

PEABODY ENERGY CORPORATION
AUDIT COMMITTEE CHARTER
(as amended December 11, 2018)

Organization

This charter governs the operations of the Audit Committee (“Committee”). The Committee shall be appointed by the Board of Directors (the “Board” or “Board of Directors”) on the recommendation of the Nominating and Corporate Governance Committee and shall comprise at least three directors, each of whom shall meet the independence and experience requirements established by applicable laws, regulations and stock exchange rules, including without limitation the requirements of the New York Stock Exchange, Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations promulgated by the Securities and Exchange Commission (the “Commission”). One member of the Committee shall be appointed as its Chairperson by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors shall have the power at any time to replace any member or fill any vacancy on the Committee, as recommended by the Nominating and Corporate Governance Committee. A Committee member may resign by giving written notice to the Board of Directors and may resign Committee membership without resigning from the Board of Directors.

All Committee members shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to the Committee, and at least one member shall have accounting or related financial management expertise, as such qualifications are interpreted by the Board in its business judgment. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Commission. If the Board has determined that a member of the Committee is an “audit committee financial expert”, it may presume that such member has accounting and related financial management expertise. Committee members shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee and discloses such determination on the Company’s annual proxy statement or its website.

Statement of Purpose

The Committee shall provide assistance to the Board of Directors in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community, and others with respect to (i) the quality and integrity of the Company’s financial statements and financial reporting processes, (ii) the Company’s systems of internal accounting and financial controls and disclosure controls, (iii) the independent auditor’s qualifications and independence, (iv) the performance of the Company’s internal audit function and independent auditor, and (v) compliance with legal and regulatory requirements, and codes of conduct and ethics programs established by management and the Board of Directors. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditor, the internal auditors and management of the Company.

Relationship With Independent Auditor

The Committee shall have the sole authority and responsibility to appoint and, where appropriate, replace the Company’s independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform other audit, review or attestation services. The Committee shall be directly responsible for the compensation, retention

and oversight of the work (including resolution of any disagreements with management regarding financial reporting) of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall approve all audit engagement fees and terms and pre-approve all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor, subject to the *de minimis* exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit. The Committee shall establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an ongoing basis. The Committee shall review and discuss with the independent auditor any documentation supplied by the auditor as to the nature and scope of any tax services to be pre-approved, as well as the potential effects of the provision of such services on the auditor's independence.

The Committee will annually request from the independent auditor a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditor: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements, (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service, (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service, and (iv) all other products and services rendered by the independent auditor, in the aggregate and by each service.

Authority

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and its advisors. In this regard, the Committee shall have authority to retain outside legal, accounting or other advisors for any purpose deemed necessary or appropriate by the Committee, including the authority to approve the fees payable to such advisors and any other terms of retention, without seeking approval of the Board or management. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate or as it may determine necessary to carry out its responsibilities as set forth herein. As part of its goal to foster open communication, the Committee shall periodically meet separately in executive session with each of management (including the chief financial officer and chief accounting officer), the internal auditors and the independent auditor and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the

Company's outside legal counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Chairman of the Board or any member of the Committee may call meetings of the Committee. Special meetings of the Committee may be held telephonically. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate; provided that any decision taken by a subcommittee to pre-approve audit and permitted non-audit services shall be in accordance with the pre-approval policies and procedures established by the Committee, and the full Committee shall be informed of such decision at its next scheduled meeting.

The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Chairperson (or acting chair) in advance of distribution to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the Company's bylaws with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. The Committee shall make regular reports to the Board of Directors. Such reports shall address, without limitation, any issues that arise (i) with respect to the quality or integrity of the Company's financial statements, (ii) the Company's compliance with legal or regulatory requirements, (iii) the performance and independence of the Company's independent auditor, or (iv) the performance of the internal audit function.

Statement of Responsibilities

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and fairly present in all material respects the financial condition, results of operations and cash flows of the Company in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

One of the primary responsibilities of the Committee is to oversee the Company's financial reporting process on behalf of the Board of Directors and report the results of its activities to the Board. Management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing those financial statements. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

The members of the Committee will exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. The Committee will provide counsel and advice to management and the Board by discharging the following authority and responsibilities:

