

AMEREN CORP  
Form DEF 14A  
March 19, 2019  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant  
Check the appropriate box:

Filed by a party other than the Registrant

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to § 240.14a-12

**Ameren Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing party:

4) Date Filed:



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Notice of Annual Meeting  
of Shareholders and Proxy Statement

Thursday, May 2, 2019, 10:00 a.m. CDT

St. Louis Art Museum  
One Fine Arts Dr.  
St. Louis, Missouri 63110

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Dear Fellow Shareholders:

You are cordially invited to attend Ameren Corporation's 2019 Annual Meeting of Shareholders, which will be held at the St. Louis Art Museum, One Fine Arts Dr., St. Louis, MO 63110, on Thursday, May 2, 2019, at 10:00 a.m. CDT. You can also listen to a live webcast of the meeting at [www.amereninvestors.com](http://www.amereninvestors.com).

I am pleased to report to you that 2018 marked another year of strong execution of our strategy across all of our businesses. This is the same strategy that we have been successfully executing on for the last five years. Our successful execution of this strategy has transformed our business mix, delivered significant value to our customers and shareholders and positioned the company for success in the years ahead. At the meeting, I look forward to sharing the significant milestones we achieved in 2018, including the following:

We made \$2.3 billion of investments in 2018 that resulted in a more reliable, resilient and secure energy grid, as well as strong rate base growth.

In Missouri, constructive legislation was enacted that will enable us to make significant investments to modernize the electric energy grid and drive economic development, while at the same time keeping rates affordable. All of our business segments now operate under constructive regulatory frameworks that support investment in energy infrastructure.

Also in Missouri, we made significant progress in responsibly transitioning our generation portfolio to cleaner and more diverse resources, contributing to Ameren Missouri's goal of reducing our carbon emissions below 2005 levels by 35 percent by 2030, 50 percent by 2040 and 80 percent by 2050. In 2018, we entered into agreements to acquire, after construction, two wind generation facilities for a total of up to 557 megawatts ("MW"). The Missouri Public Service Commission has approved the acquisition of both facilities. These investments are consistent with our objective of adding at least 700 MWs of wind generation to our generation portfolio in 2020 to meet Missouri's Renewable Energy Standard and transitioning our portfolio to a cleaner energy mix in a responsible manner.

We achieved constructive outcomes in our Illinois electric and gas distribution rate proceedings. These included improving our return on equity for our gas infrastructure investments in 2019 and beyond. We are well positioned to continue to make prudent investments to enhance our electric and gas system's safety and reliability.

We continued to make progress on our largest transmission project, Illinois Rivers, which is substantially complete. In addition, we received a 50 basis point incentive adder to our allowed return on equity on our other large transmission project, the Mark Twain line, from the Federal Energy Regulatory Commission due to the unique risks involved in that project.

We received approvals for several customer focused-programs in Missouri, including a third energy efficiency plan, as well as the Renewable Choice and Community Solar programs, both of which will allow customers to work with Ameren Missouri to procure greater levels of renewable energy in a cost-effective manner.

We were recognized by DiversityInc as the top utility in the nation for diversity and inclusion for the fourth consecutive year, and, for the first time, as among the top ten of all regional companies.

Collectively, these milestones enabled us to achieve strong earnings per share growth and total shareholder returns in 2018.

While we enjoyed strong performance in 2018, we are focused on accelerating our performance even further in the years ahead. I firmly believe that our company is well positioned to be a critical enabler of a brighter energy future for our customers, the communities we serve and for you, our shareholders.

Details for meeting attendance are included in this proxy statement. Also enclosed are details for how and when to vote and other important information. **Your vote is very important, so please cast it promptly, even if you plan to attend the annual meeting.**

Thank you for your strong support and confidence in our company.

Sincerely,

**Warner Baxter**

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Chairman, President and Chief Executive Officer  
March 19, 2019

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Notice of Annual Meeting of Shareholders of Ameren Corporation

**Time and**

**Date**

**Place**

**Admission**

10:00 a.m. CDT on Thursday, May 2, 2019	St. Louis Art Museum One Fine Arts Dr. St. Louis, MO 63110	An admission ticket is required to enter the annual meeting. Please follow the advance registration instructions on your Notice of Internet Availability of Proxy Materials or proxy card.
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**Voting Items**

<b>Proposals</b>	<b>Board Vote Recommendation</b>	<b>For Further Details</b>
1. Election of 12 Directors	<b>"FOR"</b> each director nominee	Page 13
2. Advisory Approval of Executive Compensation Ratification of PricewaterhouseCoopers LLP ("PwC") as Independent Registered	<b>"FOR"</b>	Page 42
3. Public Accounting Firm for 2019	<b>"FOR"</b>	Page 76

Shareholders will also act on other business properly presented to the meeting.

A shareholder has notified the Company of an intent to propose a resolution at the meeting requesting that, beginning in 2019 and at reasonable cost and omitting proprietary information, the Company publish an annual report regarding the costs and benefits to shareholders and the climate from the Company's voluntary climate-related initiatives (the "Floor Proposal"). The Board of Directors of the Company has not received notice of, and is not presently aware of, any business to come before the meeting other than the agenda items referred to in this proxy statement and the possible submission of the Floor Proposal.

The Floor Proposal is not included in this proxy statement. If the Floor Proposal is presented at the meeting, the proxy holders will have discretionary voting authority under Rule 14a-4(c) under the Securities Exchange Act of 1934 with respect to the Floor Proposal and intend to exercise such discretion to vote AGAINST such proposal. If any other matter properly comes before the shareholders for a vote at the meeting, the proxy holders will vote your shares in accordance with their best judgment.

**Who Can Vote**

If you owned shares of the Company's Common Stock at the close of business on March 4, 2019, you are entitled to vote at the meeting and at any adjournment thereof. All shareholders are requested to be present at the meeting in person or by proxy so that a quorum may be assured.

Each share of Common Stock is entitled to one vote for each director nominee and one vote for each of the other proposals. In general, shareholders may vote either in person at the annual meeting or by telephone, the Internet or mail. See "ADDITIONAL INFORMATION — Questions and Answers About the Annual Meeting and Voting" for more details regarding how you may vote if you are a registered holder or a beneficial owner of shares held in "street name."

**Date of Mailing**

On or about March 19, 2019, we began mailing to certain shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice. On or about March 19, 2019, we began mailing the accompanying proxy card to certain shareholders.

**If you plan to attend the annual meeting of shareholders, please advise the Company in your proxy vote (by telephone or the Internet or, if you receive printed proxy materials, by checking the appropriate box on the proxy card) and bring the Admission Ticket on the reverse side of your proxy instruction card with you to the meeting. Persons without tickets will be admitted to the meeting upon**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on May 2, 2019:**

**verification of their Company share ownership. If your shares are held in the name of your broker, bank or other nominee, you must bring an account statement or letter from the nominee indicating that you were the beneficial owner of the shares on March 4, 2019, the record date for voting. Please note that cameras and other recording devices will not be allowed in the meeting.**

By order of the Board of Directors,

This proxy statement and our 2018 Form 10-K, including consolidated financial statements, are available to you at [www.amereninvestors.com/financial-info/proxy-materials](http://www.amereninvestors.com/financial-info/proxy-materials).

**Gregory L. Nelson**

Senior Vice President, General Counsel and Secretary

St. Louis, Missouri

March 19, 2019

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### Proxy Statement Summary

Below is a summary of information regarding the items to be voted on at the Annual Meeting. You should read the entire proxy statement carefully before voting.

### Company Overview

Ameren Corporation (“Ameren,” or the “Company”) is a public utility holding company headquartered in St. Louis, Missouri. Ameren serves 2.4 million electric customers and more than 900,000 natural gas customers in a 64,000-square-mile area through its rate-regulated utility subsidiaries: Union Electric Company, doing business as Ameren Missouri (“Ameren Missouri”), and Ameren Illinois Company, doing business as Ameren Illinois (“Ameren Illinois”). Ameren Missouri provides electric generation, transmission and distribution service, as well as natural gas distribution service. Ameren Illinois provides electric transmission and distribution service and natural gas distribution service, but does not own any power generating assets. Ameren Transmission Company of Illinois develops, owns and operates rate-regulated regional electric transmission projects.

Ameren’s strategy is to invest in rate-regulated energy infrastructure, continuously improve operating performance, and advocate for responsible energy policies to deliver superior customer and shareholder value.

### Our Value Proposition to Investors and Customers

#### Strong long-term growth outlook

Expect 6% to 8% compound annual EPS growth from 2018 through 2023<sup>1</sup>

–Primarily driven by strong rate base growth

Expect 8% compound annual rate base growth from 2018 through 2023

Constructive frameworks for investment in all business segments

Strong long-term infrastructure investment pipeline beyond 2023

Focused on transitioning our generation portfolio to a cleaner energy mix in a responsible manner

<sup>1</sup>Using as the base 2018 core diluted earnings per share of \$3.37, less the 2018 Ameren Missouri estimated favorable weather impact of approximately 32 cents per diluted share. See Appendix A for GAAP to core earnings reconciliation. Outlook accommodates a range of expected Treasury rates, sales growth projections, spending levels and regulatory developments. Earnings growth in any individual year will be impacted by the timing of capital expenditures, regulatory rate reviews, Callaway refueling and maintenance outages and weather, among other factors.

<sup>2</sup>Issued and effective as of February 14, 2019.

#### Attractive dividend

Annualized equivalent dividend rate of \$1.90 per share provides attractive yield

Dividend increased in Oct. 2018 for the fifth consecutive year

Expect payout ratio to range between 55% and 70% of annual earnings

#### Attractive total return potential

Track record of delivering strong results

Attractive combined earnings growth outlook and yield compared to regulated utility peers

We believe execution of our strategy will deliver superior long-term value to both customers and shareholders

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Proxy Statement Summary

**2018 Performance Highlights**

The successful execution of our strategy drove strong results in 2018, as well as over the past five years. Key financial and operational highlights include the following:

**Financial Highlights**

**\$3.32**

Earnings per diluted share  
(GAAP)

**\$3.37**

Earnings per diluted share  
(Core, non-GAAP)

Ameren earned \$3.32 per diluted share on a GAAP basis and \$3.37 per diluted share on a core (non-GAAP) basis in 2018. The 2018 core earnings represented a strong 19 percent increase over 2017 core earnings of \$2.83 per diluted share. Core results for 2018 excluded non-cash charges of 5 cents per diluted share reflecting the revaluation of deferred taxes as a result of changes in federal income tax rates.\*

Execution of our strategy has also driven a strong 5-year compound annual earnings per share growth rate of greater than 7 percent from year-end 2013 to year-end 2018.

\* See Appendix A for GAAP to core earnings reconciliation.

Ameren shares provided a total shareholder return (“TSR”) of approximately 14 percent in 2018, including an approximate 4 percent increase in the quarterly dividend during the fourth quarter of 2018. This was the fifth consecutive year the dividend was increased. For the three and five years ending December 31, 2018, Ameren shares provided a TSR of approximately 66 percent and 115 percent, respectively. These results meaningfully exceeded the TSR of the S&P 500 Utility and Philadelphia Utility indices for each of these periods. Ameren’s TSR also ranked first among its peer group for the three-year performance period ended December 31, 2018.

**\$2.3 billion**

in infrastructure

The Company invested approximately \$2.3 billion in energy infrastructure to better serve customers, which also drove strong rate base growth of approximately 8 percent. Over the last 5 years, we have invested approximately \$10 billion in energy infrastructure, which drove robust compound annual rate base growth of approximately 8 percent. These investments have improved the safety and reliability of our electric and natural gas systems, improved the efficiency of our energy centers, enhanced our environmental footprint, and strengthened our cyber security posture while keeping our electric rates competitive and affordable.

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Proxy Statement Summary

## **Operational and Regulatory Highlights**

Ameren's residential electric rates remained well below the Midwest and national averages.

We achieved top quartile performance in our System Average Interruption Frequency Index ("SAIFI") performance, a standard customer reliability measure that indicates how often the average customer experiences a sustained interruption over a one-year period.

The Company achieved meaningful improvements in co-worker engagement, electric and gas system reliability and energy center performance.

Our Callaway nuclear energy center achieved strong safety and reliability performance, as evidenced by the fact that it experienced no unplanned outages during 2018.

To further facilitate cleaner energy resources and enhance system reliability in our region, Ameren Transmission Company of Illinois continued to make significant progress on its largest transmission project, Illinois Rivers, which is substantially complete. In June 2018, Missouri Senate Bill 564 ("SB 564") was enacted. SB 564 significantly enhances the Missouri electric regulatory framework to support investment by improving our ability to earn a fair return on capital investments. It is also expected to deliver significant benefits to customers, create a significant number of good-paying jobs, and better position Missouri for the future, all while maintaining strong Missouri Public Service Commission ("MoPSC") oversight and consumer protections. Our company now operates under constructive regulatory frameworks that support investment in energy infrastructure in all of our business segments. In June 2018, the MoPSC approved Ameren Missouri's Renewable Choice Program, which allows large commercial and industrial customers and municipalities to elect to receive up to 100 percent of their energy from renewable resources. Based on customer contracts, the program enables Ameren Missouri to supply up to 400 megawatts ("MW") of renewable wind energy generation, up to 200 MW of which it could own.

Under its 2017 Integrated Resource Plan, Ameren Missouri is pursuing ownership of at least 700 MW of wind generation with multiple developers. In 2018, Ameren Missouri entered into agreements to acquire, after construction, two wind generation facilities for a total of up to 557 MW. The MoPSC has approved the acquisition of both facilities. Both transactions remain subject to obtaining a Midcontinent Independent System Operator ("MISO") transmission interconnection agreement, approval by the Federal Energy Regulatory Commission ("FERC"), and other customary contract terms and conditions.

In November 2018, the Illinois Commerce Commission ("ICC") approved a \$72 million increase in Ameren Illinois' annual electric distribution service rates beginning in January 2019, as well as a \$32 million increase in Ameren Illinois' annual gas distribution service rates beginning in November 2018. In each case, these amounts were consistent with Ameren Illinois' request.

In December 2018, the MoPSC approved Ameren Missouri's energy efficiency plan. The plan included a three-year portfolio of customer energy-efficiency programs and a six-year plan for low-income energy-efficiency programs, along with a regulatory recovery mechanism. Ameren Missouri intends to invest \$226 million over the life of the plan.

## **Other Highlights**

DiversityInc recognized the Company as the top utility in the nation for diversity and inclusion again in 2018, the fourth consecutive year the Company has won this honor. And for the first time ever, Ameren was included in the top ten list of all regional companies. In November 2018, following through on the shareholder proposal that received majority support at our 2018 annual shareholder meeting, we issued a report on our responsible management of coal combustion residuals ("CCR"). The report included a detailed discussion of our risk management, oversight and compliance measures with respect to our CCR storage facilities.

In 2018, we continued to provide extensive information regarding our sustainability initiatives through our annual Corporate Social Responsibility report, our responses to the annual climate change and water surveys conducted by CDP (formerly known as the Carbon Disclosure Project), and our other filings with the SEC. In addition, we participated in the Edison Electric Institute's ("EEI") environmental, social and governance ("ESG") and sustainability-related reporting initiative, as well as undertook the development of our climate risk report, which was issued in March 2019.

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Proxy Statement Summary

**ITEM 1  
Election of Directors**

The nominees for director include 11 independent directors and the Company’s chairman, president and CEO. The Board of Directors believes that the diverse skills, experiences and perspectives represented by the nominees will continue to support effective oversight of the Company’s strategy and performance. For more information about the nominees’ qualifications, skills, and experiences, please see pages 14-20.

The Board unanimously recommends a vote “FOR” each of the 12 director nominees.

The following provides summary information about each director nominee. Each director nominee is elected annually by a majority of votes by shareholders entitled to vote and represented at the annual meeting.

Name	Director		Occupation	Committee Membership					
	Age	Since		Independent	ARC <sup>1</sup>	HRC	NCGC <sup>1</sup>	NOC <sup>1</sup>	FC <sup>1</sup>
<b>Warner L. Baxter</b>	57	2014	Chairman, President and Chief Executive Officer of the Company						
<b>Catherine S. Brune</b>	65	2011	Retired President, Allstate Protection Eastern Territory of Allstate Insurance Company						
<b>J. Edward Coleman</b>	67	2015	Executive Chairman of CIOX Health						
<b>Ward H. Dickson</b>	56	2018	Executive Vice President and Chief Financial Officer of WestRock Company						
<b>Noelle K. Eder</b>	49	2018	Executive Vice President and Chief Information and Digital Officer of Hilton Worldwide Holdings Inc.						
<b>Ellen M. Fitzsimmons</b>	58	2009	Corporate Executive Vice President, General Counsel and Corporate Secretary of SunTrust Banks, Inc.						
<b>Rafael Flores</b>	63	2015	Former Senior Vice President and Chief Nuclear Officer of Luminant						
<b>Richard J. Harshman</b>	62	2013	Executive Chairman and Retired President and Chief Executive Officer of Allegheny Technologies Incorporated						
<b>Craig S. Ivey</b>	56	2018	Retired President of Consolidated Edison Co. of New York, Inc.						
<b>James C. Johnson</b>	66	2005	Retired General Counsel of Loop Capital Markets LLC						
<b>Steven H. Lipstein</b>	63	2010	Former President and Chief Executive Officer of BJC HealthCare						
<b>Stephen R. Wilson</b>	70	2009	Retired Chairman, President and Chief Executive Officer of CF Industries Holdings, Inc.						

**ARC** Audit and Risk Committee      **NOC** Nuclear and Operations Committee  
**HRC** Human Resources Committee      **FC** Finance Committee  
 Nominating and Corporate Governance      **C** Member and Chair of a Committee  
**NCGC** Nominating and Corporate Governance Committee      **L** Lead Director

Walter J. Galvin, who currently serves as the Chair of the Audit and Risk Committee and as a member of the Finance Committee, and Gayle P.W. Jackson, who currently serves as the Chair of the Nominating and Corporate Governance Committee and as a member of the Nuclear and Operations Committee, are not standing for reelection and will retire from the Board effective as of the Annual Meeting. The Board is grateful for Mr. Galvin’s and Dr. Jackson’s dedicated and distinguished service over the years. If reelected at the annual meeting, J. Edward Coleman will succeed Mr. Galvin as Chair of the Audit and Risk Committee and Catherine S. Brune will succeed Dr. Jackson as Chair of the Nominating and Corporate Governance Committee. If reelected at the annual meeting, Steven H. Lipstein will join the Nominating and Corporate Governance Committee and will no longer serve on the Finance Committee, and Mr. Coleman will join the Finance Committee and will no longer serve on the Nuclear and Operations Committee.

