

**AMEREN CORPORATION**  
**FINANCE COMMITTEE CHARTER**

**PURPOSE**

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameren Corporation (“the Company”) shall: (i) maintain oversight responsibility with respect to certain financial affairs of the Company and its subsidiaries, (ii) review the financial objectives, financial policies, capital structure and financing requirements of the Company and its subsidiaries and make such reports and recommendations to the Board as it deems advisable, and (iii) to the extent delegated to it by the Board pursuant to this Charter or by action of the Board, exercise all the powers and authority of the Board with respect to such matters. The Committee will regularly monitor its responsibilities so as to avoid duplication of matters delegated to other Board committees.

**COMPOSITION AND MEETINGS**

The Committee shall consist of no fewer than three directors. A majority of the members of the Committee shall satisfy the independence requirements of: (i) the Securities Exchange Act of 1934 and the rules promulgated thereunder, (ii) the listing standards of the New York Stock Exchange (“NYSE”) and applicable laws and regulations, and (iii) the Company’s Policy Regarding Nominations of Directors. The Board shall appoint the Chair and the other members of the Committee annually, considering the recommendation of the Nominating and Corporate Governance Committee, and as vacancies or newly created positions occur. The members of the Committee shall serve until their successors are appointed and qualified to serve on the Committee. The Board shall have the power at any time to change the membership of the Committee.

The Chair shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Chair is unable to attend a Committee meeting, prior to such meeting the Chair shall designate an acting chair for such meeting. If the Chair is not present at a meeting, and if an acting chair has not been designated pursuant to the foregoing sentence, the members of the Committee in attendance may designate an acting chair for such meeting. Any member of the Board may attend meetings of the Committee, and the Committee may invite to its meetings any member of Company management and such other persons as it deems appropriate to carry out its responsibilities. The Committee shall meet at least four times each calendar year and hold such other meetings from time to time as may be called by its Chair or requested by the Chief Executive Officer of the Company or a majority of the members of the Committee. Meetings may be held in person or telephonically, or Committee actions may be taken by unanimous written consent of the members. A majority of the members of the Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Committee shall be the act of the Committee. Except as expressly provided in this Charter or the By-laws of the Company, or as required by law, regulations or NYSE listing standards, the Committee shall fix its own rules of procedure.

## DUTIES AND RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

1. The Committee shall oversee the Company's and its subsidiaries' overall financial policies and objectives including capital project review and approval of financing plans and transactions, investment policies and transactions and rating agency objectives, and shall make recommendations to the Board regarding the Company's dividend considerations.

2. The Committee shall review and recommend for approval by the Board the capital budget of the Company and its subsidiaries.

3. The Committee shall review and approve all capital projects with estimated capital expenditures of between \$25 million and \$50 million, as well as monitor progress until completion. The Committee shall review and recommend for approval by the Board all capital projects with estimated capital expenditures in excess of \$50 million, as well as monitor progress of such projects until completion. In either case, the Committee shall be apprised of any project cost variances greater than 5% at the next regularly scheduled meeting of the Committee.

4. The Committee shall review and approve prior to execution all contracts not specifically addressed in other provisions of this Charter by the Company or any subsidiary that provide for expected expenditures or non-rate regulated commodity sales between \$100 million and \$250 million with terms in excess of three years. The Committee shall review prior to execution and recommend for approval by the Board all contracts by the Company or any subsidiary that provide for expected expenditures or non-rate regulated commodity sales in excess of \$250 million with terms in excess of three years.

5. The Committee shall review and approve all mergers, acquisitions, participations and/or investments in joint ventures or unaffiliated entities, divestitures and all similar transactions with a value between \$25 million and \$50 million (provided that in the case of all such participations and investments, the value shall include all previously committed participations and investments). The Committee shall review and recommend for approval by the Board all mergers, acquisitions, participations and/or investments in joint ventures or unaffiliated entities, divestitures and all similar transactions with a value in excess of \$50 million (provided that in the case of all such participations and investments, the value shall include all previously committed participations and investments).

6. In a non-fiduciary capacity and solely on behalf of the Company as plan sponsor, the Committee shall review reports regarding: (i) the investment strategy and asset allocation guidelines for the defined benefit pension plans and funded health and welfare plans, and (ii) the investment fund menu (other than the Company stock fund) and fees for the defined contribution plans sponsored by the Company or one or more of its wholly-owned subsidiaries.

7. In a non-fiduciary capacity and solely on behalf of the Company as plan sponsor,

the Committee shall review: (i) actuarial assumptions and the investment performance, funded status and projected contributions, as applicable, for the defined benefit pension plans and funded health and welfare plans, and (ii) the performance of investment options (other than the Company stock fund) for the defined contribution plans sponsored by the Company or one or more of its wholly-owned subsidiaries.

8. The Committee shall: (i) review the Company's and its subsidiaries' capital markets and other short- and long-term financing plans, (ii) review and make recommendations to the Board with respect to the Company's equity financings, (iii) review and approve all of the Company's bank credit facilities and long-term debt financings and all of its subsidiaries' bank credit facilities and long-term debt and equity issuances, including approval based upon Committee established parameters for the material terms thereof, (iv) review the Company's dividend policy, (v) review the Company's share repurchase programs, (vi) review the Company's and its subsidiaries' foreign exchange, interest rate and commodities exposures, and the use of derivatives to hedge those exposures, and (vii) review other financing matters deemed appropriate by the Board.

9. The Committee shall oversee the Company's commodity risk assessment process, system of controls and the measures taken by management to address failures in compliance with established risk management policies and procedures, including establishing and monitoring compliance with such parameters as may be established by the Committee from time to time.

10. The Committee shall report regularly to the Board concerning its activities, including reviewing and advising the Board of any developments that the Committee believes should have Board consideration.

11. In discharging its responsibilities, the Committee has the authority to appoint, compensate and provide oversight of the work of legal, accounting or other advisers, in each case in consultation with the Board's lead independent director. The Company shall at all times provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such advisers. The Committee also has the authority to obtain advice and assistance from internal legal, accounting or other advisers or employees.

12. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

13. The Committee shall annually review and assess its own performance and report such review to the Board.

Dated: October 13, 2017