Financial Statement and Disclosure Matters

- Review and discuss with management and the independent auditor the Company's quarterly financial statements (including disclosure in MD&A) prior to the filing of the Company's Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
- Review and discuss with management and the independent auditor the Company's annual audited financial statements (including the related notes, the form of audit opinion to be issued by the auditors on the financial statements and disclosure in MD&A) and recommend to the Board of Directors whether such audited financial statements should be included in the Company's Form 10-K.
- In connection with each periodic report of the Company, review and discuss with management and the independent auditor:
 - Management's disclosure to the Committee under Section 302 of the Sarbanes-Oxley Act (the "Act"); and
 - The contents of the certificates to be filed by the CEO/CFO under Section 302 and 906 of the Act.
- Discuss with management and the independent auditor any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including:
 - Significant changes in the Company's selection or application of accounting principles; and
 - Major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies and the adequacy of disclosure about changes in internal control over financial reporting.
- Discuss with management and the independent auditor any analyses prepared setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- Discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the internal auditing department or the independent auditor, relating to the Company's financial statements.
- Discuss with the independent auditor the matters, and any communications related to such matters, required to be discussed by the standards of the Public Company Accounting Oversight Board (the "PCAOB"), including PCAOB Interim Auditing Standard AU Section 380, Communication With Audit Committees, the rules of the Securities and Exchange Commission, and other applicable regulations, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management and management's response to these difficulties or disagreements.

- Review and discuss with management, the independent auditor and internal audit the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
- Review and discuss with management and the independent auditor quarterly reports (if applicable) from the independent auditor on:
 - All critical accounting policies and practices to be used;
 - Alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- Review the type and presentation of information to be included in earnings press releases (including the use of "pro forma", or "adjusted" non-GAAP, information) and discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and each instance in which the Company provides earnings guidance need not be discussed in advance.
- Discuss with management and the independent auditor:
 - The Company's guidelines and policies with respect to risk assessment and risk management; and
 - The Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

Oversight of Independent Auditor

- Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the Committee that the auditor is independent.
- Annually review and evaluate the qualifications, performance and independence of the independent auditor, including consideration of whether:
 - The auditor's quality controls are adequate; and

- The provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors.
- Annually obtain and review a report by the independent auditor describing (i) such firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (iii) all relationships between the independent auditor and the Company.
- Annually (i) review and evaluate qualifications, performance and independence of the independent auditors, including an evaluation of the lead partner of the independent auditor's team, (ii) ensure the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner as required by law and (iii) consider regular rotation of the accounting firm serving as the independent auditor.
- The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
- Review and discuss with the independent auditor (i) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the auditors' risk assessment procedures and (v) when completed, the results, including significant findings, of the annual audit
- Establish and periodically review hiring policies for employees or former employees of the independent auditor who participated in any capacity in the Company's audit.
- Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
- Discuss with the independent auditor issues on which the national office of the independent auditor was consulted by the Company's audit team and matters of audit quality and consistency.
- Obtain, review and discuss independence disclosures from the independent auditor as required by applicable requirements of the Public Company Accounting Oversight Board.
- Hold separate executive session with independent auditor periodically.
- Approve terms of engagement letter for external audit provider.

Oversight of Internal Audit Function

- Ensure that the Company maintains an internal audit function, and review the appointment and replacement of the Company's senior internal audit team and/or provider.
- Approve terms of engagement for internal audit team and/or provider.

- Review significant reports to management prepared by the internal audit function and management's responses.
- Discuss with the internal auditor, management and the independent auditor the overall scope and plans for the annual audit, including the adequacy of staffing and compensation.
- Discuss with the independent auditor and management the internal audit team responsibilities, and any recommended changes in the planned scope for the internal audit, including the adequacy of staffing and compensation.
- Hold separate executive session with internal auditor at least quarterly.

Miscellaneous

- Consider and approve the election by the Company or any of its subsidiaries of (i) any exemption from any requirement to submit for clearing any swap arrangements with third party and affiliate counterparties and (ii) any exemption from the mandatory trade execution requirements for such swap arrangements.
- Review compliance with applicable laws and regulations and review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance.
- Review periodically, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements or the Company's compliance policies and internal controls.
- Hold separate executive sessions with the Chief Financial Officer and Chief Accounting Officer to inquire as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, in compliance with applicable laws and regulations.
- Review and discuss any reports concerning material violations submitted to the Committee by Company attorneys or outside counsel pursuant to the Commission's attorney professional responsibility rules or otherwise.
- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting or compliance policies.
- Confirm with the independent auditor the audit was conducted in accordance with Section 10A of the Exchange Act.

- Prepare the Committee report and any other disclosures required by the rules of the Commission to be included in the Company's annual proxy statement.
- Review the Committee charter at least annually and recommend any proposed changes for Board approval.
- Perform an annual review and evaluation of the Committee's performance and report the results of this review and evaluation to the Board.
- In conjunction with the Health, Safety, Security and Environmental Committee, perform an annual review of the Company's Information Technology security function and strategy
- Consider qualifications of financial experts.
- Review and discuss such other matters that relate to the accounting, auditing and financial reporting practices and procedures of the Company as the Committee may, in its own discretion, deem desirable in connection with the review functions described above.
- Perform any other duties or responsibilities required by law, the Certificate of Incorporation or By-Laws of the Company or that are delegated to the Committee by the Board from time to time.