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Proxy Statement Summary

[Board of Director Highlights](#)

**GENDER AND ETHNIC DIVERSITY**

**TENURE**

**DIRECTOR SKILLS**

**AGE**

**ITEM 2**

**Advisory Vote to Approve Executive Compensation (Say-on-Pay)**

The Company is asking shareholders to approve, on an advisory basis, the compensation of the executives named in the 2018 Summary Compensation Table in this proxy statement (the “Named Executive Officers”, or “NEOs”).

For more information about the NEOs’ compensation, please see the Executive Compensation discussion on pages 43-75.

The Board unanimously recommends a vote “**FOR**” the advisory approval of executive compensation.

The Board has a long-standing commitment to strong corporate governance and recognizes the interests that shareholders have in executive compensation. The Company’s compensation philosophy is to provide a competitive total compensation program that is based on the size-adjusted median of the compensation opportunities provided by similar utility industry companies (the “Market Data”), adjusted for our short- and long-term performance and the individual’s performance. The Board unanimously recommends a “FOR” vote because it believes that the Human Resources Committee, which is responsible for establishing the compensation for the NEOs, designed the 2018 compensation program to align the long-term interests of the NEOs with that of shareholders to maximize shareholder value.

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Proxy Statement Summary

**2018 Executive Compensation Program Components**

Type	Form	Terms
Fixed Pay	Base Salary	Set annually by the Human Resources Committee based upon Market Data, executive performance and other factors.
	Executive Incentive Plan	Cash incentive pay based upon the Company's diluted earnings per share ("EPS"), safety performance and customer-focused measures with an individual performance modifier.
Short-term incentives	Performance Share Units ("PSUs")	70% of the value of the long-term incentive award is paid in the form of PSUs. PSUs have a three-year performance period with the award amount dependent on total shareholder return compared to utility industry peers.
	Restricted Stock Units ("RSUs")	30% of the value of the long-term incentive award is paid in the form of time-based RSUs. RSUs have a vesting period of approximately 38 months.
Long-term incentives	Retirement Benefits	Employee benefit plans available to all employees, including 401(k) savings and pension plans.
	"Double-Trigger"	Supplemental retirement benefits that provide certain benefits not available due to tax limitations.
	Change of Control Protections	Deferred compensation program that provides the opportunity to defer part of base salary and short-term incentives, with earnings on the deferrals based on market rates.
	Limited Perquisites	Change of control severance pay and accelerated vesting of PSUs and RSUs require both (i) a change of control and (ii) a qualifying termination of employment.
Other	Perquisites	Company provides limited perquisites to the NEOs, such as financial and tax planning.

**Fiscal 2018 Executive Compensation Highlights**

The Company's pay-for-performance program led to the following actual 2018 compensation being earned:

2018 annual short-term incentive base awards based on EPS, safety performance and customer-focused measures were earned at 184.79 percent of target, subject to the individual performance modifications discussed under "EXECUTIVE COMPENSATION MATTERS — Compensation Discussion and Analysis" below. This payout reflected strong financial and operational performance by the Company in 2018 that was due, in part, to the successful execution of the Company's strategy, the benefit from favorable weather, improved co-worker engagement, enhanced reliability of its operations for the benefit of customers, strategic capital allocation, disciplined cost management and achieving constructive regulatory and legislative outcomes.

The long-term incentive awards made in 2016 were earned at 200 percent of target based on our strong TSR relative to the defined PSU peer group over the three-year measurement period (2016-2018), which was primarily driven by share price appreciation of approximately 51 percent. The January 1, 2016 PSU awards increased in value from \$43.23 per share on the grant date to \$65.23 per share as of December 31, 2018. Ameren ranked first out of the 17-member peer group. In addition, during the period, the Company's TSR significantly outperformed the S&P 500 Utility Index and the Philadelphia Utility Index, as shown on page 7. This strong performance was attributable to the successful execution of the Company's strategy that is delivering superior value to customers and shareholders.

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## Proxy Statement Summary

The Company's compensation program for 2018 was similar to the 2017 program, which was approved by approximately 93 percent of votes by shareholders entitled to vote and represented at the Company's 2018 annual meeting. Highlights of the Company's 2018 executive compensation program include:

pay opportunities appropriate to the size of the Company when compared to other companies in the utility industry;  
 a heavily performance-based pay program using multiple performance measures;  
 full disclosure of the financial performance drivers used in our incentives, in numeric terms;  
 a long-term incentive program that was primarily performance-based and aligned with shareholder interests through a link to stock price and measurement of stock performance versus peer companies;  
 a "clawback" provision for annual and long-term incentives in the event of financial restatements or conduct or activity that is detrimental to the Company or violates the confidentiality or non-solicitation provisions of the award;  
 stock ownership requirements for NEOs (and other senior executives), which align the interests of those executives and shareholders;  
 a prohibition against directors and executive officers pledging Company securities and against any transaction by directors and employees of the Company and its subsidiaries which hedges (or offsets) any decrease in the value of Company equity securities;  
 limited perquisites;  
 no excise tax gross-ups for change of control plan participants who began participating in the plan on or after October 1, 2009;  
 no backdating or repricing of equity-based compensation; and  
 retention of an independent compensation consultant engaged by, and who reports directly to, the Human Resources Committee.

**ITEM 3****Ratification of PwC as Our Independent Registered Public Accounting Firm**

The Audit and Risk Committee of the Board has appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Consistent with good governance practices, the Company is asking shareholders to ratify the appointment of PwC.

The Board unanimously recommends a vote **"FOR"** the ratification of the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Set forth below is summary information with respect to PwC's fees for services provided in fiscal 2018 and fiscal 2017.

	<b>Year Ended December 31, 2018 (\$)</b>	<b>Year Ended December 31, 2017 (\$)</b>
Audit Fees	3,788,025	3,921,725
Audit-Related Fees	20,000	20,000
Tax Fees	—	75,000
All Other Fees	62,600	91,585

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### Corporate Governance

#### **ITEM 1**

#### **Election of Directors**

The nominees for director include 11 independent directors and the Company's chairman, president and CEO.

The board believes that the diverse skills, experiences and perspectives represented by the nominees will continue to support effective oversight of the Company's strategy and performance.

For more information about the nominees' qualifications, skills, and experiences, please see pages 14-20.

#### **BOARD RECOMMENDATION FOR ELECTION OF DIRECTORS**

The Board unanimously recommends a vote "**FOR**" each of the 12 director nominees.

Twelve directors are to be elected at the Annual Meeting to serve until the next annual meeting of shareholders and until their respective successors have been duly elected and qualified. In the absence of instructions to the contrary, executed proxies will be voted in favor of the election of the persons listed below. In the event that any nominee for election as director should become unavailable to serve, votes will be cast for such substitute nominee or nominees as may be nominated by the Nominating and Corporate Governance Committee of the Board of Directors and approved by the Board of Directors, or the Board of Directors may reduce the size of the Board in accordance with the Company's By-Laws and Restated Articles of Incorporation. The Board of Directors knows of no reason why any nominee will not be able to serve as director. The 12 nominees for director who receive the vote of at least a majority of the shares entitled to vote in the election of directors and represented in person or by proxy at the meeting at which a quorum is present will be elected. Shareholders may not cumulate votes in the election of directors. In the event that any nominee for reelection fails to obtain the required majority vote, such nominee will tender his or her resignation as a director for consideration by the Nominating and Corporate Governance Committee of the Board of Directors. The Nominating and Corporate Governance Committee will evaluate the best interests of the Company and its shareholders and will recommend to the Board the action to be taken with respect to any such tendered resignation. If there is a nominee, other than a nominee for reelection, who fails to obtain the required majority vote, such nominee will not be elected to the Board.

### **Information Concerning Nominees to the Board of Directors**

The Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, has unanimously nominated the 12 directors named below for reelection. In accordance with the Board's retirement age policy, Mr. Galvin and Dr. Jackson will not stand for reelection. The Board wishes to thank Mr. Galvin and Dr. Jackson for their exemplary service and dedication to the Company.

If elected, each nominee will serve until the 2020 annual meeting of shareholders. Each nominee has consented to being nominated for director and has agreed to serve if elected.

In addition to the specific experiences, qualifications, attributes or skills detailed below, each nominee has demonstrated the highest professional and personal ethics, a broad experience in business, government, education or technology, the ability to provide insights and practical wisdom based on their experience and expertise, a commitment to enhancing shareholder value, compliance with legal and regulatory requirements, and the ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Company.



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Corporate Governance

In assessing the composition of the Board of Directors, the Nominating and Corporate Governance Committee recommends Board nominees so that, collectively, the Board is balanced by having the necessary experience, qualifications, attributes and skills and that no nominee is recommended because of one particular criterion, except that the Nominating and Corporate Governance Committee does believe it appropriate for at least one member of the Board to meet the criteria for an “audit committee financial expert” as defined by SEC rules. See “— Board Composition and Refreshment — Consideration of Director Nominees” below for additional information regarding director nominees and the nominating process.

No arrangement or understanding exists between any nominee and the Company or, to the Company’s knowledge, any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. There are no family relationships between any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer.

All of the nominees are currently directors of the Company and, except for Mr. Dickson and Ms. Eder, all of the nominees were elected by shareholders at the Company’s prior annual meeting. Mr. Dickson and Ms. Eder were each recommended by a nationally-recognized, leading third-party search firm retained by the Nominating and Corporate Governance Committee prior to their nominations and elections as directors.

**Qualifications and Experience**

<b>Board Tenure</b>	5	8	4	1	1	10	4	6	1	14	9	10
<b>Age</b>	57	65	67	56	49	58	63	62	56	66	63	70
<b>Active Executive</b>												
<b>Customer Relations or Consumer Orientation Experience</b>												
<b>Cyber / I.T. / Digital</b>												
<b>Diversity (Gender)</b>												
<b>Diversity (Race/Ethnicity)</b>												
<b>Financial or Banking Experience</b>												
<b>Legal Experience</b>												
<b>Nuclear Experience</b>												
<b>Operations Experience</b>												
<b>Serves on Other Public Boards</b>												
<b>Utilities / Regulatory Experience</b>												
<b>14 Ameren Corporation</b>												

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Corporate Governance

**Warner L. Baxter**

Chairman, President and Chief Executive Officer of the Company

Director since: **2014**

Age: **57**

**OUTSIDE DIRECTORSHIPS:**

U.S. Bancorp, December 2015–Present  
UMB Financial Corporation, 2013–October 2015

**EXECUTIVE EXPERIENCE:**

Mr. Baxter began his career with Ameren Missouri in 1995 as Assistant Controller. He was named Controller of Ameren Missouri in 1996. Following the 1997 merger of Ameren Missouri and CIPSCO Incorporated, he served as Vice President and Controller of Ameren and Ameren Services. In 2001, Mr. Baxter was named Senior Vice President, Finance. From 2003 to 2009, Mr. Baxter was Executive Vice President and Chief Financial Officer of Ameren and certain of its subsidiaries, where he led the finance, strategic planning and enterprise risk management functions. From 2007 to 2009, he was also President and Chief Executive Officer of Ameren Services. From 2009 to 2014, Mr. Baxter served as the Chairman, President and Chief Executive Officer of Ameren Missouri. On February 14, 2014, Mr. Baxter succeeded Thomas R. Voss as President of the Company. Mr. Baxter succeeded Mr. Voss as Chief Executive Officer of the Company on April 24, 2014 and as Chairman of the Board on July 1, 2014. Prior to joining Ameren, Mr. Baxter served as senior manager in PwC's national office in New York City from 1993 to 1995. From 1983 to 1993, Mr. Baxter worked in PwC's St. Louis office, where he provided auditing and consulting services to clients in a variety of industries.

Mr. Baxter served as a director of Ameren Missouri from 1999 to 2014, and as a director of Ameren Illinois from 1999 to 2009.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Baxter's extensive executive management and leadership experience; strong strategic planning, regulatory, accounting, financial, industry, risk management, government relations, operations and compensation skills and experience; tenure with the Company (and its current and former affiliates); and tenure and contributions as a current Board member, the Board concluded that Mr. Baxter should serve as a director of Ameren.

**Catherine S. Brune**

Retired President, Allstate Protection Eastern Territory of Allstate Insurance Company

Director since: **2011**

Age: **65**

**EXECUTIVE EXPERIENCE:**

Ms. Brune served as President of Allstate, a personal lines insurer, from October 2011 to November 2013 and oversaw Property/Casualty operations in 23 states and Canada. Ms. Brune worked in various managerial capacities for Allstate from 1976 to 2013. She was elected the company's youngest officer in 1986, moving into information technology in the early 1990s. In 2002, Ms. Brune was named Allstate's Senior Vice President, Chief Information Officer. Ms. Brune was a member of Allstate's senior leadership team. Ms. Brune retired from Allstate in November 2013.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Ms. Brune's extensive executive management and leadership experience as a former President and Chief Information Officer of a leading insurance company; strong information and technology, strategic planning, financial, regulatory, compensation, operations, customer relations, risk management and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Ms. Brune should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Audit and Risk Committee  
Nominating and Corporate Governance Committee

**OUTSIDE DIRECTORSHIPS:**

None

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Corporate Governance

**J. Edward Coleman**

Executive Chairman of CIOX Health

Director since: **2015**

Age: **67**

**STANDING BOARD COMMITTEES:**

Audit and Risk Committee  
Nuclear and Operations Committee

**OUTSIDE DIRECTORSHIPS:**

Lexmark International, Inc., 2010–2016  
Unisys Corporation, 2008–2014

**EXECUTIVE EXPERIENCE:**

Mr. Coleman serves as the Executive Chairman of CIOX Health, a health information management firm. Mr. Coleman previously served as the Chief Executive Officer of CIOX Health from May 2016 to June 2017. Mr. Coleman served as Chairman and Chief Executive Officer of Unisys Corporation from October 2008 to December 2014. He previously served as Chief Executive Officer of Gateway, Inc. from 2006 to 2008, as Senior Vice President and President of Enterprise Computing Solutions at Arrow Electronics from 2005 to 2006, and as Chief Executive Officer of CompuCom Systems, Inc. from 1999 to 2004 and as Chairman of the Board from 2001 to 2004. Earlier in his career, he held various leadership positions at Computer Sciences Corporation and IBM Corporation.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Coleman’s extensive executive management and leadership experience as a former chief executive officer of both private and publicly traded technology companies; strong strategic planning, financial, information technology, customer relations, compensation, operations and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Mr. Coleman should serve as a director of Ameren.

**Ward H. Dickson**

Executive Vice President and Chief Financial Officer of WestRock Company

Director since: **2018**

Age: **56**

**STANDING BOARD COMMITTEES:**

Audit and Risk Committee  
Finance Committee

**OUTSIDE DIRECTORSHIPS:**

None

**EXECUTIVE EXPERIENCE:**

Mr. Dickson serves as the Executive Vice President and Chief Financial Officer of WestRock Company. Mr. Dickson previously served as Executive Vice President and Chief Financial Officer of RockTenn Company, the predecessor of WestRock Company, from September 2013 to July 2015, and in various positions at Cisco Systems from February 2006 to September 2013, most recently as Senior Vice President of Finance.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Dickson’s extensive executive management and leadership experience as the Chief Financial Officer of an industrial manufacturing company and senior officer of a technology company, as well as significant accounting, financial, risk management, compensation and administrative skills and experience, the Board concluded that Mr. Dickson should serve as a director of Ameren.

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Corporate Governance

**Noelle K. Eder**

Executive Vice President and Chief Information and Digital Officer of Hilton Worldwide Holdings Inc.

Director since: **2018**

Age: **49**

**EXECUTIVE EXPERIENCE:**

Ms. Eder serves as the Executive Vice President and Chief Information and Digital Officer of Hilton Worldwide Holdings Inc. From November 2016 to March 2018, Ms. Eder served as the Chief Card Customer Experience Officer of Capital One Financial Corporation, and from September 2014 to November 2016, Ms. Eder served as Executive Vice President, Card Customer Experience of Capital One Financial Corporation. Earlier in her career, Ms. Eder held various positions at Intuit Inc., including as Senior Vice President and Chief Customer Care Officer from May 2013 to August 2014.

**SKILLS AND QUALIFICATIONS:**

Based primarily on Ms. Eder's extensive executive and leadership experience as the Executive Vice President and Chief Information and Digital Officer of a hospitality company, as well as strong consumer-oriented, digital, information technology, financial, risk management, and administrative skills and experience, the Board concluded that Ms. Eder should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Audit and Risk Committee  
Nuclear and Operations Committee

**OUTSIDE DIRECTORSHIPS:**

None

**Ellen M. Fitzsimmons**

Corporate Executive Vice President, General Counsel and Corporate Secretary of SunTrust Banks, Inc.

Director since: **2009**

Age: **58**

**EXECUTIVE EXPERIENCE:**

Ms. Fitzsimmons serves as the Corporate Executive Vice President, General Counsel and Corporate Secretary of SunTrust Banks, Inc. From 2003 to November 2017, Ms. Fitzsimmons served as Executive Vice President of Law and Public Affairs, General Counsel and Corporate Secretary of CSX Corporation, a transportation supplier, which she first joined in 1991. Ms. Fitzsimmons oversaw all legal, government relations and public affairs activities for CSX. During Ms. Fitzsimmons' tenure with CSX, her responsibilities included key roles in major risk and corporate governance-related areas.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Ms. Fitzsimmons' extensive executive and leadership experience as the Executive Vice President, General Counsel and Corporate Secretary of a financial services provider and of a transportation supplier; strong legal, government relations, public affairs, regulatory, accounting, financial, risk management, internal audit, compliance, corporate governance, compensation and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Ms. Fitzsimmons should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Finance Committee  
Nuclear and Operations Committee

**OUTSIDE DIRECTORSHIPS:**

None

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Corporate Governance

**Rafael Flores**

Former Senior Vice President and Chief Nuclear Officer of Luminant

Director since: **2015**

Age: **63**

**EXECUTIVE EXPERIENCE:**

Mr. Flores joined Luminant, a private Texas-based electric utility, in 1983 and served as Senior Vice President and Chief Nuclear Officer from 2009 to 2015. In this position, he oversaw operations at the Comanche Peak Nuclear Power Plant in Texas, reported nuclear matters directly to Luminant’s nuclear oversight advisory board and represented Luminant with the Nuclear Regulatory Commission, the Institute of Nuclear Power Operations, the Nuclear Energy Institute and on various committees and working groups in the nuclear industry.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Flores’ extensive executive and leadership experience as Senior Vice President and Chief Nuclear Officer of an electric utility; government relations, public affairs, regulatory, industry, risk management, compensation, operations and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Mr. Flores should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Nominating and Corporate Governance Committee  
Nuclear and Operations Committee

**OUTSIDE DIRECTORSHIPS:**

None

**Richard J. Harshman**

Executive Chairman and Retired President and Chief Executive Officer of Allegheny Technologies Incorporated

Director since: **2013**

Lead Director since: **2018**

Age: **62**

**EXECUTIVE EXPERIENCE:**

Mr. Harshman served as the Chairman, President and Chief Executive Officer of Allegheny Technologies Incorporated (ATI), a producer of specialty materials and components to the global electrical energy, aerospace and defense, oil and gas, chemical process industry, medical, and other diversified consumer and durable goods markets from May 2011 through December 2018. Mr. Harshman will be Executive Chairman of the Board of ATI until May 9, 2019, at which time he will retire after a 41-year career with the company. Prior to becoming Chairman, President and CEO, Mr. Harshman served as ATI’s President and Chief Operating Officer from August 2010 to May 2011, and Executive Vice President and Chief Financial Officer from December 2000 to August 2010.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Harshman’s extensive executive management and leadership experience as the Chairman, President and Chief Executive Officer, and previously Chief Financial Officer, of a specialty materials manufacturer; his significant strategic planning, financial, operations, regulatory, industry, customer relations, compensation and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Mr. Harshman should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Human Resources Committee  
Nuclear and Operations Committee (Chair)

**OUTSIDE DIRECTORSHIPS:**

Allegheny Technologies Incorporated, 2011–Present  
PNC Financial Services Group, Inc., 2019–Present

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Corporate Governance

**Craig S. Ivey**

Retired President of Consolidated Edison Company of New York, Inc.

