

**PEABODY ENERGY CORPORATION**  
**EXECUTIVE COMMITTEE CHARTER**  
(as amended December 12, 2019)

**Statement of Policy**

This charter governs the operations of the Executive Committee (the “Committee”). Subject to certain exceptions set forth herein, the Committee will have full power and authority to act on behalf of the Board of Directors (the “Board or “Board of Directors”) during the intervals between scheduled meetings of the Board, in accordance with the Statement of Responsibilities.

**Committee Organization**

The Committee shall be appointed by the Board of Directors and shall consist of at least three directors, the majority of whom shall meet the independence requirements set forth in the Corporate Governance Guidelines of the Company. One of the independent Directors shall be the incumbent Chair of the Board, or, if the Chair is not independent, the Lead Independent Director. Meetings of the Committee may be held in person or telephonically, and the Committee shall have the authority to act by written consent. The Committee shall have authority to retain outside legal, accounting or other advisors for any purpose deemed appropriate by the Committee, including the authority to approve the fees payable to such advisors and any other terms of retention.

One member of the Committee shall be appointed as its Chairperson by the Board of Directors. The Board of Directors shall have the power at any time to replace any member or fill any vacancy in the 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. The Committee may delegate authority to individuals or subcommittees when it deems appropriate.

**Meetings**

The Committee should meet as often as necessary to carry out its responsibilities. The Chairperson should preside at each meeting and, in the absence of the Chairperson, the Chair of the Board or the Lead Independent Director, as applicable, or if not available, 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 and related background information should 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 should 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, should be duly filed in the Company records. The Committee should periodically hold executive sessions at its meetings without management present. At the Board’s request or as the Chairperson determines necessary, reports of meetings of the Committee should be made to the Board of Directors at its next

regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

### **Statement of Responsibilities**

When the full Board is not in session, the Committee will have full power and authority to act on behalf of the Board, except with respect to the following matters:

- Amending the certificate of incorporation and bylaws;
- Adopting an agreement of merger or consolidation;
- Recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
- Recommending to the stockholders a dissolution of the Company or a revocation of any dissolution;
- Declaring a dividend;
- Issuing stock;
- Filling vacancies on the Board;
- Appointing members of Board committees;
- Changing major lines of business;
- Approving commitments and expenditures that require full Board approval under Peabody Energy Policy No. 500.02 – Delegations of Commitment and Expenditure Authority;
- Matters which are expressly delegated to the Non-Executive Chair or another committee of the Board; and
- Any other matters which are required by the Delaware General Corporation Law to be submitted to the stockholders for approval.

The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval. The Committee shall annually review its own performance and report the results of this evaluation to the Board of Directors.