

AUDIT COMMITTEE CHARTER

Purposes and Role of Committee

The purposes of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Alliant Energy Corporation (the “Company”) are to: (1) assist Board oversight of (a) the integrity of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory requirements, (c) the independent registered public accounting firm’s qualifications and independence, and (d) the performance of the Company’s internal audit function and independent registered public accounting firm; and (2) prepare the report that Securities and Exchange Commission (“Commission”) rules require to be included in the Company’s annual proxy statement. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to conduct audits or determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and applicable laws and regulations.

Committee Membership

The Committee shall consist of three or more members of the Board, each of whom satisfies the requirements for independence and experience under Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), Commission rules and the listing standards of the New York Stock Exchange (the “NYSE”). The Board will endeavor to ensure that at least one Committee member shall qualify as an “audit committee financial expert” as defined by SEC rules. Committee members may not serve on audit committees of more than two other public companies without the prior consent of the Board to enable the Board to determine that such service would not impair the ability of such a member to effectively serve on the Audit Committee.

Appointment and Removal of Committee Members

The Committee members shall be appointed by the Board annually or as necessary to fill vacancies upon recommendation of the Company’s Nominating and Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board upon recommendation of the Company’s Nominating and Governance Committee.

Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. The Committee shall meet in formal session at least three times each year and, in addition, hold quarterly meetings with the independent registered public accounting firm and management to discuss the annual audited financial statements and the quarterly financial statements and earnings releases. Additional meetings shall be held when deemed necessary or desirable at the request of the Chairperson of the Board, the Chief Executive Officer or any Committee member, including the Chairperson of the Committee. The Committee will meet periodically in executive session without management present.

Committee Responsibilities

The responsibilities of the Committee are to:

1. Be directly responsible for the appointment, compensation, retention, termination and oversight of the Company’s independent registered public accounting firm (including resolution of disagreements

between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accounting firm must report directly to the Committee.

2. Pre-approve all audit services and permitted non-audit services to be performed by the independent registered public accounting firm, subject to the de minimus 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. Such pre-approval may be pursuant to pre-approval policies and procedures established by the Committee provided such policies and procedures are detailed as to the particular service to be provided, require the Committee to be informed about each such service prior to making pre-approval decisions and do not include delegation of the Committee's responsibilities to management. The Committee may delegate authority to grant pre-approvals of audit services and permitted non-audit services to subcommittees consisting of one or more of its members, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.
3. Review with the independent registered public accounting firm the scope of the prospective audit, the estimated fees therefore and such other matters pertaining to such audit as the Committee may deem appropriate. Receive copies of the annual comments from the independent registered public accounting firm on accounting procedures and internal control over financial reporting.
4. Review and discuss with management and the independent registered public accounting firm, before filing with the Commission, the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as all internal control reports (or summaries thereof), and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
5. Review and discuss with management and the independent registered public accounting firm the Company's earnings press releases (including the use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies; provided that the discussion of financial information and earnings guidance provided to analysts and ratings agencies may be done generally (e.g. discussion of the types of information to be disclosed and the type of presentation to be made) and need not occur in advance of each instance in which the Company may provide such information and guidance.
6. Review and discuss with management, the internal auditing department and the independent registered public accounting firm: (1) major issues regarding accounting principles and financial statement presentations, including any 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 over financial reporting and any special audit steps adopted in light of material control deficiencies; (2) analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
7. Review and discuss with the independent registered public accounting firm on a timely basis reports from such independent registered public accounting firm regarding the following: all critical accounting policies and practices to be used; all 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 preferred treatment by the independent registered public accounting firm; other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