Director since: **2018**

Age: **56**

**EXECUTIVE EXPERIENCE:**

Mr. Ivey served as President of Consolidated Edison Company of New York, Inc. (Con Edison) from 2009 through 2017. Con Edison provides electric service to approximately 3.4 million customers and delivers gas to approximately 1.1 million customers in New York City and Westchester County; it also operates the largest steam distribution system in the United States for customers in New York City. He previously served in various positions at Dominion Resources, an electric utility company in Virginia, from 1985 to 2009, most recently as Senior Vice President for Transmission and Distribution.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Ivey's extensive executive management and leadership experience as the President and Senior Vice President of regulated utility companies and his significant strategic planning, regulatory, industry, risk management, government relations, operations, and customer relations skills and experience, the Board concluded that Mr. Ivey should serve as a director of Ameren.

**James C. Johnson**

Retired General Counsel, Loop Capital Markets LLC

Director since: **2005**

Age: **66**

**EXECUTIVE EXPERIENCE:**

Mr. Johnson served as General Counsel of Loop Capital Markets LLC, a financial services firm, from November 2010 to December 2013. From 1998 until 2009, Mr. Johnson served in a number of responsible positions at The Boeing Company, an aerospace and defense firm, including serving as Vice President, Corporate Secretary and Assistant General Counsel from 2003 until 2007 and as Vice President and Assistant General Counsel, Commercial Airplanes, from 2007 until his retirement in March 2009.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Johnson's extensive executive management and leadership experience as the former General Counsel of a financial services firm and as the former Vice President, Corporate Secretary and Assistant General Counsel of an aerospace and defense firm; his strong legal, compliance, risk management, board-management relations, corporate governance, finance, regulatory and compensation skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Mr. Johnson should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

- Audit and Risk Committee
- Nuclear and Operations Committee

**OUTSIDE DIRECTORSHIPS:**

None

**STANDING BOARD COMMITTEES:**

- Human Resources Committee (Chair)
- Nominating and Corporate Governance Committee

**OUTSIDE DIRECTORSHIPS:**

- Hanesbrands Inc., 2006 Present
- Energizer Holdings, Inc., 2013 Present
- Edgewell Personal Care Company, 2015 Present

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Corporate Governance

**Steven H. Lipstein**

Former President and Chief Executive Officer of BJC HealthCare

Director since: **2010**

Age: **63**

**EXECUTIVE EXPERIENCE:**

Mr. Lipstein served as President and Chief Executive Officer of BJC HealthCare, one of the largest non-profit healthcare organizations in the United States, from 1999 through 2016, and as Chief Executive Officer through December 2017. From 1982 to 1999, Mr. Lipstein held various executive positions within The University of Chicago Hospitals and Health System and The Johns Hopkins Hospital and Health System. Mr. Lipstein served as Chairman of the Federal Reserve Bank of St. Louis from 2009 to 2011.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Lipstein's extensive executive management and leadership experience as the Chief Executive Officer and former President of a healthcare organization; strong strategic planning, banking, regulatory, financial, customer relations, operations, compensation and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Mr. Lipstein should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Human Resources Committee  
Finance Committee

**OUTSIDE DIRECTORSHIPS:**

BJC HealthCare (non-profit organization), 1999–2017

**Stephen R. Wilson**

Retired Chairman, President and Chief Executive Officer of CF Industries Holdings, Inc.

Director since: **2009**

Age: **70**

**EXECUTIVE EXPERIENCE:**

Mr. Wilson is the retired Chairman, President and Chief Executive Officer of CF Industries Holdings, Inc., a manufacturer and distributor of nitrogen fertilizer products. He served in those capacities from 2005 until his retirement in 2014, as President and Chief Executive Officer of CF Industries, Inc. (a predecessor company) from 2003 to 2005 and as Chief Financial Officer from 1991 to 2003.

**SKILLS AND QUALIFICATIONS:**

Based primarily upon Mr. Wilson's extensive executive management and leadership experience as the former Chairman, President and Chief Executive Officer and the former Chief Financial Officer of an industrial manufacturing company; strong strategic planning, financial, operations, risk management, regulatory, compensation, customer relations and administrative skills and experience; and tenure and contributions as a current Board and Board committee member, the Board concluded that Mr. Wilson should serve as a director of Ameren.

**STANDING BOARD COMMITTEES:**

Finance Committee (Chair)  
Human Resources Committee

**OUTSIDE DIRECTORSHIPS:**

CF Industries Holdings, Inc., 2005–2014  
Terra Nitrogen GP, Inc., 2010–2014  
GATX Corporation, 2014–Present  
Keytrade AG, 2016–Present

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Corporate Governance

**Board Composition and Refreshment**

The Nominating and Corporate Governance Committee regularly evaluates the composition of the Board in light of the Company’s strategy and the tenure of the members of the Board.

We maintain a director retirement age of 72. A director who attains age 72 must submit a letter to the Nominating and Corporate Governance Committee offering his or her resignation from the Board, effective with the end of the director’s elected term. The Nominating and Corporate Governance Committee will review the appropriateness of continued service on the Board of Directors by that director and make a recommendation to the Board of Directors and, if applicable, repeat such review annually thereafter. Mr. Galvin and Dr. Jackson will retire from the Board, effective immediately following the Annual Meeting, in accordance with this policy.

In addition, the Corporate Governance Guidelines provide that a director who undergoes a significant change with respect to principal employment is required to notify the Nominating and Corporate Governance Committee and offer his or her resignation from the Board. The Nominating and Corporate Governance Committee will then evaluate the facts and circumstances and make a recommendation to the Board whether to accept the offered resignation or request that the director continue to serve on the Board.

**Board Effectiveness**

The Board and the Committee have been actively focused on refreshment to ensure the Board continues to reflect an appropriate mix of skills, attributes and experiences.

**Outcomes**

- Three new directors over the past two years
- 50% of Board nominees are gender or ethnically diverse
- Further skills added to the Board over the last two years include:

**Steps to improve Board Effectiveness**

- Regular evaluation of the Board in light of the Company’s strategy
- Identify director candidates with diverse backgrounds and experiences
- Retirement age policy
- Commitment to robust director succession planning
- Annual Board and committee performance self-evaluations

- Customer relations experience
- Cyber / IT / Digital
- Financial experience
- Utilities / Regulatory experience
- Operations experience
- Active executive

In 2017 and 2018, the Nominating and Corporate Governance Committee engaged a nationally-recognized, leading third-party search firm to assist in identifying and evaluating potential director nominees. In 2018, three independent directors were added to the Board, in each case following extensive search and evaluation processes that included robust succession planning discussions at nearly all of the 2018 meetings of the Nominating and Corporate Governance Committee and the Board of Directors.

**Board Diversity**

<b>AGE</b>	<b>GENDER</b>	<b>RACE/ETHNICITY</b>	<b>TENURE</b>
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Corporate Governance

### Consideration of Director Nominees

The Nominating and Corporate Governance Committee will consider director nominations from shareholders in accordance with the Company's Policy Regarding Nominations of Directors ("Director Nomination Policy"), a copy of which can be found on the Company's website. The Nominating and Corporate Governance Committee will consider as a candidate any director of the Company who has indicated to the Nominating and Corporate Governance Committee that he or she is willing to stand for reelection as well as any other person who is recommended by any shareholders of the Company who provide the required information and certifications within the time requirements, as set forth in the Director Nomination Policy. The Nominating and Corporate Governance Committee may also undertake its own search process for candidates and may retain the services of professional search firms or other third parties to assist in identifying and evaluating potential nominees. In 2018, a nationally-recognized, leading third-party search firm was engaged by the Nominating and Corporate Governance Committee to assist in identifying and evaluating potential director nominees.

In considering a potential nominee for the Board, shareholders should note that in selecting candidates, the Nominating and Corporate Governance Committee endeavors to find individuals of high integrity who have a solid record of leadership and accomplishment in their chosen fields and who display the independence to effectively represent the best interests of all shareholders. Candidates are selected for their ability to exercise good judgment, to provide practical insights and diverse perspectives and to contribute to the regular refreshment of skill sets represented on the Board. Candidates also will be assessed in the context of the then-current composition of the Board, the average tenure of the Board, the operating requirements of the Company and the long-term interests of all shareholders. In conducting this assessment, the Nominating and Corporate Governance Committee will, in connection with its assessment and recommendation of candidates for director, consider diversity (including, but not limited to, gender, race, ethnicity, age, experience and skills), director tenure, board refreshment and such other factors as it deems appropriate given the then-current and anticipated future needs of the Board and the Company, and to maintain a balance of perspectives, qualifications, qualities and skills on the Board. In such cases, the Nominating and Corporate Governance Committee will direct its third-party search firm to provide a list of candidates dominated by certain underrepresented categories, such as women or racial or ethnic minorities. These focused searches have contributed to the diversity of the Company's current Board. The Nominating and Corporate Governance Committee considers and assesses the implementation and effectiveness of its diversity policy in connection with Board nominations annually. Although the Nominating and Corporate Governance Committee may seek candidates that have different qualities and experiences at different times in order to maximize the aggregate experience, qualities and strengths of the Board members, nominees for each election or appointment of directors will be evaluated using a substantially similar process and under no circumstances will the Nominating and Corporate Governance Committee evaluate nominees recommended by a shareholder of the Company pursuant to a process substantially different than that used for other nominees for the same election or appointment of directors.

The Nominating and Corporate Governance Committee considers the following qualifications at a minimum in recommending to the Board potential new Board members, or the continued service of existing members:

- the highest professional and personal ethics;
- broad experience in business, government, education or technology;
- ability to provide insights and practical wisdom based on their experience and expertise;
- commitment to enhancing shareholder value;
- sufficient time to effectively carry out their duties; their service on other boards of public companies should be limited to a reasonable number;
- compliance with legal and regulatory requirements;
- ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Company; and
- independence; a substantial majority of the Board shall consist of independent directors, as defined by the Company's Director Nomination Policy. See "*Board Structure –Director Independence*" below.

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### Corporate Governance

Other than the foregoing, there are no stated minimum criteria for director nominees, although the Nominating and Corporate Governance Committee may also consider such other factors as it may deem are in the best interests of the Company and its shareholders. The Nominating and Corporate Governance Committee does, however, believe it appropriate for at least one member of the Board to meet the criteria for an “audit committee financial expert” as defined by SEC rules. In addition, because the Company is committed to maintaining its tradition of inclusion and diversity within the Board, each assessment and selection of director candidates will be made by the Nominating and Corporate Governance Committee in compliance with the Company’s policy of non-discrimination based on race, color, religion, sex, national origin, ethnicity, age, disability, veteran status, pregnancy, marital status, sexual orientation or any other reason prohibited by law. The Nominating and Corporate Governance Committee considers and assesses the implementation and effectiveness of its diversity policy in connection with Board nominations annually to assure that the Board contains an effective mix of individuals to best advance the Company’s long-term business interests.

The Company’s Director Nomination Policy requires all directors standing for reelection to agree that in the event that any director fails to obtain the required majority vote at an annual meeting of shareholders, such director will tender his or her resignation as a director. The Nominating and Corporate Governance Committee will evaluate the best interests of the Company and its shareholders and will recommend to the Board the action to be taken with respect to such tendered resignation.

## **The Board’s Role and Responsibilities**

### Overview

The Board oversees the strategic direction of the Company in the long-term interests of the Company and its shareholders. The Board’s major responsibilities include:

- Overseeing enterprise risk management;
- Reviewing and approving strategic and operating plans, financial objectives and other significant actions;
- Creating and maintaining an effective governance structure, including appropriate Board composition and planning for Board succession;
- Overseeing our legal, regulatory and ethical compliance programs, including those relating to the preparation of financial statements and other public disclosures;
- Evaluating CEO and senior management performance and determining executive compensation; and
- Planning for CEO succession and monitoring management’s succession planning for other key executive officers.

### Risk Oversight Process

Given the importance of monitoring risks, the Board has charged its Audit and Risk Committee with oversight responsibility of the Company’s overall enterprise risk management process, which includes the identification, assessment, mitigation and monitoring of risks on a Company-wide basis. Our enterprise risk management program is a comprehensive, consistently applied management framework that is designed to ensure all forms of risk and opportunity are identified, reported and managed in an effective manner. Risk management is embedded into business processes and key decision making at all levels of the Company.

The Audit and Risk Committee meets on a regular basis to review the enterprise risk management processes, at which time applicable members of senior management provide reports to the Audit and Risk Committee. The Audit and Risk Committee coordinates this oversight with other committees of the Board having primary oversight responsibility for specific risks (see “— BOARD COMMITTEES” below). Each of the Board’s standing committees receives regular reports from members of senior management concerning its assessment of Company risks within the purview of such committee. Each such committee also has the authority to engage independent advisers. The risks that are not specifically assigned to a Board committee are considered by the Audit and Risk Committee through its oversight of the Company’s enterprise risk management process. The Audit and Risk Committee then discusses with members of senior management methods to mitigate such risks.

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Corporate Governance

Notwithstanding the Board’s oversight delegation to the Audit and Risk Committee, the entire Board is actively involved in risk oversight. The Audit and Risk Committee annually reviews for the Board which committees maintain oversight responsibilities described above and the overall effectiveness of the enterprise risk management process. In addition, at each of its meetings, the Board receives a report from the Chair of the Audit and Risk Committee, as well as from the Chair of each of the Board’s other standing committees identified below, each of which is currently chaired by an independent director. Through the process outlined above, the Board believes that its leadership structure provides effective oversight of the Company’s risk management.

**RISK MANAGEMENT OVERSIGHT STRUCTURE**

**Board of Directors**

Oversees all significant enterprise risks

<b>Audit and Risk Committee</b>	<b>Finance Committee</b>	<b>Human Resources Committee</b>	<b>Nominating and Corporate Governance Committee</b>	<b>Nuclear and Operations Committee</b>
<p>Enterprise risk management processes, including strategic, operational, and cybersecurity risks.</p> <p>Financial and accounting matters, including the independent registered public accountants, compliance with legal and regulatory requirements, and financial reporting and internal controls systems.</p>	<p>Financial affairs of the Company and its subsidiaries, including liquidity and financing matters, major capital investments and other significant transactions.</p>	<p>Compensation practices and policies relating to the CEO and executive management.</p> <p>Human capital management practices and policies, including diversity and inclusion.</p>	<p>Corporate governance, including Board and committee composition, key corporate governance policies and procedures, and public affairs matters.</p>	<p>Risks relating to the operation of the Company’s nuclear and other electric generation and electric and gas transmission and distribution services, including regulatory, environmental, reputation and business continuity risks.</p>

**Consideration of Risks Associated with Environmental, Social and Governance Matters**

We are committed to operating in a sustainable manner and are doing this by carefully balancing our key responsibilities to our customers and the communities we serve, our co-workers, our shareholders, and the environment. Reflecting this balanced approach to sustainability, Ameren’s commitment to strong corporate governance includes policies and principles that integrate ESG matters into our broader risk management and strategic planning initiatives. We are focused on ensuring that our corporate governance and enterprise risk management practices protect and enhance long-term shareholder value and reflect our environmental stewardship.

The full Board of Directors oversees environmental matters as they relate to policy and strategy, including those related to planning for the potential implications of climate-related risks. The Board routinely considers environmental issues (including climate issues) and assesses how they impact the Company’s operations, strategies and risk profile. The Company’s directors engage in vigorous discussions regarding these issues in which they express and consider diverse points of view. The Board has a diverse range of skills that make it well-positioned to address the risks and opportunities associated with environmental issues. These include extensive energy industry, strategic planning, financial, cyber, and regulatory experience, as well as environmental and legal expertise. In addition to the Board’s direct oversight, standing committees of the Board have the following responsibilities:

The Audit and Risk Committee oversees Ameren’s enterprise risk management program, which includes strategic and operational risks, as well as the processes, guidelines, and policies for identifying, assessing, monitoring, and mitigating such risks, which include climate-related risks.

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### Corporate Governance

The Nuclear and Operations Committee oversees and reviews the Company's operations, including safety, performance and compliance issues. This includes environmental compliance matters and related risk management policies and practices. Senior management updates the Nuclear and Operations Committee on all aspects of the Company's operations throughout the year, including long-term generation planning and compliance with environmental regulations.

The Nominating and Corporate Governance Committee oversees the Company's corporate governance, which includes review of the Company's proxy statements, shareholder proposals, the Company's responses to shareholder proposals and any reports the Company issues in response to shareholder proposals.

We provide extensive information regarding our sustainability initiatives through our website, including in our annual Corporate Social Responsibility report, our responses to the annual climate change and water surveys conducted by CDP (formerly known as the Carbon Disclosure Project), and our other filings with the SEC. In addition, we are among the initial steering committee members of, and are participating in, the Edison Electric Institute's ("EEI") ESG and sustainability-related reporting program. This program has developed a reporting framework to enable utility companies to provide the financial sector with key ESG and sustainability information on more uniform and consistent basis. EEI's reporting framework includes both a quantitative section with data on recent greenhouse gas emissions, as well as a 2005 baseline for comparison, and a qualitative section with a discussion of the company's ESG and sustainability strategy and governance. Our EEI ESG/Sustainability reports under this framework, which are available on our website at [www.amereninvestors.com/corporate-governance/EEI-ESG-Sustainability](http://www.amereninvestors.com/corporate-governance/EEI-ESG-Sustainability), include greenhouse gas emissions data and other ESG data.

In response to shareholder interest, we have recently issued two additional environmental reports:

In November 2018, following through on the shareholder proposal that received majority support at our 2018 annual shareholder meeting, we issued a report on our responsible management of coal combustion residuals ("CCR"). The report included a detailed discussion of our risk management, oversight and compliance measures with respect to our CCR storage facilities.

