

**PEABODY ENERGY CORPORATION
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

(as amended December 12, 2019)

Statement of Policy

This charter governs the operations of the Nominating and Corporate Governance Committee (the “Committee”). The Committee shall provide assistance to the Board of Directors (the “Board” or “Board of Directors”) by identifying, evaluating and recommending qualified candidates for election to the Board of Directors. In fulfilling this role, the Committee may consider issues such as a candidate’s industry background and experience, diversity, age and availability, and whether such candidate possesses professional skills or other attributes that are relevant to the Company.

The Committee also may consider the respective interests of various stakeholders to ensure that Board representation is reflective of the Company’s evolving institutional and public ownership structure.

The Committee also shall assist the Board of Directors by:

- formulating and observing corporate governance policies and procedures that best serve the interests of the Company and its stockholders;
- developing and administering an annual review process to evaluate performance of the Board of Directors; and
- recommending the structure, composition and responsibilities of other Board committees.

Committee Organization

The Committee shall be appointed by the Board of Directors and shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange. The Board of Directors must affirmatively determine that a director satisfies these independence requirements before appointment to the Committee and at least annually thereafter. In evaluating a director’s independence, the Board of Directors should consider all relevant facts and circumstances including, without limitation, any relationships that such director has with the Company. 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 at least three times per year, or more frequently as circumstances dictate. The Chairperson should preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee should 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 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, shall be duly filed in the Company's records. The Committee may meet separately in executive session with or without members of management and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. 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

The Committee shall have the following primary responsibilities:

- The Committee should review with the Board, on at least an annual basis, the requisite qualifications, independence, skills and characteristics of Board candidates, members and the Board as a whole. The Committee should actively seek individuals qualified to serve on the Board of Directors, consistent with such criteria, and should recommend to the Board of Directors the slate of director nominees to be considered for election at each annual meeting of stockholders or, if applicable, at a special meeting of stockholders. The Committee also should identify, evaluate and recommend to the Board of Directors candidates to fill any vacancies on the Board of Directors or to fill any newly created directorships resulting from an increase in the number of directors. When seeking new Board candidates, the Committee should endeavor to identify candidates who possess relevant experience, knowledge and skills and who are available for appropriate periods of continuous service, thereby enhancing their ability to thoroughly understand and oversee the Company's business and long-term strategies. The Committee should give appropriate consideration to director nominees proposed by stockholders and will evaluate such nominees in the same manner as other nominees identified by the Committee.
- The Committee should recommend to the Board an independent director to serve as the Lead Independent Director, if at any time the appointed Chair of the Board is not independent.

- The Committee should promptly consider a resignation submitted by a director in accordance with the Corporate Governance Guidelines of the Company, and should recommend to the Board whether to accept or reject the tendered resignation.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting and other advisors. In making any such decisions, the Committee shall consult with the Non-Executive Chair of the Board, or if there be no Non-Executive Chair of the Board, with the Lead Independent Director. The compensation to be paid to such advisors should be determined by the Committee or the Chairperson of the Committee, and the Chairperson shall have the authority to bind the Company to pay such compensation.
- The Committee should consider and advise the Board of Directors on matters related to corporate governance. The Committee also should develop and recommend, for approval by the Board of Directors, the Corporate Governance Guidelines of the Company. The Committee should review and reassess the adequacy of such Governance Guidelines annually and should recommend any proposed changes to the Board of Directors for approval.
- The Committee shall review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and By-laws.
- Review proposals submitted by stockholders for action at meetings of stockholders and recommend to the Board the Company's response to any such proposals
- The Committee shall establish procedures to exercise oversight of the evaluation of the Board of Directors, the Committees and management.
- The Committee shall receive comments from all directors and report annually to the Board of Directors with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
- The Committee should recommend to the Board of Directors the structure, composition and responsibilities of other Board committees.
- The Committee should identify Board members qualified to fill vacancies on any Board committee (including the Committee) and recommend that the Board appoint such members to the respective committees. In nominating a candidate for committee membership, the Committee should take into consideration the criteria approved by the Board of Directors and the Committee, any factors set forth in the charter of that committee and any other factors it deems appropriate.

- The Committee should consider and advise the Board of Directors on matters related to corporate social responsibility (e.g., equal employment, corporate contributions and lobbying).
- The Committee shall assist in the preparation of the disclosure in the Company's annual proxy statement regarding the Company's corporate governance practices, including director independence, the director nomination process and information regarding the operations of the various Committees.
- The Committee should ensure that the Company maintains an effective orientation program for new directors and a continuing education and development program to supplement the skills and needs of the Board of Directors in accordance with the Corporate Governance Guidelines of the Company.
- The Committee shall provide review and oversight of potential conflicts of interest situations, including transactions in which any related person had or will have a direct or indirect material interest pursuant to the Policy and Procedures with Respect to Related Person Transactions ("Related Persons Transactions Policy").
- The Committee should review the Company's Related Persons Transactions Policy at least annually and recommend any proposed changes for Board approval.
- The Committee should monitor compliance with, and advise the Board of Directors regarding any significant issues arising under the Company's corporate compliance program and Code of Business Conduct and Ethics. In monitoring such matters, the Committee should obtain regular compliance updates from management, including reports regarding the conformity by the Company and its affiliates with applicable laws and regulations and the Company's Code of Business Conduct and Ethics.
- The Committee should make regular reports on its activities to the Board of Directors.
- 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 evaluate its own performance and report the results of this evaluation to the Board of Directors.