

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### Purposes and Role of Committee

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alliant Energy Corporation (the “Company”) are to: (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board nominees for all directorships to be filled by the Board or shareowners; (2) identify individuals qualified to serve on Board Committees and recommend to the Board members for each Board committee; (3) develop and recommend to the Board a set of corporate governance principles; (4) oversee the evaluation of the Board and the Company’s management; and (5) advise the Board with respect to other matters relating to the corporate governance of the Company.

### 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”).

### 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 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 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 two times each year. 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. The Committee will meet periodically in executive session without management present.

### Committee Responsibilities

The responsibilities of the Committee are to:

#### Board of Directors

1. Evaluate periodically the desirability of, and recommend to the Board any changes in, the size and composition of the Board.
2. Develop and refine general and specific criteria for Board membership for approval by the Board. Evaluate on an ongoing basis all directors and director candidates based on such general and specific criteria and for seeking to assure that specific talents, skills and other characteristics that are needed to increase the Board’s effectiveness are possessed by an appropriate combination of directors.
3. Recommend to the Board standards for determining director independence consistent with the requirements of the NYSE, the Securities and Exchange Commission and other applicable guidelines

or best practices. Periodically review the director independence standards established by the Board and recommend such changes in those standards as the Committee deems appropriate.

4. Identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, and recommend to the Board nominees to be members of the Board for all directorships to be filled by the Board or by the shareowners at an annual or special meeting. Consider persons recommended by shareowners to become nominees for election as directors in accordance with the criteria set forth in the Company's Corporate Governance Principles and this Charter. In addition to other criteria that the Committee may develop from time to time pursuant to the Company's Corporate Governance Principles and this Charter, the Board and the Committee have established certain criteria for director candidates that are set forth in Appendix B to the Company's Corporate Governance Principles. Director selection should also include sufficient Independent Directors (as defined in and determined pursuant to the Company's Corporate Governance Principles) to satisfy the minimum proportion of Independent Directors to total directors required by the Company's Corporate Governance Principles.
5. Review and make recommendations to the Board with respect to the continued appropriateness of a director's membership on the Board and Board committees when a director submits to the Board an offer to resign with respect to a change in employer or a significant change in job responsibilities.
6. Evaluate each director's continued service on the Board in connection with each annual decision for the relevant class of directors regarding whether each such director should be re-nominated to the Board and at such other times as may be appropriate in particular circumstances (e.g. conflicts of interest, independence issues, etc.). The Committee shall recommend to the Board the removal of a director where appropriate.

#### Board Committees

1. Evaluate at least annually the performance, authority, operations, charter and composition of each Board committee and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee.
2. Submit to the Board annually (and at any additional times that any committee members are to be selected) candidates for membership on each Board committee and for the chairperson of each committee. In fulfilling this responsibility, the Committee shall consult with the Chief Executive Officer and consider the input of individual Board members.

#### Corporate Governance

1. Develop and recommend to the Board a set of corporate governance principles appropriate for the Company and consistent with the listing standards of the NYSE and any changes therein as appropriate from time to time.
2. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
3. Review and make recommendations to the Board regarding proposals of shareowners that relate to corporate governance.

### Board Compensation and Performance

1. At least annually, review and determine Board compensation upon the recommendation of the Compensation and Personnel Committee, with a full discussion and concurrence by the Board.
2. At least annually, oversee the Board's self-assessment to determine whether it and its committees are functioning effectively. Report annually to the Board regarding the assessment of the performance of the Board as a whole and of each Board committee.

### Evaluation of Management and Succession Planning

1. At least annually, the Committee shall oversee evaluations of the Company's management. It is recognized that, subject to oversight by the Board and this Committee and subject to the authority and responsibilities of the Compensation and Personnel Committee with respect to evaluation of the Chief Executive Officer, the Chief Executive Officer will have primary responsibility for evaluating the performance of other executive officers.
2. Periodically review and make recommendations to the Board regarding policies and procedures for selection of the Chief Executive Officer and succession planning in the event of an emergency or the retirement of the Chief Executive Officer.

### Director Orientation and Continuing Education

1. Ensure that new Board members have an appropriate orientation to the Company and their responsibilities as directors to permit them to become familiar with the industry, business units and corporate governance processes of the Company. Ensure that a systematic process is in place to provide educational opportunities on an ongoing basis to help assure that each director has the necessary skills to perform his or her responsibilities as a director and/or new member of any Board committee.

### Related Person Transactions

1. Review and determine whether to approve or ratify any related person transactions disclosed to the Committee in accordance with the Company's policies and procedures regarding related person transactions.

### 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. 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 Company**

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve such search firm's fees and other terms of retention.

The Committee shall have the right to use reasonable amounts of time of the Company's internal and outside lawyers and other internal staff and also shall have the right to hire independent 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 February 6, 2007)