In March 2019, we issued a climate risk report that includes analysis of the impact of technological and policy changes that are consistent with limiting global warming. It describes the comprehensive steps Ameren is taking to meet its obligation to provide safe, reliable and affordable energy in an environmentally responsible manner to its customers and the communities it serves while effectively balancing climate-related risks. Among other things, this report leveraged the results of our participation in the Electric Power Research Institute's study regarding utility industry scenario analyses with respect to climate change.

### **Consideration of Risks Associated with Compensation**

In evaluating the material elements of compensation available to executives and other Company employees, the Human Resources Committee takes into consideration whether the Company's compensation policies and practices may incentivize behaviors that might lead to excessive risk taking. The Human Resources Committee, with the assistance of its independent compensation consultant, Meridian Compensation Partners, LLC ("Meridian"), and Company management, reviews the Company's compensation policies and practices each year for design features that have the potential to encourage excessive risk taking. The program contains multiple design features that manage or mitigate these potential risks, including:

an appropriate balance of fixed and variable pay opportunities;

caps on incentive plan payouts;

the use of multiple performance measures in the compensation program;

measurement of performance at the corporate level;

a mix between short-term and long-term incentives, with an emphasis for executives on rewarding long-term performance;

Committee discretion regarding individual executive awards;

oversight by non-participants in the plans;

a code of conduct, internal controls and other measures implemented by the Company;

anti-hedging and anti-pledging policies for executives;

a clawback provision in the 2014 Omnibus Incentive Compensation Plan (the "2014 Plan") and 2006 Omnibus Incentive Compensation Plan (the "2006 Plan") that applies to annual and long-term incentive plan grants; and

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### Corporate Governance

stock ownership requirements applicable to members of the Company's management team (including the NEOs, other officers who are subject to reporting under Section 16 of the Securities Exchange Act of 1934 (collectively, the "Section 16 Officers"), and other members of the Company's Senior Leadership Team and stock ownership guidelines applicable to all other members of the Company's management team.

Based upon the above considerations, the Human Resources Committee determined that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

### Management Succession Planning and Human Capital Management

The Board, consulting with the Human Resources Committee, the Chairman and Chief Executive Officer and others, as it considers appropriate, establishes and reviews policies and procedures regarding succession to the Chief Executive Officer position in the event of emergency or retirement. In furtherance thereof, the Board and the Human Resource Committee meet periodically in executive session to plan for succession with respect to the position of Chief Executive Officer and monitor management's succession planning for other key executives.

In 2018, the Human Resources Committee charter was amended to provide that the Human Resources Committee will review and discuss with management the Company's human capital management practices and policies, including diversity and inclusion initiatives.

### Shareholder Outreach and Engagement

The Company maintains an active shareholder engagement program to ensure regular communication with shareholders regarding areas of interest or concern. Each year, we conduct outreach to shareholders owning a significant percentage of our outstanding shares of Common Stock.

The Company's outreach meetings have historically focused on its governance practices, executive compensation, and environmental matters and oversight. Shareholder feedback and suggestions that we receive are reported to the Nominating and Corporate Governance Committee, the Human Resources Committee, the Nuclear and Operations Committee, or the entire Board, as applicable, for consideration. Our recent engagement efforts have influenced:

- the development and issuance of our report on CCR management;
- the development and issuance of our report on managing climate risk;
- the information presented in our EEI ESG/Sustainability reports;
- the presentation of an enhanced director skills matrix in the proxy statement;
- the presentation of an expanded discussion of our Board of Director refreshment process in the proxy statement; and
- the terms of our shareholder special meeting by-law that was adopted in February 2017.

## **Board Structure**

### Board Leadership Structure

The Company's By-Laws and Corporate Governance Guidelines delegate to the Board of Directors the right to exercise its discretion to either separate or combine the offices of Chairman of the Board and Chief Executive Officer. The Board annually considers the appropriate leadership structure for the Company and has concluded that the Company and its shareholders are best served by the Board retaining discretion to determine whether the same individual should serve as both Chairman of the Board and Chief Executive Officer. This decision is based upon the Board's determination of what is in the best interests of the Company and its shareholders, in light of then-current and anticipated future circumstances and taking into consideration succession planning, skills and experience of the individual(s) filling those positions, and other relevant factors. The independent members of the Board have determined that the

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### Corporate Governance

Board leadership structure that is most appropriate at this time, given the specific characteristics and circumstances of the Company and the skills and experience of Mr. Baxter, is a leadership structure that combines the roles of Chairman of the Board and Chief Executive Officer with Mr. Baxter filling those roles for the following primary reasons:

such a Board leadership structure with combined Chairman and Chief Executive Officer roles has previously served the Company and its shareholders well, and the Board expects that the structure will continue to serve them well, based primarily on Mr. Baxter's background, skills and experience, as detailed in his biography above;

pursuant to the Company's Corporate Governance Guidelines, when the Chairman of the Board is the Chief Executive Officer or an employee of the Company, the Company has a designated independent Lead Director (as defined and discussed below), selected by the Company's Nominating and Corporate Governance Committee and ratified by vote of the independent directors, with clearly delineated and comprehensive duties and responsibilities as set forth in the Company's Corporate Governance Guidelines, which provides the Company with a strong counterbalancing governance and leadership structure that is designed so that independent directors exercise oversight of the Company's management and key issues related to strategy and risk; only independent directors serve on all standing Board committees, including the Audit and Risk Committee, the Human Resources Committee and the Nominating and Corporate Governance Committee;

independent directors hold executive sessions of the Board at every regularly scheduled Board meeting that are led by the Lead Director, outside the presence of the Chairman, the Chief Executive Officer or any other Company employee, and meet in private session with the Chief Executive Officer at every regularly scheduled Board meeting;

the Company has established a Policy Regarding Communications to the Board of Directors for all shareholders and other interested parties;

the combined Chairman and Chief Executive Officer position continues to be the principal board leadership structure among public companies in the United States, including the Company's peer companies; and

there is no empirical evidence that separating the roles of Chairman and Chief Executive Officer improves returns for shareholders.

The Board recognizes that, depending on the specific characteristics and circumstances of the Company, other leadership structures might also be appropriate. A Board leadership structure that separates the roles of Chairman of the Board and Chief Executive Officer has previously served the Company and its shareholders well and may serve them well in the future. The Company is committed to reviewing this determination on an annual basis.

According to the Company's Corporate Governance Guidelines, when the Chairman of the Board is the Chief Executive Officer or an employee of the Company, the Nominating and Corporate Governance Committee of the Board of Directors will select an independent director to preside at or lead the executive sessions (which selection will be ratified by vote of the independent directors of the Board of Directors) (the "Lead Director"). The Company's Corporate Governance Guidelines provide that the Lead Director will serve a one-year term and that it is expected that the Lead Director will serve at least three and no more than five consecutive terms in order to facilitate the rotation of the Lead Director position while maintaining experienced leadership. The Company's Corporate Governance Guidelines set forth the authority, duties and responsibilities of the Board of Directors' Lead Director as follows:

preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;

convene and chair meetings of the independent directors in executive session at each Board meeting;

solicit the non-management directors for advice on agenda items for meetings of the Board;

serve as a liaison between the Chairman and Chief Executive Officer and the independent directors;

call meetings of the independent directors;

collaborate with the Chairman and Chief Executive Officer in developing the agenda for meetings of the Board and approve such agendas;

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### Corporate Governance

consult with the Chairman and Chief Executive Officer on and approve information that is sent to the Board;  
collaborate with the Chairman and the Chief Executive Officer and the Chairs of the standing Board committees in developing and managing the schedule of meetings of the Board and approve such schedules to assure that there is sufficient time for discussion of all agenda items; and  
if requested by major shareholders, ensure that he or she is available for consultation and direct communication.

In performing the duties described above, the Lead Director is expected to consult with the Chairs of the appropriate Board committees and solicit their participation. The Lead Director also performs such other duties as may be assigned to the Lead Director by the Company's By-Laws or the Board of Directors.

### Director Independence

Pursuant to NYSE listing standards, the Company's Board of Directors has adopted a formal set of categorical independence standards with respect to the determination of director independence. These standards are set forth in the Company's Director Nomination Policy. The provisions of the Director Nomination Policy regarding director independence meet and in some areas exceed the NYSE listing standards. In accordance with the Director Nomination Policy, in order to be considered independent a director must be determined to have no material relationship with the Company other than as a director.

The Director Nomination Policy specifies the criteria by which the independence of our directors will be determined.

Under the Director Nomination Policy, an "independent director" is one who:

has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company;  
is not an employee of the Company and no member of his or her immediate family is an executive officer of the Company;  
has not been employed by the Company and no member of his or her immediate family has been an executive officer of the Company during the past three years;  
has not received and no member of his or her immediate family has received more than \$120,000 per year in direct compensation from the Company in any capacity other than as a director or as a pension for prior service during the past three years;  
is not currently a partner or employee of a firm that is the Company's internal or external auditor; does not have an immediate family member who is a current partner of the Company's internal or external auditor; does not have an immediate family member who is a current employee of the Company's internal or external auditor and who personally works on the Company's audit; and for the past three years has not, and no member of his or her immediate family has been a partner or employee of the Company's internal or external auditor and personally worked on the Company's audit within that time;  
is not and no member of his or her immediate family is currently, and for the past three years has not been, and no member of his or her immediate family has been, part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another company that employs the director or an immediate family member of the director;  
is not an executive officer or an employee, and no member of his or her immediate family is an executive officer, of another company that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single year, exceeds the greater of \$1 million, or two percent of such other company's consolidated revenues during any of the past three years;  
is free of any relationships with the Company that may impair or appear to impair his or her ability to make independent judgments; and  
is not and no member of his or her immediate family is employed as an executive officer of a charitable organization that receives contributions from the Company or a Company charitable trust, in an amount which exceeds the greater of \$1 million or two percent of such charitable organization's total annual receipts.

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Corporate Governance

For purposes of determining a “material relationship,” the following standards are utilized:

any payments by the Company to a director’s primary business affiliation or the primary business affiliation of an immediate family member of a director for goods or services, or other contractual arrangements, must be made in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons; and the aggregate amount of such payments must not exceed two percent of the Company’s consolidated gross revenues; provided, however, there may be excluded from this two percent standard payments arising from (a) competitive bids which determined the rates or charges for the services and (b) transactions involving services at rates or charges fixed by law or governmental authority. For purposes of these independence standards, (i) immediate family members of a director include the director’s spouse, parents, stepparents, children, stepchildren, siblings, mother- and father-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone (other than domestic employees) who shares the director’s home and (ii) the term “primary business affiliation” means an entity of which the director or the director’s immediate family member is a principal/executive officer or in which the director or the director’s immediate family member holds at least a five percent equity interest.

In accordance with the Director Nomination Policy, the Board undertook its annual review of director and director nominee independence. During this review, the Board considered transactions and relationships between each director and director nominee or any member of his or her immediate family and the Company and its subsidiaries and affiliates. The Board also considered whether there were any transactions or relationships between directors, nominees or any member of their immediate family (or any entity of which a director, director nominee or an immediate family member is an executive officer, general partner or significant equity holder). As provided in the Director Nomination Policy, the purpose of this review was to determine whether any such relationships or transactions existed that were inconsistent with a determination that the director or nominee is independent.

In evaluating the independence of directors, the Board considered all transactions between the Company and entities with which the directors and nominees are associated. Directors Dickson, Eder, Fitzsimmons, Galvin, Harshman and Johnson are affiliated with companies that purchased services from and/or sold services to the Company or its subsidiaries, which services were either rate-regulated or competitively bid. Directors Eder, Fitzsimmons, Galvin and Harshman are affiliated with companies that purchased services from and/or sold services to the Company or its subsidiaries, which services were not rate-regulated or competitively bid but which were entered into in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons. In each case, the Board determined that the transactions were significantly below the thresholds under the director independence standards, under the NYSE requirements, and under the Company’s own standard for determining “material relationships” and did not affect the directors’ independence.

The Board also reviewed all contributions made by the Company and its subsidiaries to charitable organizations with which the directors or their immediate family members serve as an executive officer. The Board determined that the contributions were consistent with similar contributions, were approved in accordance with the Company’s normal procedures and were under the thresholds of the director independence requirements.

All of the referenced transactions discussed above were ordinary course commercial transactions made on an arm’s-length basis and on terms comparable to those generally available to unaffiliated third parties under the same or similar circumstances. The Board considered each of these transactions and relationships and determined that none of them was material or affected the independence of directors involved under either the general independence standards contained in the NYSE’s listing standards or the categorical standards contained in our Director Nomination Policy.



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### Corporate Governance

As a result of this review, the Board, at its meeting in February 2019, affirmatively determined that the following directors are independent under the standards set forth in the Director Nomination Policy: Catherine S. Brune, J. Edward Coleman, Ward H. Dickson, Noelle K. Eder, Ellen M. Fitzsimmons, Rafael Flores, Richard J. Harshman, Craig S. Ivey, James C. Johnson, Steven H. Lipstein and Stephen R. Wilson; and that Warner L. Baxter, as President and Chief Executive Officer of the Company, is not independent under the Director Nomination Policy. The Board also determined that Walter J. Galvin and Gayle P.W. Jackson, who are currently directors of the Company but who are not standing for reelection and will retire effective as of the Annual Meeting, are independent under such standards.

All members of the Audit and Risk Committee, the Human Resources Committee, the Nominating and Corporate Governance Committee, the Nuclear and Operations Committee and the Finance Committee of the Board of Directors are independent under the standards set forth in the Director Nomination Policy.

### Executive Sessions of Independent Directors

The independent directors meet privately in executive sessions to consider such matters as they deem appropriate, without management being present, as a routinely scheduled agenda item for every Board meeting. During 2018, all directors other than Mr. Baxter were independent (see “— Board Structure — Director Independence” above). Richard J. Harshman, who currently serves as the Lead Director, presides at the executive sessions. The Lead Director’s duties also include those detailed under “— Board Structure — Board Leadership Structure” above.

### Board Committees

The Board of Directors has a standing Audit and Risk Committee, Human Resources Committee, Nominating and Corporate Governance Committee, Nuclear and Operations Committee and Finance Committee, the chairs and members of which are recommended by the Nominating and Corporate Governance Committee, appointed annually by the Board and are identified below. The Audit and Risk Committee, Human Resources Committee and Nominating and Corporate Governance Committee are comprised entirely of non-management directors, each of whom the Board of Directors has determined to be “independent” as defined by the relevant provisions of the Sarbanes-Oxley Act of 2002, the NYSE listing standards and the Director Nomination Policy. In addition, the Nuclear and Operations Committee and the Finance Committee are currently comprised entirely of non-management directors, each of whom the Board has also determined to be “independent” under the Director Nomination Policy. A more complete description of the duties of each standing Board committee is contained in each standing Board committee’s charter available at [www.amereninvestors.com/corporate-governance](http://www.amereninvestors.com/corporate-governance).

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**Audit and Risk Committee**

Appoints and oversees the independent registered public accountants; pre-approves all audit, audit-related services and non-audit engagements with independent registered public accountants.

Ensures that the lead and concurring audit partners of the independent accountants are rotated at least every five years, as required by the Sarbanes-Oxley Act of 2002; considers a potential rotation of the independent accountant firm.

Evaluates the qualifications, performance and independence of the independent accountant, including a review and evaluation of the lead partner of the independent accountant, taking into account the opinions of management and the Company’s internal auditors, and presents its conclusions to the full Board on an annual basis.

Approves the annual internal audit plan, annual staffing plan and financial budget of the internal auditors; reviews with management the design and effectiveness of internal controls over financial reporting.

Reviews with management and independent registered public accountants the scope and results of audits and financial statements, disclosures and earnings press releases.

Reviews the appointment, replacement, reassignment or dismissal of the leader of internal audit or approves the retention of, and engagement terms for, any third-party provider of internal audit services; reviews the internal audit function.

Reviews with management the enterprise risk management processes, which include the identification, assessment, mitigation and monitoring of risks, including strategic, operational and cybersecurity risks, on a Company-wide basis.

Coordinates its oversight of enterprise risk management with other Board committees having primary oversight responsibilities for specific risks.

Oversees an annual audit of the Company’s political contributions; performs other actions as required by the Sarbanes-Oxley Act of 2002, the NYSE listing standards and its Charter.

Reviews with management the results of any cybersecurity risk assessments or audits, reports of investigations into significant cybersecurity events and assessments of the Company’s insurance coverage for significant cybersecurity operational risks.

Reviews investigatory, legal and regulatory matters that may have a material effect on financial statements.

Establishes a system by which employees may communicate directly with members of the Committee about accounting, internal controls and financial reporting deficiency.

Oversees the Company’s code of business conduct (referred to as its Principles of Business Conduct) and Code of Ethics for Principal Executive and Senior Financial Officers (see “— Board Practices, Policies and Processes — Corporate Governance Guidelines and Policies, Committee Charters and Codes of Conduct” below).

Meetings in 2018: 8

**Chair<sup>1</sup>**

Walter J. Galvin

**Members**

Catherine S. Brune

J. Edward Coleman

Ward H. Dickson

Noelle K. Eder

Craig S. Ivey

*Each of Walter J. Galvin, J. Edward Coleman and Ward H. Dickson qualifies as an “audit committee financial expert” as that term is defined by the SEC.*

<sup>(1)</sup> If reelected at the annual meeting, J. Edward Coleman will succeed Walter J. Galvin as Chair of the Audit and Risk Committee.  
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Corporate Governance

**Human Resources Committee**

Reviews and approves objectives relevant to the compensation of the Chief Executive Officer of the Company and Presidents of its subsidiaries as well as other executive officers.

Administers and approves awards under the incentive compensation plan.

Meetings in 2018: 6

Administers and approves incentive compensation plans, executive employment agreements, if any, severance agreements and change of control agreements.

**Chair**

James C. Johnson

Reviews with management, and prepares an annual report regarding, the Compensation Discussion and Analysis section of the Company's Form 10-K and proxy statement.

Acts on important policy matters affecting personnel; recommends to the Board amendments to those pension plans sponsored by the Company or any of its subsidiaries, except as otherwise delegated.

**Members**

Richard J. Harshman  
Steven H. Lipstein  
Stephen R. Wilson

Reviews with management the Company's human capital management practices, including diversity and inclusion initiatives.

Performs other actions as required by the NYSE listing standards and its Charter, including the retention of outside compensation consultants and other outside advisors.

Reviews the Company's compensation policies and practices to determine whether they encourage excessive risk taking.

**Nominating and Corporate Governance Committee**

Adopts policies and procedures for identifying and evaluating director nominees; identifies and evaluates individuals qualified to become Board members and director candidates, including individuals recommended by shareholders.

Reviews the Board's policy for director compensation and benefits.

Meetings in 2018: 11

Establishes a process by which shareholders and other interested persons will be able to communicate with members of the Board.

