

AMEREN CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameren Corporation (the “Company”) shall: (1) review and evaluate the size, composition, function and duties of the Board consistent with its needs, (2) adopt policies and procedures for identifying and evaluating director nominees, including nominees recommended by shareholders, (3) identify and evaluate individuals qualified to become Board members and consider director candidates recommended by shareholders, (4) recommend to the Board director nominees: (a) for election at the next annual or special meeting of shareholders at which directors are to be elected or (b) to fill any vacancies or newly created directorships that may occur between such meetings, (5) recommend directors for appointment to Board committees, (6) make recommendations to the Board as to determinations of director independence, (7) oversee the evaluation of the Board, (8) review the Board’s policy for director compensation and benefits, (9) establish a process by which shareholders and other interested parties will be able to communicate with members of the Board, (10) develop and recommend to the Board Corporate Governance Guidelines applicable to the Company, and (11) review and oversee the Company’s policies, practices and performance with respect to public affairs considerations affecting the Company’s relationship with its key constituents, including shareholders, employees, communities and customers.

In discharging its responsibilities, the Committee has the authority to appoint, compensate and provide oversight of the work of consultants, independent legal counsel and other advisers, in each case in consultation with the Board’s lead independent director. The Committee also has the authority (in its sole discretion) to retain and terminate any search firm to be used to identify director candidates. The Company shall at all times provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such search firms and advisers. The Committee also has the authority to obtain advice and assistance from internal legal, accounting or other advisers or employees.

The Committee shall perform its committee functions for all Company subsidiaries which are registered companies pursuant to the Securities Exchange Act of 1934 (the “Act”).

The Committee shall, consistent with applicable laws, regulations and listing standards, have the authority to delegate any of its responsibilities to subcommittees of the Board as the Committee may deem appropriate in its sole discretion, provided that any such subcommittee is composed entirely of independent directors satisfying the qualifications required herein and has a published committee charter.

COMPOSITION AND MEETINGS

The Committee shall consist of no fewer than three directors. Each member of the Committee, including the Chair, shall satisfy the independence requirements of: (i) the Act and the rules promulgated thereunder, (ii) the listing standards of the New York Stock Exchange

(“NYSE”) and applicable rules 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. 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 and to fill vacancies in it, subject to such new member(s) satisfying the requirements referenced above.

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 any two 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 the 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 shall be responsible for the following matters:

1. The Committee shall search for and screen individuals qualified to become Board members for recommendation to the Board so that the proper skills and experience are represented on the Board and consider shareholders’ recommendations for director candidates, all in accordance with the Corporate Governance Guidelines and the policies and procedures established by the Committee, including the Policy Regarding Nominations of Directors. In connection with its assessment and recommendation of candidates for director, the Committee will consider diversity (including, but not limited to, gender, race, ethnicity, age, experience and skills) and such other factors as it deems appropriate given the then-current and anticipated future needs of the Board and the Company to maintain a balance of perspectives, qualifications, qualities and skills on the Board.

2. The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership and chairmanship on the Board and its committees.

3. The Committee shall select a compensation consultant, outside legal counsel or other adviser advising on any director compensation-related matter, only after taking into consideration certain independence factors in accordance with policies and procedures established by the Board. Further, the Committee shall evaluate whether any director compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with policies and procedures established by the Board.

4. The Committee shall recommend to the Board the chairmanship and membership of the committees of the Board after considering certain factors including, but not limited to, Board members' experience, knowledge, skills, tenure on committees, time commitments (on and off the Board) and Board and committee self-assessments.

5. The Committee shall oversee the evaluation of the performance of incumbent directors and determine whether to recommend them for re-election to the Board.

6. The Committee shall annually review the Board's policy for components and amount of director compensation and benefits and recommend any proposed changes to the Board for approval.

7. The Committee shall initiate and oversee a periodic evaluation of: (i) the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors, (ii) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (iii) tenure and other policies related to the directors' service on the Board, and (iv) corporate governance matters generally; and recommend action to the Board where appropriate.

8. The Committee shall monitor the orientation and training needs of directors.

9. The Committee shall establish procedures by which shareholders and other interested parties will be able to communicate in writing with members of the Board via regular mail. The Head of Investor Relations (or any successor to the duties thereof), or such other person designated by the Committee, shall assist the Committee in developing and implementing this process. The process will also provide that the Head of Investor Relations (or any successor to the duties thereof), or such other person designated by the Committee, will be appointed to administer the operations of the communications process established pursuant to this Charter. The shareholder and other interested party communication procedures approved by the Committee shall be subject to the review by and approval of the Board and may not be amended without the approval of all non-management members of the Board. The Committee shall also: (i) receive a semi-annual update from management concerning material communications from shareholders and other persons received and reviewed by the Company's Head of Investor Relations pursuant to the Company's Policy Regarding Communications to the Board or otherwise, and (ii) discuss particular issues identified in such communications.

10. The Committee shall periodically review and assess policies and procedures established by the Committee, including but not limited to those relating to identifying and evaluating director nominees and communicating with members of the Board, and recommend any proposed changes to the Board for approval.

11. The Committee shall review and assess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

12. The Committee shall review semi-annually with management the Company's performance for the immediately preceding six months regarding constituent relationships (including, as appropriate, relationships with shareholders, employees, communities and customers). In furtherance thereof, the Committee shall receive a semi-annual update from management identifying and describing the Company's largest shareholders, and describing management's interactions with such shareholders. In addition, the Committee shall review annually a list of the not-for-profit board affiliations of Company officers.

13. The Committee shall review and make recommendations to the Board on shareholder proposals for inclusion in the Company's proxy materials and shall consult with other Board committees on such shareholder proposals as the Committee may deem appropriate in its sole discretion.

14. The Committee shall undertake: (i) the responsibilities delegated to the Committee by the Corporate Governance Guidelines, and (ii) such other duties as may be delegated to it by the Board.

15. The Committee shall report its actions and any recommendations to the Board after each Committee meeting.

16. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also review and recommend to the Board approval of amendments to other Board committee charters after consulting with such other committee.

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

18. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of the Board as the Committee may deem appropriate in its sole discretion, provided that any such subcommittee is composed entirely of independent directors and has a published committee charter.

19. The Committee shall review, and if appropriate, approve related party transactions in accordance with the Company's Policy and Procedures with Respect to Related Person Transactions.

Dated: December 13, 2019