transaction is in compliance with or would require disclosure under applicable SEC rules and regulations, NYSE listing requirements and the Company's policies, including but not limited to the Guide to Corporate Compliance Policies. In the event the notice is provided to the Office of the Corporate Secretary by someone other than the business unit or function/department leader responsible for the potential Related Person Transaction, a member of the Office of the Corporate Secretary shall meet with the relevant business unit or function/department leader to confirm and supplement the information provided in the original notice. The Office of the Corporate Secretary will assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy.

2. If the Office of the Corporate Secretary determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Committee for consideration at the next Committee meeting or, in those instances in which the Office of the Corporate Secretary or the Chair of the Committee determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, to the Chair of the Committee (who will possess delegated authority to act between Committee meetings).
3. The Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to: the benefits to the Company; the actual or apparent conflict of interest of the Related Person in the event of the Related Person Transaction, including, but not limited to, the impact on a director's independence; the availability and costs of other sources for comparable products or services; the terms of the transaction; the terms available to or from unrelated third parties or to employees generally; and an analysis of the significance of the transaction to both the Company and the Related Person. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Committee (or the Chair) shall approve only those Related Person Transactions (a) that are in compliance with applicable SEC rules and regulations, NYSE listing requirements and the Company's policies, including but not limited to the Guide to Corporate Compliance Policies and (b) that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee (or the Chair) determines in good faith. The Committee shall have the authority to hire and consult with outside financial, legal and other advisors as it deems appropriate in its evaluation of any such proposed transaction. The Committee or Chair, as applicable, shall convey the decision to the General Counsel, who shall convey the decision to the appropriate persons within the Company.
4. The Chair of the Committee shall report to the Committee at the next Committee meeting any approval under this Policy pursuant to delegated authority

G. RATIFICATION PROCEDURES.

Directors and executive officers must notify the Office of the Corporate Secretary as soon as practicable after becoming aware of a Related Person Transaction that was not previously approved or ratified under this Policy.

In addition, based on the master list and other information furnished pursuant to this Policy, the appropriate business functions shall produce reports on an annual basis of any amounts paid or payable to, or received or receivable from, any Related Person, and those

reports shall be provided to the Office of the Corporate Secretary to determine if there are any Related Person Transactions that were not previously approved or previously ratified under this Policy.

In the event the Office of the Corporate Secretary becomes aware, as a result of the reports described above or otherwise, of a Related Person Transaction that has not been previously approved or previously ratified under this Policy:

1. if the transaction is pending or ongoing, it will be submitted to the Committee or Chair of the Committee promptly, and the Committee or Chair shall evaluate the transaction in accordance with the factors set forth in Section F.3. above. Based on the evaluation, the Committee or the Chair shall consider all options available to the Company and direct management to take appropriate action; and
2. if the transaction is completed, the Committee or Chair of the Committee shall evaluate the transaction, taking into account the same factors described above, and shall request that the General Counsel take appropriate action after consultation with the Committee.

H. REVIEW OF TRANSACTIONS.

At the Committee's first meeting of each fiscal year, the Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing; *provided* that the Committee shall not be required to review a Related Person Transaction the terms of which have been approved by the Human Resources Committee in accordance with Section J below at the Human Resources Committee's first meeting of such fiscal year, or during the three-month period prior to such meeting. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, applicable NYSE listing requirements and the Company's policies, including but not limited to the Company's Guide to Corporate Compliance Policies, the Committee shall determine if it is in the best interests of the Company and its shareholders to continue, modify or terminate the Related Person Transaction.

I. CHARITABLE CONTRIBUTIONS.

Charitable contributions shall be made in accordance with the Company's policies on charitable contributions and, for the avoidance of doubt, may qualify as Related Person Transactions. Annually, the Board shall receive, for informational purposes only, a list of charitable contributions made by the Company and its subsidiaries in excess of \$5,000. A copy of such list shall also be provided to the Company's General Counsel.

J. APPROVAL OF COMPENSATION OF IMMEDIATE FAMILY MEMBERS.

The compensation of each Company employee who is an immediate family member of a Company director or executive officer and whose total annual compensation exceeds \$120,000 is subject to the annual review and approval of the Human Resources Committee. No material change in the terms of employment of such immediate family

member, including compensation, may be made without the prior approval of the Committee (except, if the immediate family member is himself or herself an executive officer of the Company, any proposed change in the terms of employment shall be reviewed and approved in the same manner as other executive officer compensatory arrangements).

K. DISCLOSURE.

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement or the information statement filed by certain Company subsidiaries, as required by applicable laws, rules and regulations. In addition, the Company shall post this Policy on its website and update it as necessary.

L. APPLICABILITY TO REGISTERED COMPANIES.

This Policy shall apply to all Company subsidiaries which are registered companies under the Securities Exchange Act of 1934.

Dated: February 13, 2015