**Chair<sup>1</sup>**

Gayle P.W. Jackson

Develops and recommends to the Board corporate governance guidelines; oversees the Company's Related Person Transactions Policy (see "— Board Practices, Policies and Processes — Related Person Transactions Policy" below).

**Members<sup>2</sup>**

Catherine S. Brune  
Rafael Flores  
James C. Johnson

Assures that the Company addresses relevant public affairs issues from a perspective that emphasizes the interests of its key constituents (including, as appropriate, shareholders, employees, communities and customers); reviews and recommends to the Board shareholder proposals for inclusion in proxy materials.

Reviews semi-annually with management the performance for the immediately preceding six months regarding constituent relationships (including, as appropriate, relationships with shareholders, employees, communities and customers).

Performs other actions as required by the NYSE listing standards and its Charter, including the retention of independent legal counsel and other advisors.

If reelected at the annual meeting, Catherine S. Brune will succeed Gayle P.W. Jackson as Chair of the Nominating and Corporate Governance Committee.

<sup>(2)</sup> If reelected at the annual meeting, Steven H. Lipstein will join the Nominating and Corporate Governance Committee.

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Corporate Governance

**Nuclear and Operations Committee**

Meetings in 2018: 8

Oversees and reviews the Company’s nuclear and other electric generation and electric and gas transmission and distribution operations, including safety (including emergency preparedness and response), plant physical and cyber security, performance and compliance issues and risk management policies and practices related to such operations.

**Chair**

Richard J. Harshman

Reviews the impact of any significant changes in, and oversees compliance with, laws, regulations and standards specifically related to the Company’s facilities and operations.

Reviews the results of major inspections and evaluations by regulatory agencies and oversight groups and management’s response thereto.

**Members<sup>1</sup>**

J. Edward Coleman  
Noelle K. Eder  
Ellen M. Fitzsimmons  
Rafael Flores  
Craig S. Ivey  
Gayle P.W. Jackson

Reviews and reports to the Board on the effectiveness of management in operating and managing, and the principal risks (including regulatory, environmental, reputation and business continuity risks) related to, the Company’s operating facilities, including the Company’s nuclear energy center.

Advises the Human Resources Committee on appropriate safety and operational goals to be included in the Company’s executive compensation programs and plans.

Performs other actions as required by its Charter, including the retention of legal, accounting or other advisors.

If reelected at the annual meeting, J. Edward Coleman will no longer serve as a member of the Nuclear and Operations Committee.

**Finance Committee**

Meetings in 2018: 5

Oversees overall financial policies and objectives of the Company and its subsidiaries, including capital project review and approval of financing plans and transactions, investment policies and rating agency objectives.

Reviews and makes recommendations regarding the Company’s dividend policy.

**Chair**

Stephen R. Wilson

Reviews and recommends to the Board the capital budget of the Company and its subsidiaries; reviews, approves and monitors all capital projects with estimated capital expenditures of between \$25 million and \$50 million; recommends to the Board and monitors all capital projects with estimated capital costs in excess of \$50 million.

**Members<sup>1</sup>**

Ward H. Dickson  
Ellen M. Fitzsimmons  
Walter J. Galvin  
Steven H. Lipstein

Reviews and recommends to the Board the Company’s and its subsidiaries’ debt and equity financing plans.

Oversees the Company’s commodity risk assessment process, system of controls and compliance with established risk management policies and procedures.

Performs other actions as required by its Charter, including the retention of legal, accounting or other advisors.

If reelected at the annual meeting, J. Edward Coleman will join the Finance Committee and Steven H. Lipstein will no longer serve as a member.

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Corporate Governance

## **Board Practices, Policies and Processes**

### **History of Commitment to Good Governance Practices**

The Company has a history of strong corporate governance practices and is continuously focused on ensuring that its corporate governance practices protect and enhance long-term shareholder value. The Company's commitment to good corporate governance is demonstrated through practices such as:

#### **BOARD OF DIRECTORS**

Our entire Board is elected annually.

A majority voting standard is used to elect all directors.

Our Board is comprised entirely of independent directors, except for our CEO.

We have an independent Lead Director with clearly delineated and comprehensive duties and responsibilities.

We maintain a director retirement age of 72. Directors who attain age 72 must submit a letter offering to retire to the Nominating and Corporate Governance Committee for its consideration. Two directors will retire from the Board, effective immediately following the Annual Meeting, in accordance with this policy.

We require directors who undergo a significant change in their principal employment to offer their resignation to the Nominating and Governance Committee for its consideration.

Only independent directors serve on all standing Board committees, including the Audit and Risk Committee, the Human Resources Committee and the Nominating and Corporate Governance Committee of the Board. Each committee operates under a written charter that has been approved by the Board and is reviewed annually.

Our independent directors hold executive sessions of the Board at every regularly scheduled Board meeting that are led by the Lead Director, outside the presence of the Chairman, the Chief Executive Officer or any other Company employee, and meet in private session with the Chief Executive Officer at every regularly scheduled Board meeting.

The Board and each of the Board committees annually reviews its performance, structure and processes in order to assess how effectively it is functioning.

The Board conducts succession planning on an annual basis and regularly focuses on senior executive development.

The Board, and the Audit and Risk Committee of the Board, regularly consider key risks facing and regulations applicable to the Company.

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#### **SHAREHOLDER RIGHTS**

Shareholders representing not less than 25% of the Company's outstanding Common Stock have the right to call a special meeting of shareholders.

We have implemented proxy access for a single shareholder, or a group of up to 20 shareholders, who have held 3% of the Company's stock for at least 3 years to nominate the greater of 20% of the Board and two directors.

We do not have a shareholder rights plan ("poison pill") in place.

Other than a super-majority requirement (66.67%) to approve mergers as provided by Missouri state statute, we have no super-majority voting requirement for shareholder action. The Company removed the only super-majority voting requirement in its governing documents on December 14, 2012, and has not added any super-majority provision since that date.

Our directors may be removed without cause.

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Corporate Governance

### **Corporate Governance Guidelines and Policies, Committee Charters and Codes of Conduct**

The Board of Directors has adopted Corporate Governance Guidelines, a Director Nomination Policy, a Policy Regarding Communications to the Board of Directors, a Related Person Transactions Policy and written charters for its Audit and Risk Committee, Human Resources Committee, Nominating and Corporate Governance Committee, Nuclear and Operations Committee and Finance Committee. The Board of Directors also has adopted the Company's code of business conduct (referred to as Ameren's Principles of Business Conduct) applicable to all of the Company's directors, officers and employees, and the Company's Code of Ethics for Principal Executive and Senior Financial Officers. These documents and other items relating to the governance of the Company can be found on our website at [www.amereninvestors.com/corporate-governance](http://www.amereninvestors.com/corporate-governance). These documents are also available in print free of charge to any shareholder who requests them from the Office of the Company's Secretary.

### **Policy Regarding Communications to the Board of Directors**

The Board of Directors has adopted a policy for shareholders and other interested persons to send communications to the Board. Shareholders and other interested persons who desire to communicate with the Company's directors or a particular director may write to our principal executive offices, to the attention of the Head of Investor Relations: Ameren Corporation, Mail Code 202, 1901 Chouteau Avenue, St. Louis, Missouri 63103. E-mail communications to directors should be sent to [directorcommunication@ameren.com](mailto:directorcommunication@ameren.com). All communications must be accompanied by the following information: if the person submitting the communication is a shareholder, a statement of the number of shares of the Company's Common Stock that the person holds; if the person submitting the communication is not a shareholder and is submitting the communication to the Lead Director or the non-management directors as an interested party, the nature of the person's interest in the Company; any special interest, meaning an interest not in the capacity of a shareholder of the Company, of the person in the subject matter of the communication; and the address, telephone number and e-mail address, if any, of the person submitting the communication. Communications received from shareholders and other interested persons to the Board of Directors will be reviewed by the Head of Investor Relations, or such other person designated by all non-management members of the Board, and if such communications are not solicitations, advertisements or other forms of mass mailings, they will be forwarded by the Office of the Secretary to the Lead Director or applicable Board member or members as expeditiously as reasonably practicable.

### **Annual Assessment of Board, Board Committee and Individual Director Performance**

The Board of Directors annually reviews its performance, structure and processes in order to assess how effectively it is functioning. This assessment is implemented and administered by the Nominating and Corporate Governance Committee through an annual Board evaluation. Further, each of the Audit and Risk Committee, Human Resources Committee, Nominating and Corporate Governance Committee, Nuclear and Operations Committee and Finance Committee of the Board conducts an annual evaluation of its performance. After reviewing the Board evaluations, the Lead Director discusses the Board's effectiveness with each director individually. The Lead Director reports to the Board on the Board evaluations, and each committee chair reports to the applicable committee on the committee evaluations. The full Board of Directors discusses the Board evaluation and committee evaluation reports to determine what, if any, action could improve (1) Board and Board committee performance and (2) if necessary, a director's performance as it relates to the overall effectiveness of the Board.

In addition to the performance evaluations described above, the Nominating and Corporate Governance Committee also reviews annually the performance of all incumbent directors who are eligible for reelection at the Company's next annual meeting of shareholders.

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Corporate Governance

### **Board and Committee Meetings and Annual Meeting Attendance**

The Board of Directors held eight meetings during 2018. Each director attended at least 75 percent of the total meetings of the Board and Board committees on which he or she served during the year. The average attendance rate of all directors at Board and Board committee meetings in 2018 was 99 percent.

The Company has adopted a policy under which Board members are expected to attend each shareholders' meeting. At the 2018 annual meeting of shareholders, all of the then-incumbent directors were in attendance.

### **Standing Board Committee Governance Practices**

The standing Board committees focus on good governance practices. These include:

- requiring several meetings to discuss important decisions;
- receiving meeting materials well in advance of meetings; and
- conducting executive sessions with committee members only.

### **Director Orientation and Development**

Pursuant to the Company's Corporate Governance Guidelines, the Company provides an orientation program for newly elected directors of the Company. The program, which is conducted no more than six months after the meeting at which the new director is elected, includes:

- delivery of a director reference manual, which includes the Company's key governance and policy documents, recent SEC filings and other disclosure documents, and other organizational information;
- presentations by senior management to familiarize new directors with the Company's strategic plans; significant financial, accounting and risk management issues; internal and independent auditors; compliance programs, code of ethics, governance practices; significant litigation and regulatory matters; and principal officers and compensation structure; and
- visits to the Company's headquarters, and may include visits to certain of the Company's significant facilities.

The Board has also established a director development program that provides directors with the opportunity to receive substantive instruction on topical issues relating to the current and evolving responsibilities of directors of public companies and corporate governance matters. Through this program, each director has the opportunity to attend one or more development programs each year. In addition, the Board typically holds a development session in connection with each of its regularly scheduled meetings. These sessions include presentations by internal and external experts on key operational, financial, environmental or governance issues. In 2018, these sessions included presentations on cybersecurity, diversity and inclusion, crisis management, and energy industry trends.

### **Corporate Governance Guidelines**

The Board of Directors, in accordance with NYSE listing standards, has adopted a formal set of Corporate Governance Guidelines, which include certain director qualification standards, stock ownership requirements for directors, officers and other members of management.

### **Director Qualification Standards**

Pursuant to the Company's Corporate Governance Guidelines, directors are expected to advise the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee prior to accepting any other company directorship or any assignment to the audit committee or compensation committee of the board of directors of any other company of which such director is a member. Directors accepting a directorship (or equivalent position) with a not-for-profit organization are also expected to advise the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee before or promptly after accepting such a position.

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## **Stock Ownership Requirements**

### **Director Stock Ownership Requirement**

Since 2007, the Company has had a stock ownership requirement applicable to all of its non-management directors. Under this requirement, as set forth in the Company's Corporate Governance Guidelines, within the later of five years of the January 1, 2007 effective date or within five years after initial election to the Board, all non-management directors are required to own Company Common Stock equal in value to at least five times their base annual cash retainer and hold such amount of stock throughout their directorship.

If at any time a non-management director does not satisfy the stock ownership requirement, such director must retain at least 50 percent of the after-tax shares acquired by such director subsequent to January 1, 2012 under Ameren's equity compensation programs until the stock ownership requirement is satisfied.

All non-management directors currently satisfy the stock ownership requirement, with the exception of Directors Dickson, Eder and Ivey who became directors in 2018 and have until 2023 to meet this requirement.

### **Management Stock Ownership Requirement**

The Company has a stock ownership requirement for members of the Senior Leadership Team (which includes the NEOs) that fosters long-term Common Stock ownership and aligns the interests of the Senior Leadership Team and shareholders. The stock ownership requirement applicable to the Senior Leadership Team is included in the Company's Corporate Governance Guidelines. The requirement provides that each member of the Senior Leadership Team is required to own shares of Common Stock valued as a percentage of base salary as follows:

President and Chief Executive Officer of the Company: 5 times base salary;

Chief Financial Officer of the Company and each Company business segment President: 3 times base salary;

Other Section 16 Officers: 2 times base salary; and

All other members of the Senior Leadership Team: 1 times base salary.

If at any time a member of the Senior Leadership Team does not satisfy the applicable stock ownership requirement, such member of the Senior Leadership Team must retain at least 75 percent of the after-tax shares acquired upon the vesting and settlement of (i) the Senior Leadership Team member's awards that are then outstanding under the Company's equity compensation programs and (ii) any future awards granted to the Senior Leadership Team member under the Company's equity compensation programs, until the applicable stock ownership requirement is satisfied. All NEOs are in compliance with the stock ownership requirements, including taking into account any base salary increases for fiscal year 2019.

### **Related Person Transactions Policy**

The Board of Directors has adopted the Ameren Corporation Related Person Transactions Policy. This written policy provides that the Nominating and Corporate Governance Committee will review and approve Related Person Transactions (as defined below); provided that the Human Resources Committee will review and approve the compensation of each Company employee who is an immediate family member of a Company director or executive officer and whose annual compensation exceeds \$120,000. The Chair of the Nominating and Corporate Governance Committee has been delegated authority to act between Nominating and Corporate Governance Committee meetings.

The policy defines a "Related Person Transaction" as a transaction (including any financial transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships)) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000 and in which any Related Person (as defined below) had, has or will have a direct or indirect material interest, other than: (1) competitively bid or regulated public utility services transactions; (2) transactions involving trustee type services; (3) transactions in which the Related Person's interest arises solely from ownership



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Corporate Governance

of Company equity securities and all equity security holders received the same benefit on a pro rata basis; (4) an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction if (i) the compensation arising from the relationship or transaction is or will be reported pursuant to the SEC's executive and director compensation proxy statement disclosure rules or (ii) the executive officer is not an immediate family member of another executive officer or director and such compensation would have been reported under the SEC's executive and director compensation proxy statement disclosure rules as compensation earned for services to the Company if the executive officer was a named executive officer as that term is defined in the SEC's executive and director compensation proxy statement disclosure rules, and such compensation has been or will be approved, or recommended to our Board of Directors for approval, by the Human Resources Committee of our Board of Directors; or (5) compensation of or transaction with a director, if the compensation or transaction is or will be reported pursuant to the SEC's executive and director compensation proxy statement disclosure rules.

"Related Person" is defined as (1) each director, director nominee and executive officer of the Company, (2) any person who is known by the Company (or any subsidiary of the Company) to be the beneficial owner of more than five percent of any class of the Company's voting securities, (3) immediate family members of the foregoing persons and (4) any entity in which any of the foregoing persons is a general partner or principal or in a similar position or in which such person and all immediate family members of such person has a ten percent or greater beneficial interest.

The Office of the Secretary of the Company assesses whether a proposed transaction is a Related Person Transaction for purposes of the policy.

The policy recognizes that Related Person Transactions may, in some circumstances, be in the best interests of the Company and its shareholders.

The approval procedures in the policy identify the factors the Nominating and Corporate Governance Committee will consider in evaluating whether to approve or ratify Related Person Transactions or material amendments to pre-approved Related Person Transactions. The Nominating and Corporate Governance Committee will consider all of the relevant facts and circumstances available to the Nominating and Corporate Governance Committee, including (if applicable) but not limited to: the benefits to the Company; the actual or apparent conflict of interest of the Related Person in the event of the Related Person Transaction, including, but not limited to, the impact on a director's independence; the availability and costs of other sources for comparable products or services; the terms of the transaction; the terms available to or from unrelated third parties or to employees generally; and an analysis of the significance of the transaction to both the Company and the Related Person. The Nominating and Corporate Governance Committee will approve or ratify only those Related Person Transactions (a) that are in compliance with applicable SEC rules and regulations, NYSE listing requirements and the Company's policies, including but not limited to the Principles of Business Conduct and (b) that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Nominating and Corporate Governance Committee determines in good faith. The policy provides for the pre-approval by the Nominating and Corporate Governance Committee of certain Related Person Transactions up to one year prior to the commencement of the transaction. The Human Resources Committee will review and approve on an annual basis the compensation of each Company employee who is an immediate family member of a Company director or executive officer and whose total annual compensation exceeds \$120,000.

Based on the standards described above and certain determinations made by the Board discussed under "— Board Structure — Director Independence," we had no Related Person Transactions in 2018.

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Corporate Governance

**Director Compensation**

The following table sets forth the compensation paid to non-management directors for fiscal year 2018, other than reimbursement for travel expenses.

**2018 DIRECTOR COMPENSATION TABLE**

<b>Name</b>	<b>Fees Earned or Paid in Cash<sup>(1)</sup></b> (\$)	<b>Stock Awards<sup>(2)</sup></b> (\$)	<b>Option Awards<sup>(3)</sup></b> (\$)	<b>Non-Equity Incentive Plan Compensation<sup>(3)</sup></b> (\$)	<b>Change In Pension Value and Nonqualified Deferred Compensation Earnings<sup>(4)</sup></b> (\$)	<b>All Other Compensation</b> (\$)	<b>Total</b> (\$)
Brune	110,002	120,050	—	—	—	—	230,052
Coleman	115,003	120,050	—	—	—	—	235,053
Dickson	62,333	120,002	—	—	—	—	182,335
Eder	5,255	120,014	—	—	—	—	125,269
Fitzsimmons	111,253	120,050	—	—	—	—	231,303
Flores	110,002	120,050	—	—	—	—	230,052
Galvin	125,968	120,050	—	—	7,917	—	253,935
Harshman	136,532	120,050	—	—	—	—	256,582
Ivey	93,052	120,020	—	—	—	—	213,072
Jackson	113,752	120,050	—	—	—	—	233,802
Johnson	113,751	120,050	—	—	—	—	233,801
Lipstein	107,498	120,050	—	—	—	—	227,548
Wilson	112,500	120,050	—	—	—	—	232,550

(1) Represents the cash retainer and fees for service on the Board of Directors and its committees.

