



## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This charter describes the purpose, responsibilities and authority of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alliant Energy Corporation and subsidiaries Interstate Power and Light Company and Wisconsin Power and Light Company (collectively, the “Company”).<sup>1</sup>

### **I. Purpose and Role of Committee**

- A. The purpose of the Committee is to assist the Board with regard to corporate governance. These responsibilities include: (i) identifying and recommending individuals qualified for membership on the Board and recommending to the Board the membership and the Chairs of each of the Board committees; (ii) recommending to the Board compensation of the directors; (iii) developing and maintaining a set of corporate governance guidelines and ensuring that governance documents are accurate and appropriate; (iv) overseeing and approving for publication the Company’s Corporate Responsibility Report; (v) overseeing political engagement activity of the Company; (vi) overseeing the self-evaluations of the Board and its committees; and (vii) advising the Board on other matters relating to corporate governance and performing other responsibilities assigned to it by the Board.
- B. To the extent permitted by applicable law, regulations and the listing standards of the stock exchange on which the Company’s common stock is listed (the “Exchange”), the Committee may form and delegate authority to subcommittees of the Committee as it deems appropriate.

### **II. Committee Membership**

#### A. Independence

The Committee shall consist of two or more directors, each of whom satisfies the requirements for independence under the listing standards of the Exchange.

#### B. Appointment, Resignation, Removal and Lead Independent Director

Committee members shall be appointed by the Board at least annually. Each member will serve at the discretion of the Board until a successor is duly elected and qualified, or until such member’s earlier removal by the Board or resignation. The Board shall designate one member of the Committee to act as Chair of the Committee. The Chair of the Committee will also serve as the

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<sup>1</sup> References to the Company will be read to exclude Interstate Power and Light Company and Wisconsin Power and Light Company to the extent responsibilities defined by securities regulations and exchange listing standards do not apply.

Lead Independent Director whenever the Chair of the Board is not an independent director, unless otherwise determined by the Board.

### **III. Committee Structure and Operations**

#### **A. Number of Meetings**

The Committee shall meet at least three times each year. Additional meetings may be held at the request of the Chair of the Board, the Chief Executive Officer (“CEO”), the Chair of the Committee or any Committee member.

#### **B. Voting**

A majority of the Committee members constitutes a quorum for voting purposes. The Committee may act: (i) upon the affirmative vote of a majority of the Committee members present at a duly held meeting; or (ii) by unanimous written consent. The Committee may meet in person, telephonically or through a video conference.

#### **C. Executive Sessions**

The Committee shall meet in regularly scheduled Executive Sessions, as needed, without management unless requested by the Chair of the Committee.

### **IV. Committee Responsibilities with regard to the Board of Directors**

#### **A. Board Changes to Composition and Size**

The Committee shall evaluate and make recommendations to the Board on changes to the size and composition of the Board as appropriate.

#### **B. Board Membership Criteria and Independence**

The Committee shall develop criteria for Board membership and make recommendations to the Board for changes to Board membership as appropriate. It shall review at least annually, and make appropriate recommendations to the Board, on standards for determining director independence consistent with the requirements of the Exchange, the Securities and Exchange Commission (“SEC”), and applicable evolving standards.

#### **C. Board Nominees**

The Committee shall identify qualified individuals for Board membership and recommend to the Board nominees for open Board positions. It shall consider director candidates recommended by shareowners to become Board-member nominees in accordance with the criteria established by the Committee for Board membership.

#### **D. Continued Service on the Board**

The Committee shall evaluate a director's continued service on the Board (i) when the director is being considered for re-nomination upon the expiration a term; (ii) when there is a significant change in a director's employment or responsibilities; and (iii) under other appropriate circumstances as they arise (e.g., conflicts of interest, independence issues, or other

circumstances). Based upon that evaluation, the Committee will make appropriate recommendations to the Board.

## **V. Committee Responsibilities with regard to Board Committees**

### **A. Committee Membership**

The Committee shall make recommendations to the Board on changes to committee membership when appropriate. In addition, the Committee will make recommendations to the Board for Chair positions for each committee. In considering such changes, the Committee shall consult with the CEO and consider input from individual Board members.

### **B. Review of Committee Responsibilities**

The Committee shall review and make recommendations to the Board for changes to: (i) committee structure; (ii) number of committees; (iii) authority and operations of each of the committees; and (iv) any committee charter, including, at least annually, reviewing and assessing the adequacy of this charter.

## **VI. Corporate Governance**

### **A. Corporate Governance Guidelines**

The Committee shall create and recommend to the Board a set of corporate governance guidelines for the Company (the “Guidelines”), including monitoring whether any changes to the Guidelines are appropriate. If changes are appropriate, the Committee will make recommended changes to the Board.

### **B. Corporate Sustainability, Environmental and Social Responsibility**

The Committee shall oversee the Company policies and practices relating to sustainability, environmental and corporate social responsibility initiatives, including the review and approval for the issuance of the Corporate Responsibility Report. The Committee shall assign oversight responsibilities for portions of that Report to the relevant committees based upon the responsibilities of those committees.

### **C. Political Engagement and Spending**

The Committee shall oversee the political engagement activity of the Company, including annually reviewing the Political Engagement Guidelines, the Company’s government relations and political action committee activities, and a report on direct corporate contributions in support of political activities.

### **D. Shareholder Proposals**

The Committee shall review and make recommendations to the Board regarding shareowner proposals working with other committees as appropriate.

E. Related-Person Transactions

The Committee shall review and determine whether to approve or ratify any related-person transactions disclosed to the Committee as required by SEC regulations.

F. Corporate Governance

The Committee shall monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.

G. Board and Board Committees Self-Assessments

The Committee shall, at least annually, oversee the self-assessment process for the Board and all committees of the board, including individual directors, and recommend changes to the Board on committee responsibilities and processes as appropriate working in conjunction with each committee Chair. The Committee's performance evaluation of the Committee shall assess the performance of the Committee with respect to the duties and responsibilities of the Committee as set forth in this charter.

**VII. Board Compensation**

The Committee shall, at least annually, review and make recommendations to the Board on the compensation of the non-employee directors considering the compensation of directors at comparable companies, among other factors. This review will include a review of direct and indirect forms of compensation to directors.

**VIII. Succession Planning**

The Committee shall periodically review and make recommendations to the Board regarding policies and procedures for (i) selection of the CEO, and (ii) succession plans for the retirement or emergency replacement of the CEO.

**IX. Director Orientation and Continuing Education**

The Committee shall oversee the process of (i) orienting new Board members to their director responsibilities and the Company; and (ii) providing ongoing educational opportunities to Board members to continue developing the skills necessary to fulfill their responsibilities as a director or member of any Board committee.

**X. Search Firms**

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

(As Amended October 27, 2020)