8. Review and discuss with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16 and other interim and final standards adopted by the Public Company Accounting Oversight Board (“PCAOB”), as amended.
9. Review internal reports to management prepared by the Internal Audit Department, as well as management’s response.
10. Review the action taken by management on the internal auditors’ and independent registered public accounting firm’s recommendations.
11. Approve the Internal Audit Charter.
12. Approve the internal audit plan and all significant changes to the plan. In addition, the Audit Committee may review with the senior internal audit executive the resources to perform the internal audit function.
13. Make or cause to be made, from time to time, such other examinations or reviews as the Committee may deem advisable with respect to the adequacy of internal control over financial reporting and accounting practices of the Company and its subsidiaries and with respect to current accounting trends and developments, and take such action with respect thereto as may be deemed appropriate.
14. Approve the appointment, reassignment and replacement of the senior internal audit executive.
15. Set clear policies for hiring by the Company of employees or former employees of the independent registered public accounting firm.
16. Meet in separate private sessions, on a periodic basis, with each of the independent registered public accounting firm, the internal auditors and members of management as appropriate.
17. Review disclosures made to the Committee by the Company’s Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting or any fraud, whether or not material, involving management or other employees who have a significant role in the Company’s internal control over financial reporting.
18. Obtain on a quarterly basis reports from management regarding its evaluation of the Company’s disclosure controls and procedures and internal control over financial reporting.
19. Obtain on an annual basis the independent registered public accounting firm’s audit report on the Company’s internal control over financial reporting.
20. Review with management, the independent registered public accounting firm and the senior internal audit executive the adequacy of, and any significant changes in, internal control over financial reporting; the accounting policies, procedures or practices of the Company and its subsidiaries; and compliance with corporate policies, directives and applicable laws.

21. Annually receive from and discuss with the independent registered public accounting firm a written statement delineating all relationships between the auditors and the Company that may have a bearing on the auditors' independence.
22. Obtain and review, at least annually, a report by the independent registered public accounting firm describing the following:
 - the independent registered public accounting firm's internal quality-control procedures;
 - any material issues raised within the preceding five years respecting one or more independent audits carried out by the firm by (i) the firm's most recent internal quality-control review (or peer review), or (ii) any inquiry or investigation by governmental or professional authorities, including but not limited to the PCAOB (including inquiries or investigations relating to any material litigation), as well as any steps taken to deal with any such issues; and
 - all relationships between the independent registered public accounting firm and the Company (to assess the independence of the independent registered public accounting firm).

Evaluate the qualifications, performance and independence of the independent registered public accounting firm taking into account the opinions of management and the internal auditors. The Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board.

23. Review and evaluate the lead partner of the independent registered public accounting firm.
24. Ensure the rotation of lead and concurring audit partners as required by Commission rules. Consider whether, in order to ensure continuing auditor independence, there should be regular rotation of the audit firm itself.
25. Establish procedures for the receipt and handling of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Company and its affiliates of concerns regarding questionable accounting, internal control or auditing matters.
26. Review the status of compliance with laws, regulations, and internal procedures, contingent liabilities and risks that may be material to the Company, the scope and status of systems designed to ensure Company compliance with laws, regulations and internal procedures.
27. Discuss with management the Company's policies with respect to risk assessment and risk management, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
28. Conduct or authorize investigations into any matters within the Committee's scope of responsibility, consistent with procedures to be adopted by the Committee.
29. As appropriate, obtain advice and assistance from outside legal, accounting or other advisors.

Committee Reports

1. Report to the Board on a regular basis on the activities of the Committee (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm, or the performance of the internal audit function. The report to the Board may take the form of an oral report by the Committee's Chair or any other member of the Committee designated by the Committee to make such report.
2. Annually produce a report on matters required by the rules of the Commission for inclusion in the Company's annual proxy statement.
3. Maintain minutes or other records of meetings and activities of the Committee

Annual Performance Evaluation

Conduct an annual performance evaluation of the Committee, which shall assess the performance of the Committee with respect to the duties and responsibilities of the Committee as set forth in this charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this charter and recommend to the Board any improvements to this charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Resources and Authority of the Committee

The Committee shall have the authority, as it deems necessary to carry out its duties, to retain, discharge and approve fees and other terms for retention of its own independent experts in accounting and auditing, legal counsel and other independent experts or advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report or related work and to any experts or advisors employed by the Committee. The Committee may direct any officer or employee of the Company or request any representative of the Company's independent registered public accounting firm, outside legal counsel or other consultants or advisors to attend a Committee meeting or meet with any Committee members.

(As Amended December 8, 2016)