Annual grants of immediately vested shares of the Company's Common Stock equaling approximately \$120,000 were awarded to Directors Brune, Coleman, Fitzsimmons, Flores, Galvin, Harshman, Jackson, Johnson, Lipstein and Wilson on January 2, 2018. Grants of immediately vested shares of the Company's Common Stock equaling approximately \$120,000 were also awarded to Directors Ivey, Dickson, and Eder in connection with their respective elections to the Board on March 9, 2018, June 7, 2018 and December 15, 2018. As of December 31, 2018, Director Galvin had an aggregate of 28,559 deferred Stock Units (as defined below), Director Coleman had 6,921 deferred Stock Units, Director Flores had 6,921 deferred Stock Units, and Director Johnson had 12,690 deferred Stock Units accumulated in their deferral accounts from deferrals of annual stock awards, including additional deferred Stock Units credited as a result of dividend equivalents earned with respect to the deferred Stock Units (see "— Directors Deferred Compensation Plan Participation" below).

(2) Directors Deferred Compensation Plan Participation" below).

(3) No stock option awards or payouts under non-equity incentive plans were received by any non-management director in 2018.

Ameren does not have a pension plan for non-management directors. The amount in this column consists solely of the above-market earnings on cash compensation deferred with respect to plan years beginning on or prior to January 1, 2010 for deferrals made prior to January 1, 2010 (see "— Directors Deferred Compensation Plan Participation" below). There are no above-market or preferential earnings on compensation deferred with respect to plan years beginning on or after January 1, 2010

(4) for deferrals made on and after January 1, 2010.

**Role of Director Compensation Consultant**

The Nominating and Corporate Governance Committee directly retains Meridian to advise it with respect to director compensation matters. During 2018, Meridian conducted an outside director market pay analysis for the Nominating and Corporate Governance Committee, as discussed further under "— Director Compensation — Fees and Stock Awards" below, and attended a Nominating and Corporate Governance Committee meeting to discuss the analysis. Pursuant to policies and procedures established by the Board of Directors for the purpose of determining whether the work of any compensation consultant raised any conflict of interest, the Nominating and Corporate Governance Committee determined that with respect to director compensation-related matters, no conflict of interest was raised by the work of Meridian.



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Corporate Governance

**Fees and Stock Awards**

The compensation program for non-management directors is reviewed on an annual basis by the Nominating and Corporate Governance Committee with a view to provide a pay program that compensates non-management directors at the median of the market. During 2018, this review, in consultation with the Nominating and Corporate Governance Committee's independent director compensation consultant, included an evaluation of a comparative peer group of companies that was identical to the 2017 PSUP peer group (as discussed under "— Compensation Discussion and Analysis — Long-Term Incentive Compensation" in the proxy statement prepared in connection with the Company's 2018 annual meeting of shareholders) to determine the overall competitiveness of pay and prevalence of program features of Ameren's director compensation program.

As a result of the Nominating and Corporate Governance Committee's annual review, the Board of Directors approved the following changes to the non-management director compensation program, effective January 1, 2019: increasing the cash retainer for the chair of each of the Human Resources Committee, Nominating and Corporate Governance Committee, and Finance Committee by \$2,500; increasing the cash retainer for the Lead Director by \$5,000; and increasing the annual and initial grants of Company Common Stock by \$15,000. The 2019 non-management director compensation program consists of the following cash and stock-based compensation:

<b>Annual Cash Retainer</b>	\$90,000	
<b>Committee Retainers</b>	<b>Chair</b>	<b>Members</b>
Audit and Risk Committee	\$20,000	\$12,500
Nuclear and Operations Committee	\$20,000	\$12,500
Human Resources Committee	\$17,500	\$10,000
Nominating and Corporate Governance Committee	\$15,000	\$7,500
Finance Committee	\$15,000	\$7,500
<b>Additional Cash Retainer for Lead Director</b>	\$30,000	
<b>Equity Compensation</b>		
Annual Grant (on or about January 1)	\$135,000 of Common Stock	
Upon Initial Election to the Board	\$135,000 of Common Stock	
	Reimbursement of customary and usual travel expenses	
	Eligibility to participate in a nonqualified deferred compensation program as described below	

**Other Benefits****Directors Deferred Compensation Plan Participation**

The Ameren Corporation Deferred Compensation Plan for Members of the Board of Directors, as amended (the "Directors Deferred Compensation Plan"), offers non-management directors the option to defer all or part of their annual cash retainers, meeting fees and Company Common Stock share awards as described below. The deferred compensation plan available to directors prior to 2009 permitted non-management directors to defer only annual cash retainers and meeting fees. In 2018, each of Directors Eder, Galvin and Ivey elected to defer all of his or her annual cash retainers. Each of Directors Coleman, Flores, Galvin and Johnson elected to defer all of his 2018 stock award under the Directors Deferred Compensation Plan.

All deferrals of Company Common Stock awards pursuant to the Directors Deferred Compensation Plan are converted to "Stock Units," representing each share of Company Common Stock awarded to and deferred by the participant. Stock Units are not considered actual shares of Company Common Stock, and participants have no rights as an Ameren shareholder with respect to any Stock Units until shares of Company Common Stock are delivered in accordance with the Directors Deferred Compensation Plan. Participants will have the right to receive dividend equivalents on Stock Units as of each dividend payment date, which are to be converted to additional Stock Units on the dividend payment date in accordance with the 2006 Plan and the 2014 Plan, as applicable. The price used for converting dividend equivalents to additional Stock Units is the same as the price used for calculating the number of additional shares purchased as of such dividend payment date by Ameren's Deferred Compensation Plan record keeper.

All payments under the Directors Deferred Compensation Plan relating to deferrals of a director's Company Common Stock award (including dividend equivalents which will be converted into additional Stock Units) will be made in the form of one share of Company Common Stock for each whole Stock Unit and cash equal to the fair market value of each fraction of a Stock Unit credited to the participant's account.



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## Corporate Governance

With respect to annual cash retainer and meeting fees, deferred amounts, plus an interest factor, are used to provide payout distributions following completion of Board service and certain death benefits. In October 2009, the Company adopted an amendment to the Directors Deferred Compensation Plan which amended the portion of the Directors Deferred Compensation Plan relating to the interest crediting rates used for cash amounts deferred with respect to plan years commencing on and after January 1, 2010. In October 2010, the Company adopted an amendment to the Directors Deferred Compensation Plan for plan years beginning on and after January 1, 2011 to change the measurement period for the applicable interest rates for cash amounts deferred under such plan prior to January 1, 2010. Pursuant to the amended Directors Deferred Compensation Plan, cash amounts deferred (and interest attributable thereto) accrue interest at the rate to be applied to the participant's account balance depending on (1) the plan year for which the rate is being calculated and (2) the year in which the deferral was made, as follows:

**Table A**

Calculation for Plan Year	Deferral Date	Rate
Plan Years beginning prior to January 1, 2010	Deferrals prior to January 1, 2010	150 percent of the average of the monthly Mergent's Seasoned AAA Corporate Bond Yield Index rate (the "Directors Deferred Plan Index Rate") for the calendar year immediately preceding such plan year — for 2018 such interest crediting rate was 5.69 percent
Plan Years beginning on or after January 1, 2010	Deferrals on and after January 1, 2010	120 percent of the applicable federal long-term rate, with annual compounding (as prescribed under Section 1274(d) of the Internal Revenue Code of 1986, as amended (the "IRC")) ("AFR") for the December immediately preceding such plan year (the "Directors Deferred Plan Interest Rate") — for 2018 such interest crediting rate was 3.16 percent

After the participant director retires or dies, the deferred amounts (and interest attributable thereto) accrue interest as follows:

**Table B**

Calculation for Plan Year	Deferral Date	Rate
Plan Years beginning prior to January 1, 2010	Deferrals prior to January 1, 2010	Average monthly Mergent's Seasoned AAA Corporate Bond Yield Index rate (the "Directors Deferred Plan Base Index Rate") for the calendar year immediately preceding such plan year — for 2018 such interest crediting rate was 3.79 percent
Plan Years beginning on or after January 1, 2010	Deferrals on and after January 1, 2010	Directors Deferred Plan Interest Rate — for 2018 such interest crediting rate was 3.16 percent

As a result of the changes described in the narrative preceding the tables above, there are no above-market or preferential earnings on compensation deferred with respect to plan years beginning on or after January 1, 2010 for deferrals made on and after January 1, 2010.

A participant director may choose to receive the deferred amounts upon ceasing to be a member of the Company's Board of Directors at age 55 or over in a lump sum payment or in installments over a set period of up to 15 years. However, in the event a participant ceases being a member of the Company's Board of Directors prior to age 55, the balance in such participant's deferral account shall be distributed in a lump sum to the participant within 30 days of the date the participant ceases being a member of the Company's Board of Directors. In the event a participant ceases being a member of the Company's Board of Directors prior to age 55 and after the occurrence of a Change of Control (as hereinafter defined under "— Compensation Tables and Narrative Disclosures — Potential Payments Upon Termination or Change of Control"), the balance in such director's deferral account, with any interest payable as described in Table A above, shall be distributed in a lump sum to the director within 30 days after the date the director ceases being a member of the Company's Board of Directors. In the event that the Company ceases to exist or is no longer publicly traded on the NYSE or the NASDAQ Stock Market ("NASDAQ"), upon the occurrence of such Change of Control, any Stock Units held by a participating director will be converted to a cash value upon the Change of Control and thereafter will be credited with interest as described in Table A above until distributed. The cash value of the Stock Unit will equal the value of one share of Company Common Stock based upon the closing price on the NYSE or NASDAQ on the last trading day prior to the Change of Control.



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Executive Compensation Matters

**ITEM 2**

**Advisory Vote to Approve Executive Compensation (Say-on-Pay)**

The Company is asking shareholders to approve, on an advisory basis, the compensation of the executives named in the 2018 Summary Compensation Table in this proxy statement (the “Named Executive Officers”, or “NEOs”).

For more information about the NEOs’ compensation, please see the Executive Compensation discussion on pages 43-75.

**Board Recommendation for Advisory Vote to Approve Executive Compensation (Say-on-Pay)**

Your Board of Directors unanimously recommends a vote “**FOR**” the Advisory Approval of the Compensation of the named executive officers disclosed in this proxy statement.

In accordance with Section 14A of the Exchange Act, the Company is providing shareholders with the right to cast an advisory vote to approve the compensation of the NEOs at the Annual Meeting. This proposal, commonly known as a “say-on-pay” proposal, provides shareholders with the opportunity to endorse or not endorse the Company’s compensation program for NEOs through the following resolution:

“**RESOLVED**, that the shareholders approve, on an advisory basis, the compensation of the NEOs, as disclosed in the Compensation Discussion and Analysis, the compensation tables and other narrative executive compensation disclosures in this proxy statement.”

Please refer to the section entitled “Executive Compensation” of this proxy statement for a detailed discussion of our executive compensation principles and practices and the 2018 compensation of our NEOs. This vote is not intended to address any specific item of compensation, but rather the overall compensation principles and practices and the 2018 compensation of our NEOs.

As an advisory vote, this proposal is not binding on the Company. However, the Board of Directors values the opinions expressed by shareholders in their vote on this proposal and will consider the outcome of this vote when developing future compensation programs for NEOs. It is currently expected that shareholders will be given an opportunity to cast an advisory vote on this topic annually, with the next opportunity occurring in connection with the Company’s annual meeting in 2020.



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Executive Compensation Matters

**Executive Compensation**

*The information contained in the following Human Resources Committee Report shall not be deemed to be “soliciting material” or “filed” or “incorporated by reference” in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.*

**Human Resources Committee Report**

The Human Resources Committee (the “Committee”) of the Board of Directors discharges the Board’s responsibilities relating to compensation of the Company’s executive officers. The Committee approves and evaluates all compensation of executive officers, including salaries, bonuses and other compensation plans, policies and programs of the Company. The Committee also fulfills its duties with respect to the Compensation Discussion and Analysis and Human Resources Committee Report portions of the proxy statement, as described in the Committee’s Charter. The Compensation Discussion and Analysis has been prepared by management of the Company.

The Committee met with management of the Company and the Committee’s independent consultant to review and discuss the Compensation Discussion and Analysis. Based on the foregoing review and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement, and the Board approved that recommendation.

Human Resources Committee:

- James C. Johnson, Chairman**
- Richard J. Harshman**
- Steven H. Lipstein**
- Stephen R. Wilson**

**Compensation Discussion and Analysis**

**Executive Overview**

This Compensation Discussion and Analysis (“CD&A”) describes the compensation decisions made for 2018 with respect to our NEOs. Our NEOs are listed in the following table and the Summary Compensation Table on page 61.

**NAMED EXECUTIVE OFFICERS**

<b>Named Executive Officer</b>	<b>Title</b>
<b>Warner L. Baxter</b>	Chairman, President and Chief Executive Officer, Ameren
<b>Martin J. Lyons, Jr.</b>	Executive Vice President and Chief Financial Officer, Ameren
<b>Richard J. Mark</b>	Chairman and President, Ameren Illinois
<b>Michael L. Moehn</b>	Chairman and President, Ameren Missouri
<b>Gregory L. Nelson</b>	Senior Vice President, General Counsel and Secretary, Ameren

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Executive Compensation Matters

## **2018 Company Business Highlights**

The successful execution of our strategy drove strong results in 2018, as well as over the past five years. Key financial and operational highlights include the following:

### **Financial Highlights**

Ameren earned \$3.32 per diluted share on a GAAP basis and \$3.37 per diluted share on a core (non-GAAP) basis in 2018. The 2018 core earnings represented a strong 19 percent increase over 2017 core earnings of \$2.83 per diluted share. Core results for 2018 excluded non-cash charges of 5 cents per diluted share reflecting the revaluation of deferred taxes as a result of changes in federal income tax rates.\*

Execution of our strategy has also driven a strong 5-year compound annual earnings per share growth rate of greater than 7 percent from year-end 2013 to year-end 2018.

Ameren shares provided a TSR of approximately 14 percent in 2018, including an approximate 4 percent increase in the quarterly dividend during the fourth quarter of 2018. This was the fifth consecutive year the dividend was increased. For the three and five years ending December 31, 2018, Ameren shares provided a TSR of approximately 66 percent and 115 percent, respectively. These results meaningfully exceeded the total shareholder returns of the S&P 500 Utility and Philadelphia Utility indices for each of these periods.

The Company invested approximately \$2.3 billion in energy infrastructure to better serve customers, which also drove strong rate base growth of approximately 8 percent. Over the last 5 years, we have invested approximately \$10 billion in energy infrastructure, which drove robust compound annual rate base growth of approximately 8 percent. These investments have improved the safety and reliability of our electric and natural gas systems, improved the efficiency of our energy centers, enhanced our environmental footprint, and strengthened our cyber security posture while keeping our electric rates competitive and affordable.

### **Operational and Regulatory Highlights**

Ameren's residential electric rates remained well below the Midwest and national averages.

We achieved top quartile performance in our SAIFI performance, a standard customer reliability measure that indicates how often the average customer experiences a sustained interruption over a one-year period.

The Company achieved meaningful improvements in co-worker engagement, electric and gas system reliability and energy center performance.

Our Callaway nuclear energy center achieved strong safety and reliability performance, as evidenced by the fact that it experienced no unplanned outages during 2018.

To further facilitate cleaner energy resources and enhance system reliability in our region, Ameren Transmission Company of Illinois continued to make significant progress on its largest transmission project, Illinois Rivers, which is substantially complete.

In June 2018, SB 564 was enacted. SB 564 significantly enhances the Missouri electric regulatory framework to support investment by improving our ability to earn a fair return on capital investments. It is also expected to deliver significant benefits to customers, create a significant number of good-paying jobs, and better position Missouri for the future, all while maintaining strong MoPSC oversight and consumer protections. Our company now operates

under constructive regulatory frameworks that support investment in energy infrastructure in all of our business segments.

In June 2018, the MoPSC approved Ameren Missouri's Renewable Choice Program, which allows large commercial and industrial customers and municipalities to elect to receive up to 100 percent of their energy from renewable resources. Based on customer contracts, the program enables Ameren Missouri to supply up to 400 MW of renewable wind energy generation, up to 200 MW of which it could own.

Under its 2017 Integrated Resource Plan, Ameren Missouri is pursuing ownership of at least 700 MW of wind generation with multiple developers. In 2018, Ameren Missouri entered into agreements to acquire, after construction, two wind generation facilities for a total of up to 557 MW. The MoPSC has approved the acquisition of both facilities. Both transactions remain subject to obtaining a MISO transmission interconnection agreement, approval by the FERC, and other customary contract terms and conditions.

In November 2018, the ICC approved a \$72 million increase in Ameren Illinois' annual electric distribution service rates beginning in January 2019, as well as a \$32 million increase in Ameren Illinois' annual gas distribution service rates beginning in November 2018. In each case, these amounts were consistent with Ameren Illinois' request.

In December 2018, the MoPSC approved Ameren Missouri's energy efficiency plan. The plan included a three-year portfolio of customer energy-efficiency programs and a six-year plan for low-income energy-efficiency programs, along with a regulatory recovery mechanism. Ameren Missouri intends to invest \$226 million over the life of the plan.

\* See Appendix A for GAAP to core earnings reconciliation.

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Executive Compensation Matters

**2018 Executive Compensation Highlights**

The Company’s pay-for-performance program led to the following actual 2018 compensation being earned:

2018 annual short-term incentive base awards based on EPS, safety performance and customer-focused measures were earned at 184.79 percent of target, subject to the individual performance modifications described below. This payout reflected strong financial and operational performance by the Company in 2018 that was due, in part, to the successful execution of the Company’s strategy, the benefit from favorable weather, improved co-worker engagement, enhanced reliability of its operations for the benefit of customers, strategic capital allocation, disciplined cost management and achieving constructive regulatory and legislative outcomes.

The long-term incentive awards made in 2016 were earned at 200 percent of target based on our strong TSR relative to the defined PSU peer group over the three-year measurement period (2016-2018), which was primarily driven by share price appreciation of approximately 51 percent. The January 1, 2016 PSU awards increased in value from \$43.23 per share on the grant date to \$65.23 per share as of December 31, 2018. Ameren ranked first out of the 17-member peer group. In addition, during the period, the Company’s TSR significantly outperformed the S&P 500 Utility Index and the Philadelphia Utility Index, as shown on page 7. This strong performance was attributable to the successful execution of the Company’s strategy that is delivering superior value to customers and shareholders, as discussed elsewhere in this document.

**Guiding Objectives**

Our objective for compensation of the NEOs is to provide a competitive total compensation program that is based on the size-adjusted median of the compensation opportunities provided by similar utility companies, adjusted for our short- and long-term performance and the individual’s performance. The adjustment for our performance aligns the long-term interests of the NEOs with that of our shareholders to maximize shareholder value.

Our compensation philosophy and related governance features are executed by several specific policies and practices that are designed to align our executive compensation with long-term shareholder interests, including:

**What we do:**

Develop pay opportunities at the size-adjusted median of those provided by similar utility companies, with actual payouts dependent on our corporate short- and long-term performance and the individual’s performance.

