

**PEABODY ENERGY CORPORATION**  
**HEALTH, SAFETY, SECURITY AND ENVIRONMENTAL**  
**COMMITTEE CHARTER**  
(as amended January 21, 2016)

**Statement of Policy**

This charter governs the operations of the Health, Safety, Security and Environmental Committee ("Committee"). The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by assessing the effectiveness of the Company's health, safety, security and environmental policies, programs and initiatives. As used in this charter, "health" means the identification and control of the risks arising from physical, chemical and other workplace hazards in order to establish and maintain a safe and healthy working environment.

**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 member's independence, the Board of Directors should consider all relevant facts and circumstances, including without limitation, any relationships that such member has with the Company and their potential impact on the perception of the investment community. One member of the Committee shall be appointed as its Chair 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. Other members of the Board of Directors who are not members of the Committee may attend Committee meetings at the Chair's invitation.

The Committee 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 Lead Independent Director. The compensation to be paid to such advisors shall be determined by the Committee or the Chair of the Committee, and the Chair shall have the authority to bind the Company to pay such compensation and enter into other customary retention arrangements.

**Meetings**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Committee may meet separately in executive session with members of management and have such other direct and independent interaction with such persons from time to time as the members of the Committee may deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside legal counsel or advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Chair shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chair (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 shall be reviewed and approved by the Chair (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 to the extent possible. All meetings of the Committee shall 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 records. At the request of the Board of Directors or as the Chair determines necessary, reports of meetings of the Committee shall 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 oversight responsibilities:

- review with management the significant risks or exposures faced by the Company in the health, safety, security and environmental areas, and steps taken by management to address such risks.
- review the Company's health, safety, security and environmental objectives, policies and performance, including processes to ensure compliance with applicable laws and regulations.
- review the Company's efforts to advance the Company's progress on sustainable development (i.e., the integration of social, environmental, and economic principles in the Company's mining operations from exploration through development, operation, reclamation, closure and post closure activities).
- review and discuss with management any material noncompliance with health, safety, security and environmental laws, and management's response to such noncompliance.
- review and recommend approval of the environmental and mine safety disclosures required to be included in the Company's periodic reports on Forms 10-K and 10-Q.
- consider and advise the Board of Directors on health, safety, security and environmental matters and sustainable development.
- consider and advise the Compensation Committee on the Company's performance with respect to incentive compensation metrics relating to health, safety, security or environmental matters.
- review and discuss significant legislative, regulatory, political and social issues and trends that may affect the health, safety, security and environmental management process and system in place at the Company and management's response to such matters.

The Committee shall make regular reports on its activities to the Board of Directors. The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall (1) review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval, and (2) annually review its own performance and report the results of this evaluation to the Board of Directors.