

## **COMPENSATION AND PERSONNEL COMMITTEE CHARTER**

### **Purposes and Role of Committee**

The purposes of the Compensation and Personnel Committee (the “Committee”) of the Board of Directors (the “Board”) of Alliant Energy Corporation (the “Company”) are to: (1) review and approve corporate goals and objectives relevant to the Chief Executive Officer (“CEO”) and the other executive officers, (2) evaluate the CEO’s performance and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on the evaluation of the CEO’s performance as well as review and approve the compensation of the other executive officers; and (3) discharge the responsibilities of the Board with respect to the Company’s compensation, benefit and incentive programs and talent management programs.

The Committee will have overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the CEO and the other executive officers.

### **Committee Membership**

The Committee shall consist of three or more members of the Board, each of whom satisfies the requirements for independence under the listing standards of the New York Stock Exchange (the “NYSE”), the requirements of a “Non-Employee Director” under the qualifications set forth in Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and the requirements of an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

### **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. Additional meetings shall be held when deemed necessary or desirable at the request of the Chairperson of the Board, the CEO or any Committee member. The Committee will meet periodically in executive session without management present.

A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee may take action only upon the affirmative vote of a majority of the Committee members present at a duly held meeting. The Committee may meet in person or telephonically, and may act by unanimous written consent. The Committee may invite such members of management to its meetings as it deems desirable or appropriate.

## **Committee Responsibilities**

The responsibilities of the Committee are to:

### Executive Compensation

1. Periodically review the Company's philosophy regarding executive compensation and establish the Company's general policies relating to compensation and executive benefits.
2. Annually review market data to assess the Company's competitive position for the three components of executive compensation (base salary, annual incentives, and long-term incentives) by reviewing executive compensation surveys of relevant markets in which the Company participates compiled by third-party consultants.
3. Periodically review and approve Stock Ownership Guidelines.
4. Review and, as it deems appropriate, make recommendations to the Board with respect to the Company's incentive compensation plans and stock-related plans (including specific provisions) in which the CEO and other senior executives and key employees may be participants. The Committee shall exercise all of the authority of the Board with respect to administration of such plans, including, but not limited to:
  - a. Approving equity award guidelines and general size of overall grants;
  - b. Making grants including performance cash and shares;
  - c. Interpreting the plans;
  - d. Determining rules and regulations relating to the plans;
  - e. Modifying or canceling existing grants;
  - f. Designating employees eligible to participate in the long-term incentive plans; and
  - g. Imposing limitations, restrictions and conditions upon any award as the Committee deems appropriate.
5. Oversee that payments under the performance plans are in conformance with any performance standards and restrictions placed thereon by the Board and shareholders and in compliance with applicable Internal Revenue Service rules and regulations.
6. Review recommendations made by the CEO for and approve the compensation and executive benefits of the Company's principal executives and other key employees.
7. Monitor the talent management programs of the Company.
8. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission, and recommend to the Board whether to include such Compensation Discussion and Analysis in the Company's Annual Report on Form 10-K and proxy statement.

9. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.

#### CEO Compensation and other executive officer compensation

1. Review and approve corporate goals and objectives relevant to CEO compensation and the other executive officers and evaluate the CEO's performance in light of those goals and objectives.
2. Either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level and executive benefits based on the evaluation of the CEO's performance.
3. As a committee, review the recommendations of the CEO and approve the compensation levels and executive benefits of the other executive officers.

In carrying out this responsibility, the Committee will annually:

#### Base Salary

1. Review relevant market data compiled by third-party consultants of pay in the energy industry, as supplemented by general industry information and any other data it deems relevant, to assess the competitiveness of the CEO's base salary and the other executive officers.
2. Approve in advance any salary increase for the CEO.

#### Annual Incentives

1. Review and approve specific goals and objectives for the CEO and the other executive officers for the next year, which are then discussed with the entire Board.
2. Evaluate the performance of the CEO in meeting those goals and objectives with input from the full Board at year end; and approve the annual incentive award of the CEO based upon this evaluation. Review the recommendations of the CEO in the determination of the other executive officers in meeting goals and objectives established.

Long-Term Incentive Compensation Annually, the Committee reviews and approves the long-term incentive awards to the CEO and the other executive officers. In approving the award to the CEO, the Committee shall:

1. Consider the performance of the Company and other critical measures of performance such as relative total shareholder return.
2. Consider the value of such awards granted to other CEOs in the energy industry and general industry and any other data it deems relevant.
3. Consider the desired vehicles to convey long-term incentives (e.g., stock options, performance plans, restricted stock, etc.) as well as the mix between multiple long-term vehicles, if employed; and
4. Consider the number of awards granted in prior years.

### Compensation Risk Assessment

Annually review, with the assistance of management, the Company's compensation policies and practices applicable to executive and non-executive employees to identify and assess potential material risks arising from the policies and practices.

### Board Compensation

1. Periodically evaluate the compensation of directors taking into account the compensation of directors at other comparable companies.
2. Make recommendations to the Nominating and Governance Committee regarding any adjustments in director compensation that the Committee considers appropriate.

### Employee Pension and Employee Welfare Benefit Plans

1. Discharge the ultimate fiduciary responsibilities that reside with the Board for pension and employee welfare plans, as defined by the Employee Retirement Income Security Act of 1974 ("ERISA"), sponsored by the Company and all majority owned domestic subsidiaries and render appropriate reports to the Board.
2. Exercise the full authority of the Board to amend the qualified retirement plans (including both defined benefit and defined contribution plans) and employee welfare plans.
3. Monitor the employee benefit programs sponsored by the Company with respect to material modifications.

### 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. 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 of the Committee in accordance with applicable rules and regulations of the Securities and Exchange 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 sole authority to retain and terminate any compensation consultant or other advisor engaged to assist in evaluating the compensation of the Company's directors, CEO or other executive officers and to approve such consultant's or advisor's fees and other terms of retention, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual.

The Committee shall also have the right to use reasonable amounts of time of the Company's internal and independent accountants and outside lawyers and other internal staff and also shall have the right to hire independent compensation experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent firms.

(As Amended December 10, 2015)