Maintain a short-term incentives program that is entirely performance-based with the primary focus on our EPS and additional focus on safety and customer metrics and individual performance.

Design our long-term incentives program with the primary focus on our TSR versus that of a utility peer group.

Include in our short-term and long-term incentive awards “clawback” provisions that are triggered if the Company makes certain financial restatements, or if the award holder engages in conduct or activity that is detrimental to the Company or violates the confidentiality or customer or employee non-solicitation provisions.

Maintain stock ownership requirements for our Senior Leadership Team and non-management directors.

Provide only limited perquisites, such as financial and tax planning.

Change of control severance pay and accelerated vesting of PSUs and RSUs require both (i) a change of control and (ii) a qualifying termination of employment.

Engage an independent compensation consultant who reports directly to the Committee.

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**What we don’t do:**

No employment agreements.

No employee, officer or director is permitted to hedge Ameren securities.

No executive officer or director is permitted to pledge Ameren securities.

No tax “gross-up” payments on perquisites.

No dividends or dividend equivalents paid on unearned incentive awards.

No repricing or backdating of equity-based compensation awards.

No excise tax “gross-up” payments except for officers who became participants in the Change of Control Severance Plan prior to October 1, 2009.



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Executive Compensation Matters

**Overview of Executive Compensation Program Components**

In 2018, our compensation program for the NEOs consisted of several compensation elements, each of which is discussed in more detail below.

<b>Type</b>	<b>Form</b>	<b>Terms</b>
<b>Fixed Pay</b> <b>Short-term incentives</b>	Base Salary	Set annually by the Human Resources Committee based upon Market Data, executive performance, and other factors.
	Executive Incentive Plan	Cash incentive pay based on EPS, safety performance and customer-focused measures, with an individual performance modifier.
<b>Long-term incentives</b>	PSUs	70% of the value of the long-term incentive award is paid in the form of PSUs. PSUs have a three-year performance period with the award amount dependent on TSR compared to utility industry peers.
	RSUs	30% of the value of the long-term incentive award is paid in the form of time-based RSUs. RSUs have a vesting period of approximately 38 months.
		Employee benefit plans available to all employees, including 401(k) savings and pension plans.
<b>Other</b>	Retirement Benefits	Supplemental retirement benefits that provide certain benefits not available due to tax limitations.
	“Double-Trigger” Change of Control Protections	Deferred compensation program that provides the opportunity to defer part of base salary and short-term incentives, with earnings on the deferrals based on market rates.
	Limited Perquisites	Change of control severance pay and accelerated vesting of PSUs and RSUs require both (i) a change of control and (ii) a qualifying termination of employment. Company provides limited perquisites to the NEOs, such as financial and tax planning.

We also provide various health and welfare benefits to the NEOs on substantially the same basis as we provide to all salaried employees.

Each element is reviewed individually and considered collectively with other elements of our compensation program to ensure that it is consistent with the goals and objectives of that particular element of compensation as well as our overall compensation program.

**2018 Fixed Versus At-Risk Compensation**

**CEO**

**OTHER NAMED EXECUTIVE OFFICERS (AVERAGE)**

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Executive Compensation Matters

### 2018 Total Cash Versus Equity-Based Compensation

**CEO**

**OTHER NAMED EXECUTIVE OFFICERS (AVERAGE)**

### Market Data and Compensation Peer Group

In October 2017, the Committee's independent consultant collected and analyzed comprehensive data regarding similar utility industry companies, including base salary, target short-term incentives (non-equity incentive plan compensation) and long-term incentive opportunities. The industry data was obtained from a proprietary database maintained by Aon Hewitt.

The elements of pay were benchmarked both individually and in total to the same comparator group.

Compensation opportunities for the NEOs were compared to the size-adjusted median of the compensation opportunities for comparable positions provided by similar utility companies (the "Market Data"), defined as regulated utility industry companies in a revenue size range approximately one-half to double our size, with a few exceptions (our "compensation peers"). The Committee's independent consultant used statistical techniques to adjust the data to be appropriate for our revenue size. Our compensation peers have a range of revenues, but because of the use of regression analysis, this did not necessarily impact the Market Data.

We provide compensation opportunities at levels indicated by the Market Data, and design our incentive plans to pay more or less than the target amount when performance is above or below target performance levels, respectively. Thus, our plans are designed to result in payouts that are market-appropriate given our performance for that year or period.

The companies identified as the "compensation peers" used to develop 2018 compensation opportunities from the above-described data are listed in the graphic below. The list is subject to change each year depending on merger and acquisition activity, the availability of the companies' data through Aon Hewitt's database and the continued appropriateness of the companies in terms of size and industry in relationship to the Company.

### PSU Peer Group

For purposes of measuring our relative TSR performance for our PSU awards, we use an overlapping but distinct peer group (the "PSUPeer Group"). The 2018 PSU Peer Group was established as of December 2017 using the following criteria:

Classified as an "NYSE Investor Owned Utility," within SNL Financial LC's SEC/Public Companies Power Database.

Market capitalization greater than \$2 billion.

Minimum S&P credit rating of BBB- (investment grade).

Dividends flat or growing over the last twelve-month period.

Not an announced acquisition target.

Not undergoing a major restructuring including, but not limited to, a major spin-off or sale of a significant asset.

The 20 companies included in the 2018 PSU Peer Group as of January 1, 2018 are listed in the graphic below. These PSU Peer Group companies are not entirely the same as the compensation peers used for market pay comparisons, because inclusion in this group was not dependent on a company's revenues relative to Ameren or its participation in an executive pay database. At the end of the performance period, the final 2018 PSU Peer Group may be impacted by acquisition and restructuring events.

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Executive Compensation Matters

**COMPARISON OF COMPENSATION PEER GROUP AND PSU PEER GROUP**

**Mix of Pay**

We believe that both cash compensation and noncash compensation are appropriate elements of a total rewards program. Cash compensation is short-term compensation (i.e., base salary and annual incentive awards), while noncash compensation is generally long-term compensation (i.e., equity-based incentive compensation).

A significant percentage of total compensation is allocated to short-term and long-term incentives as a result of the philosophy mentioned above. During 2018, there was no pre-established policy or target for the allocation between either cash and noncash or short-term and long-term compensation. Rather, the Committee reviewed the Market Data provided by its consultant to determine the appropriate level and mix of incentive compensation. The allocation between current and long-term compensation was based primarily on competitive market practices relative to base salaries, annual incentive awards and long-term incentive award values. By following this process, the impact on executive compensation is to increase the proportion of pay that is at risk as an individual's responsibility within the Company increases and to create long-term incentive opportunities that exceed short-term opportunities for NEOs.

**Base Salary**

Our base salary program is designed to reward the NEOs with market competitive salaries based upon role, experience, competence and sustained performance.

We determine the amount for base salary by referencing the Market Data discussed above. Based on this data and the scope of each NEO's role, a base salary range was established for each position at +/- 20 percent of the established market rate for the position. The base salary of each NEO is typically managed within this pay range.



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### Executive Compensation Matters

In 2017, Mr. Baxter (our Chairman, President and Chief Executive Officer) recommended a 2018 base salary increase for each of the other NEOs considering the executive's then-current salary in relation to the Market Data, experience and sustained individual performance and results. These recommendations, which took into account the Market Data provided by the Committee's compensation consultant, were presented to the Committee for discussion and approval at the December 2017 Committee meeting. Increases were approved based on the Market Data and base salary range, experience, individual performance and the need to retain an experienced team. Performance takes into account competence, initiative, leadership and contribution to achievement of our goals.

In December 2017, the Committee also approved an increase to the 2018 base salary of Mr. Baxter from \$1,075,000 to \$1,140,000 in connection with Mr. Baxter's annual performance review. The Committee's decision to adjust Mr. Baxter's base salary was based on a number of factors, including his performance as the Company's Chief Executive Officer and the Committee's review of the Market Data for the chief executive officer position.

### Short-Term Incentive Compensation: Executive Incentive Plan

#### 2018 Ameren Executive Incentive Plan

The Ameren Executive Incentive Plan ("EIP") for 2018 was designed to reward the achievement of Ameren's EPS performance, safety performance, customer-focused measures relating to reliability and affordability, and individual performance. We choose to pay it to incentivize higher annual corporate and individual performance.

#### How the EIP Works

For 2018, the EIP (the "2018 EIP") was comprised of the following components:

- Ameren diluted earnings per share ("EPS") (80% weight);
- safety, as measured by co-worker to co-worker interactions (10% weight);
- customer-focused measures, including three quantitative measures relating to reliability and affordability (10% weight); and
- an individual performance modifier.

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Executive Compensation Matters

**Targets for 2018 EPS, Co-Worker to Co-Worker Safety Interactions and Customer-Focused Measures****EPS, Co-Worker to Co-Worker Safety Interactions and Customer-Focused Measures**

The Committee established threshold, target and maximum levels of goals for each of Ameren EPS, co-worker to co-worker (“c2c”) safety interactions and three customer-focused measures (System Average Interruption Frequency Index (“SAIFI”), Equivalent Availability Base Load Coal Fleet (“EA”) and the Callaway Nuclear Energy Center Performance Index (“CPI”)) under the 2018 EIP. Payouts for Ameren EPS, c2c, SAIFI, EA and CPI performance falling between the established levels were interpolated on a straight-line basis. The three goal levels are described below:

Measure	Threshold	Target	Maximum
<b>EPS</b>	93% of Target	Based on the budget approved by the Board of Directors and aligned with shareholder guidance	107% of Target
<b>c2c Safety Interactions</b>	86% of Target	Set with consideration to driving multiple quality interactions and increasing peer-level ownership and accountability	114% of Target
<b>SAIFI</b>	Better than median industry performance	Better than top quartile industry performance	Better than top quartile performance across the entire Ameren system
<b>EA</b>	94% of Target	Aligned with upper half industry benchmark for Ameren’s peer group	106% of Target
<b>CPI</b>	97% of Target	Represents top quartile performance	Aligned with industry excellent performance for a non-outage year

**Safety Measure**

A c2c safety interaction is a leading indicator for safety performance and reinforces safety as a core value and continued focus on shaping a culture of safety. A c2c safety interaction is a conversation between co-workers that involves giving and receiving feedback to improve safety, with the primary objective of encouraging all co-workers to recognize and eliminate at-risk behaviors or conditions and reinforce safe behaviors in the workplace, ultimately improving safety outcomes.

**Customer-Focused Measures**

SAIFI is a standard customer reliability measure which indicates how often the average customer experiences a sustained interruption over a one-year period. The measure excludes major events (for example, major storms) and is calculated consistent with the Institute of Electrical and Electronics Engineers (“IEEE”) standards. A lower SAIFI result indicates better performance.

EA measures the percentage of the year Ameren Missouri’s coal-fired base load generation fleet is available for operating at full capacity. The measure is calculated by subtracting forced and scheduled outages from the energy center’s available hours (i.e., the period of time during which a unit is capable of service whether it is actually in service or not) and dividing this by the hours in the year. Ameren calculates EA consistent with North American Electric Reliability Corporation (“NERC”) reporting standards. A higher EA result indicates better performance.

The CPI measures overall nuclear energy center performance through an industry standard index comprised of 12 safety and reliability measures. The CPI measures performance over a 12-month period. A higher CPI score indicates better performance.

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### Executive Compensation Matters

#### **Individual Performance Modifier**

The 2018 EIP base award for each NEO was subject to upward or downward adjustment for individual performance on key performance variables. These included leadership and the achievement of key operational goals (other than those specifically mentioned in the plan), as applicable and as determined by the Committee. The individual performance modifier for the CEO is determined by the Committee in its sole discretion without involvement of the CEO.

Historically, the Individual Performance Modifier has been used to differentiate performance that is considerably above or below that expected. Such differentiations do not lend themselves to formulas and are applied at the Committee's discretion.

The Individual Performance Modifier could reduce the base award by up to 25 percent, with the ability to pay zero for poor or non-performance. Increases could be up to 25 percent of the base award, with a potential maximum total award at 200 percent of each NEO's target opportunity.

#### **Base Award, Earned through the Achievement of Ameren EPS, Co-Worker to Co-Worker Safety Interactions, and Customer-Focused Measures**

At the February 2019 Committee meeting, Mr. Baxter presented 2018 EIP achievement levels for Ameren EPS, safety performance and customer-focused measures, and recommended EIP payouts for the NEOs (other than with respect to himself) to the Committee for review:

Ameren's 2018 EPS, calculated in accordance with generally accepted accounting principles ("GAAP"), was \$3.32. Consistent with its actions in prior years and as permitted under the terms of the underlying plans, the Committee may make adjustments to GAAP EPS to include or exclude specified items of an unusual or non-recurring nature. For 2018, Mr. Baxter presented, and the Committee concurred with, an upward adjustment for the effects of a non-cash charge for a true-up to the revaluation of deferred taxes resulting primarily from proposed federal regulations related to bonus depreciation issued in August 2018, which decreased 2018 earnings by \$0.05 per share. This adjustment resulted in an adjusted EPS of \$3.37 for the 2018 EIP and a payout of 200% of Target.

Co-worker to co-worker safety interactions were 46,411 in 2018. For 2018, Mr. Baxter presented, and the Committee concurred with, a downward adjustment from a payout of 200% to a safety payout of 100% of Target. The downward adjustment was made to reflect a decline in actual safety results for key lagging metrics (i.e., lost workdays away, serious injury and fatality cases, and OSHA recordables) compared to the prior year.

The customer-focused measures consist of the following three metrics: (i) SAIFI performance was 0.81, for a payout of 163.64% of Target; (ii) EA performance was 83.5%, resulting in a payout of 150% of Target; and (iii) CPI performance was 97.9, for a payout of 130% of Target.

The weighted and combined EPS, co-worker to co-worker safety interactions and customer-focused measures resulted in a combined base award payout of 184.79% of Target.

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The resulting metrics and payouts, as approved by the Committee in February 2019, are shown below.

Management recommended, and the Committee concurred with, a downward adjustment to co-worker safety interactions payout <sup>(1)</sup>to reflect a decline in actual safety results for key lagging metrics compared to the prior year as discussed above.

**Earned through Individual Performance Modifier**

As discussed above, the 2018 EIP base awards were subject to upward or downward adjustment by up to 25 percent based upon an NEO's individual contributions and performance on certain key performance variables during the year. For 2018, the Committee, after consultation with Mr. Baxter, increased the 2018 EIP base award for Mr. Lyons by approximately 3 percent, for Mr. Mark by approximately 3 percent, and for Mr. Moehn by approximately 6 percent. The Committee increased the 2018 EIP base award for Mr. Baxter by approximately 6 percent.

**Resulting 2018 EIP Payouts**

Actual 2018 EIP payouts are shown below as a percent of target. Payouts were made in February 2019, and are set forth under column (g) entitled Non-Equity Incentive Plan Compensation in the Summary Compensation Table.

Name	Final Payout as Percent of Target	
Baxter	196.3	%
Lyons	190.4	%
Mark	190.4	%
Moehn	195.9	%
Nelson	184.8	%

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**Long-Term Incentive Compensation**

The Ameren Long-Term Incentive Program (“LTIP”) is intended to reward NEOs for their contributions to Ameren’s long-term success by providing the opportunity to earn shares of Ameren Common Stock. In 2018, the long-term incentive program was updated to better align it with market practice, simplify the overall structure of the plan, and create more clarity and focus for participants.

In 2017, the Committee conducted an in-depth review of the long-term incentive program over the course of several meetings. After considering overall company strategy, business needs and industry practices, changes were made (effective for 2018 grants), which included:

<b>Item</b>	<b>Change for 2018</b>	<b>Rationale</b>
Vehicle	Shifted from 100% PSUs to 70% PSUs / 30% time-based RSUs	Align with market practice Assist in attracting and retaining critical talent Simplify program design
Performance measure	Eliminated ability to earn award based on EPS performance if TSR performance is below the performance threshold	Reinforces performance-based nature of design
TSR scale	Lowered performance threshold from 30th percentile to 25th percentile	Align with market practice

A PSU is the right to receive a share of Ameren Common Stock if certain long-term performance criteria are achieved and certain service requirements are met. An RSU is the right to receive a share of Ameren Common Stock assuming continued employment through the vesting period.

**Role of the LTIP**

The 2018 LTIP grants, which are governed by the shareholder-approved 2014 Plan, are designed to serve the following roles in the compensation program:

Align with shareholder interests: PSU and RSU awards are denominated in Common Stock units and paid out in Common Stock. Payout of PSUs, which account for 70% of the value of the LTIP, is dependent on Ameren’s TSR compared to the returns of the PSU peer group.

Reinforce long-term focus: Continue to reflect company strategy and critical success measures over the three-year vesting period.

Share the value created for shareholders: Share Ameren Common Stock price increases, decreases and dividends over a three-year period.

Promote stock ownership: Payout of earned PSU and RSU awards is made 100% in Common Stock, with the dividends on Common Stock, as declared and paid, reinvested into additional PSUs and RSUs throughout the vesting period.

Promote retention of executives during the three-year performance and vesting period: Annual competitive grants provide incentive for executives to stay with the Company during the vesting period.

Be competitive with market practice: The majority of regulated utility companies use a mix of PSUs and RSUs, as well as the TSR performance measure.

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**2018 Grants**

For 2018, a target number of PSUs and RSUs (determined primarily based on the Market Data mentioned above) was granted to each NEO pursuant to the 2014 Plan, as reflected in columns (g) and (i) of the Grants of Plan-Based Awards Table. The threshold and maximum amounts of payout for the 2018 PSU awards are reflected in columns (f) and (h) of the Grants of Plan-Based Awards Table (not including any potential dividends).

The following chart illustrates how the target number of PSUs and the number of RSUs are calculated:

RSUs: are subject to a time-based vesting period of approximately 38 months.

PSUs:

The actual number of 2018 PSUs earned will vary from 0 percent to 200 percent of the NEO's target number of PSUs, based on our 2018–2020 TSR measured relative to the PSU Peer Group.

TSR is calculated as the change in the 30-trading-day average of the stock price prior to the beginning of the award period and the 30-trading-day average of the stock price prior to the end of the award period, plus dividends paid (assuming reinvestment on each company's ex-dividend date), divided by such beginning average stock price.

For both PSUs and RSUs:

The actual number of shares earned will be contingent on continued employment through the payment date (other than with respect to death, disability, an eligible retirement or qualifying termination under a change of control). An eligible retirement is defined as retiring at age 55 or greater with at least 5 years of service.

Payouts include additional units equivalent to any dividends accrued during the vesting period relating to the number of PSUs and RSUs actually earned.

Vesting occurs on the payment date.

The NEOs cannot vote or transfer share unit awards granted under the LTIP until the shares are paid out.

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**PSU Performance/Payout Relationship**

Once Ameren's 2018–2020 TSR is calculated and compared to the PSU peer group, the scale below determines the percentage of the target PSU award that is paid. Payout for performance between points is interpolated on a straight-line basis.

Relative TSR Performance	Payout (% of PSUs Granted)	
90th percentile +	200%	If TSR is negative over the three-year period, the plan is capped at 150% of target regardless of performance vs. the PSU Peer Group.
70th percentile	150%	
50th percentile	100%	
25th percentile	50%	
Below 25th percentile	0%	

**Section 162(m) of the IRC**

Prior to the enactment of the Tax Cuts and Jobs Act of 2017 (the "TCJA"), Section 162(m) of the IRC provided an exemption from the general limitation for "qualified performance-based compensation." For the 2016 and 2017 PSU awards, the Committee set a maximum limitation on the PSU payouts for each NEO and, in so doing, intended for such payouts to meet the definition of qualified performance-based compensation under Section 162(m) of the IRC as in effect prior to the enactment of the TCJA. Actual 2016 and 2017 PSU payouts will be determined by the Committee based on the comparison of Ameren's TSR against the PSU Peer Group for the applicable performance period.

**2016 PSU Awards Vesting**

The PSU performance period for the 2016 grants ended December 31, 2018. Our 2016–2018 TSR performance was determined to be at the 100th percentile of the 2016 PSU Peer Group. The following table shows the 2016 PSU awards, their original value at grant, the number earned (which equals the target number plus accrued dividends, times 200 percent), and their value at year-end (December 31, 2018). The resulting earned amounts were 332 percent of the original target value of the 2016 awards, which reflects both TSR performance against the PSU peer group and the actual TSR generated during the three-year period, together with dividends earned and reinvested and stock price appreciation. Vesting of the awards for each NEO is subject to continued employment as of the payment date. Each NEO's award vested and was paid as of February 28, 2019.

Name	Grant Date	Target 2016 PSU Awards (#)	Target Value at Stock Price on Date of Grant <sup>(1)</sup> (\$)	2016 PSU Awards Earned <sup>(2)</sup> (#)	Value at Year-End Stock Price <sup>(3)</sup> (\$)	Earned Value as Percent of Original Target Value <sup>(3)</sup> (%)
<b>Baxter</b>	1/1/16	84,569	3,655,918	185,927	12,128,018	332
<b>Lyons</b>	1/1/16	28,995	1,253,454	63,746	4,158,152	332
<b>Mark</b>	1/1/16	19,353	836,630	42,548	2,775,406	332
<b>Moehn</b>	1/1/16	21,412	925,641	47,075	3,070,702	332
<b>Nelson</b>	1/1/16	17,806	769,753	39,147	2,553,559	332

Valuations are based on \$43.23 per share, the most recent closing price of Ameren Common Stock on the NYSE as of January 1, 2016, the grant date.

<sup>(1)</sup> The number of 2016 PSU awards earned includes dividend equivalents, equal to approximately an additional 10 percent of the shares earned, which accrued and were reinvested throughout the three-year performance period.

Valuations are based on \$65.23 per share, the most recent closing price of Ameren Common Stock on the NYSE as of December 31, 2018, the date the 2016 PSU awards were valued. The earned value percentage represents a payout of 200 percent, dividend accumulation of approximately 10 percent and stock price appreciation of approximately 51 percent from the <sup>(3)</sup>grant date to the December 31, 2018 valuation.

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### **2017 and 2018 PSU and RSU Awards**

The PSU performance periods for the 2017 and 2018 grants will not end until December 31, 2019 and December 31, 2020, respectively. Similarly, the RSU vesting periods for the 2018 grants will not end until the payment date for these awards in 2021. The figures in column (e) of the Summary Compensation Table of this proxy statement for the years 2017 and 2018 represent the aggregate grant date fair values for the PSU and RSU grants, computed as described in footnote (3) to the Summary Compensation Table. There is no guarantee that such amounts will ultimately be earned by participants.

### **2018 Retention Awards**

At its February 2018 meeting, the Committee approved the grant of one-time RSU awards for Messrs. Lyons, Mark and Moehn to recognize their strong leadership skills that have delivered superior value to customers and shareholders, and to maintain strong business and leadership continuity in the execution of the Company's business strategy in the future. The awards, which are reflected in column (e) of the Summary Compensation Table, were granted effective as of March 1, 2018 and had an initial value of \$1,025,999, \$784,526 and \$820,473 respectively, and will vest on February 28, 2021. These awards do not provide for accelerated vesting in connection with the executive's retirement.

### **Perquisites**

We provide limited perquisites to provide competitive value and promote retention of the NEOs and others.

### **Retirement Benefits**

The objective of retirement benefits is to provide post-employment security to our employees, and such benefits are designed to reward continued service. We choose to provide these benefits as an essential part of a total compensation package to remain competitive with those packages offered by other companies, particularly utilities.

There are several retirement benefit programs applicable to the NEOs, including:

The Company's 401(k) savings and cash balance retirement plans;

Supplemental Retirement Plans (together, the "SRP") that provide the NEOs a benefit equal to the difference between the benefit that would have been paid if IRC limitations were not in effect and the reduced benefit payable as a result of such IRC limitations; and

a deferred compensation plan that provides the opportunity to defer part of base salary and all or a portion of non-equity incentive compensation, as well as earnings thereon. Beginning with plan years commencing on and after January 1, 2010, this includes deferrals of cash compensation above IRC limitations, together with Company matching credits on these deferrals.

A more detailed explanation of retirement benefits applicable to the NEOs is provided in this proxy statement under the captions "— Compensation Tables and Narrative Disclosures — Pension Benefits" and "— Compensation Tables and Narrative Disclosures — Nonqualified Deferred Compensation" below.

### **Executive Compensation Decision-Making Process**

#### **Human Resources Committee Governance Practices**

The Human Resources Committee engages an independent compensation consultant to provide professional advice. It is the Human Resources Committee's view that its compensation consultant should be able to render candid and expert advice independent of management's influence. In February 2019, the Human Resources Committee approved the continued engagement of Meridian



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Executive Compensation Matters

as its independent compensation consulting firm. In its decision to retain Meridian as its independent compensation consultant, the Committee gave consideration to a broad range of attributes necessary to assist the needs of the Committee in setting compensation, including:

- a track record in providing independent, objective advice;
- broad organizational knowledge;
- industry reputation and experience;
- in-depth knowledge of competitive pay levels and practices; and
- responsiveness and working relationship.

Meridian representatives attended five of the six Human Resources Committee meetings during 2018. At the Human Resources Committee's request, the consultant met regularly with the Committee members outside the presence of management, and spoke separately with the Committee Chair and other Committee members.

During 2018, the Committee requested of Meridian the following items:

- market pay and market trend analyses, which assist the Committee in targeting executive compensation at the desired level versus market;
  - comparisons of short-term incentive payouts and financial performance to utility peers, which the Committee uses to evaluate prior-year short-term incentive goals and set future short-term incentive goals;
  - preparation of tally sheets of compensation components, which the Committee uses to evaluate the cumulative impact of prior compensation decisions;
  - review of the Company's clawback policy to ensure its continued appropriateness;
  - review and advice on the Compensation Discussion and Analysis section included in the Company's proxy statement to ensure full, accurate and clear disclosure, and other executive compensation-related proxy statement items;
  - advice in connection with the Committee's risk analysis of the Company's compensation policies and practices, in furtherance of the Committee's responsibilities pursuant to its charter;
  - regular updates on legislative, regulatory and proxy advisor trends and developments;
  - advice with respect to legal, regulatory and/or accounting considerations impacting Ameren's compensation and benefit programs, to ensure the Committee is aware of external views regarding the programs; and
  - other requests relating to executive compensation issues.
- Other than services provided to the Human Resources Committee as set forth above and for the Nominating and Corporate Governance Committee as described below, Meridian did not perform any other services for the Company or any of its subsidiaries in 2018.

Pursuant to its letter agreement with the Committee, if the Company or management of the Company proposes that Meridian perform services for the Company or management of the Company other than in Meridian's retained role as consultant to the Committee and the Nominating and Corporate Governance Committee, any such proposal is required to be submitted to the Committee for approval before such services begin.

In December 2018, the Nominating and Corporate Governance Committee also approved the continued engagement of Meridian as its independent consulting firm with respect to director compensation matters. See "**DIRECTOR COMPENSATION** *Note of Director Compensation Consultant*" above for a description of the services Meridian provided to the Nominating and Corporate Governance Committee in 2018.

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### Executive Compensation Matters

Each of the Human Resources Committee and Nominating and Corporate Governance Committee has procedures for the purpose of determining whether the work of any compensation consultant raises any conflict of interest. Pursuant to such procedures, in December 2018 each such committee considered various factors, including the six factors mandated by SEC rules, and determined that with respect to executive and director compensation-related matters, no conflict of interest was raised by the work of Meridian.

### Delegation of Authority

The Human Resources Committee has delegated authority to the Company's Administrative Committee, comprised of designated members of management, to approve changes, within specified parameters, to certain of the Company's retirement plans. It has also delegated authority to management to make pro rata equity grants in the first year of LTIP eligibility to co-workers who, while not Section 16 Officers, are newly promoted into a LTIP eligible role or hired into a LTIP eligible role from an external source during the year. In addition, the Human Resources Committee has delegated to the Chief Executive Officer the authority to make discretionary grants of equity awards from a pre-authorized pool of shares of Common Stock to co-workers who are not Section 16 Officers. The Company will ensure the total value of the equity grants made by the Chief Executive Officer does not exceed a specified limit.

### Human Resources Committee Interlocks and Insider Participation

No current member of the Human Resources Committee of the Board of Directors (Messrs. Johnson, Harshman, Lipstein and Wilson) was at any time during 2018 or at any other time an officer or employee of the Company, and no member had any relationship with the Company requiring disclosure under applicable SEC rules.

No executive officer of the Company has served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of the Company's Board of Directors or the Human Resources Committee during 2018.

### Timing of Compensation Decisions and Awards

The Board and the Committee establish meeting schedules annually, well in advance of each meeting, to ensure a thorough and thoughtful decision process. Incentive compensation awards are typically made at regularly scheduled meetings.

Following is a discussion of the timing of certain compensation decisions for 2018:

- the NEOs' base salaries for 2018 were reviewed and a 2018 base salary increase for each of the NEOs was approved at the December 2017 Committee meeting, as discussed under "*Base Salary*" above;
- 2018 EIP target opportunities (as a percentage of base salary) were established for the NEOs at the December 2017 Committee meeting;
- the range of 2018 EIP EPS, safety interactions and customer-focused measures for 2018 were set at the February 2018 Committee meeting;
- 2018 PSU and RSU grants to the NEOs were approved at the December 2017 Committee meeting; and
- the final determination of the 2018 EIP and 2016 PSU payouts were made at the February 2019 Committee meeting.

Decisions relating to material elements of compensation are fully deliberated by the Committee at each Committee meeting and, when appropriate, over the course of several Committee meetings. This allows for any follow-up to questions from Committee members in advance of the final decision. The Committee approves long-term incentive grants at its December meeting of the year prior to the year the grants are made. The Committee expects to continue to establish base salaries at its December meeting each year with such base salaries to be effective in the following January.

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### **Consideration of Company's 2018 "Say-on-Pay" Vote**

The Committee considers the results of the shareholder advisory "say-on-pay" vote along with other factors in connection with discharging its responsibilities relating to the Company's executive compensation program, although no factor is assigned a quantitative weighting. As a result of the 2018 advisory "say-on-pay" vote, which saw a substantial majority (of approximately 93 percent) of the Company's shareholders who were entitled to vote and represented approve the compensation program described in the proxy statement in connection with our annual meeting held on May 3, 2018, the Committee continued to apply the same principles in determining the amounts and types of executive compensation for fiscal year 2019.

Through its shareholder outreach program, the Company has welcomed feedback from its shareholders with respect to its executive compensation program.

### **Other Considerations for Changes in Compensation Opportunities**

Market Data, retention needs and general economic conditions have been the primary factors considered in decisions to increase or decrease compensation opportunities. Corporate and individual performance are the primary factors in determining the ultimate value of those compensation opportunities.

### **Role of Executive Officers**

For 2018, the Chief Executive Officer, Mr. Baxter, with the assistance of the Senior Vice President, Corporate Communications and Chief Human Resources Officer of Ameren Services, Mark C. Lindgren, recommended to the Committee compensation amounts for the other NEOs. The Chief Executive Officer makes recommendations to the Committee with respect to the compensation of the NEOs (other than himself) and other senior executives. The Chief Executive Officer possesses insight regarding individual performance levels, degree of experience and future promotion potential. In all cases, the Chief Executive Officer's recommendations are presented to the Committee for review based on the Market Data provided by the Committee's independent consultant. The Committee independently determines each NEO's compensation, as discussed in this CD&A.

Neither the Chief Executive Officer nor any other NEO makes recommendations for setting his own compensation. The Chief Executive Officer's compensation is determined in Committee meetings during an executive session with only the Committee members and the Committee's independent consultant present.

The Chief Executive Officer, the other NEOs and our other senior executives play a role in the early stages of design and evaluation of our compensation programs and policies. Because of their extensive familiarity with our business and corporate culture, these executives are in the best position to suggest programs and policies to the Committee and the independent consultant that will engage employees and provide effective incentives to produce outstanding financial and operating results for the Company and our shareholders.

### **Other Compensation Matters**

We do not have any written or unwritten employment agreements with any of our NEOs. Each NEO is an employee at the will of the Company and/or its subsidiaries, as specified below.

### **Severance**

All officers of the Company participate in the Ameren Corporation Severance Plan for Ameren Officers (the "Officer Severance Plan"). The primary purpose of the Officer Severance Plan is to facilitate mid-career hires and act as a retention tool during times of uncertainty. The Officer Severance Plan provides market-level pay and benefits to officers and NEOs in the event of an involuntary termination of employment without "Cause", as defined in the Officer Severance Plan. The Officer Severance Plan provides for a lump sum payment that is generally equal to annual base salary plus target annual cash incentive award in effect at termination of employment, a pro-rated annual incentive payment based on actual plan performance, continuation of medical coverage for 12 months subsidized by the Company, and outplacement career transition services. Upon a change of control, officers who are eligible for



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### Executive Compensation Matters

severance pay and benefits under the Company's Second Amended and Restated Change of Control Severance Plan, as amended, would be entitled to the greater of the benefits available under that plan or the Officer Severance Plan, but would not receive benefits under both plans. The Human Resources Committee may amend, suspend or terminate the Officer Severance Plan at any time, provided that twelve months' notice is required if the amount of potential severance pay and benefits is to be reduced.

### Change of Control

Ameren's Second Amended and Restated Change of Control Severance Plan, as amended, is designed to reward NEOs for remaining employed with us when their prospects for continued employment following a transaction may be uncertain. The objectives of this plan are to maintain a stable executive team during the process and to assist us in attracting highly qualified executives into the Company.

Change of Control protections provide severance pay and, in some situations, vesting or payment of long-term incentive awards, upon a Change of Control of the Company. The arrangements provide market-level payments in the event of an involuntary termination not for "Cause" or a voluntary termination for "Good Reason." Definitions of "Change of Control," "Cause" and "Good Reason," as well as more complete descriptions of Change of Control protections, are found below under the caption "— Compensation Tables and Narrative Disclosures — Potential Payments Upon Termination or Change of Control."

The applicable triggers are structured so that payment and vesting occur only upon the occurrence of both a change of control and a qualifying termination of employment.

We expect it would take more time for senior leaders to find new employment than for other employees and, therefore, senior management, including the NEOs, generally are paid severance upon a termination for a longer period following a Change of Control. The Committee considered this as well as the factors described in the preceding paragraphs in structuring the cash payments described under "— Compensation Tables and Narrative Disclosures — Potential Payments Upon Termination or Change of Control — Change of Control" below, which an NEO would receive if terminated within two years following a Change of Control.

### Anti-Pledging and Anti-Hedging Policy

We maintain policies that prohibit executive officers and directors from engaging in pledges of Company securities or short sales, margin accounts and hedging or derivative transactions with respect to Company securities. In addition, our policies prohibit directors and employees of the Company and its subsidiaries from entering into any transaction which hedges (or offsets) any decrease in the value of Company equity securities as discussed under "SECURITY OWNERSHIP — SECURITY OWNERSHIP OF DIRECTORS AND MANAGEMENT" below.

### Clawback

Awards granted under the 2006 Plan or the 2014 Plan, including EIP and PSU awards, are subject to a "clawback" in certain circumstances. If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of misconduct, with any financial reporting requirement under the securities laws, and if an award holder knowingly or with gross negligence engaged in or failed to prevent the misconduct, or if the award holder is one of the individuals subject to automatic forfeiture under Section 304 of the Sarbanes-Oxley Act of 2002, the award holder will be required to reimburse the Company the amount of any payment in settlement of an award earned or accrued during the 12-month period following the first public issuance or filing of the financial document embodying the financial reporting requirement.

In addition, under the terms of the EIP, PSU and RSU awards, if the award holder engages in conduct or activity that is detrimental to the Company or violates the confidentiality or customer or employee non-solicitation provisions included in the award, generally, the award holder will be required to repay the award to the Company after receiving a demand from the Company for the repayment.

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Executive Compensation Matters

**Compensation Tables and Narrative Disclosures**

The following table sets forth compensation information for our NEOs for services rendered in all capacities to the Company and its subsidiaries in fiscal years 2018, 2017 and 2016. You should refer to the section entitled "COMPENSATION DISCUSSION AND ANALYSIS" above for an explanation of the elements used in setting the compensation for our NEOs.

**2018 SUMMARY COMPENSATION TABLE**

Name and Principal Position <sup>(1)</sup> (a)	Year (b)	Salary <sup>(2)</sup> (\$) (c)	Bonus <sup>(2)</sup> (\$) (d)	Stock Awards <sup>(3)</sup> (\$) (e)	Option Awards <sup>(4)</sup> (\$) (f)	Non-Equity Incentive Plan Compensation <sup>(2)(5)</sup> (\$) (g)	Change in Pension Value and Nonqualified Def. Comp. Earnings <sup>(6)</sup> (\$) (h)	All Other Compensation <sup>(2)</sup> (\$) (i)
<b>Warner L. Baxter</b>	2018	1,140,000	—	4,561,577	—	2,350,000	249,563	153,320
Chairman, President and Chief Executive Officer, Ameren	2017	1,075,000	—	4,474,803	—	1,775,000	629,030	126,957
	2016	1,040,000	—	3,732,030	—	1,213,000	538,752	114,874
<b>Martin J. Lyons, Jr.</b>	2018	684,000	—	2,360,234	—	976,500	40,228	93,247
Executive Vice President and Chief Financial Officer, Ameren	2017	662,000	—	1,492,607	—	840,962	353,722	60,416
	2016	640,000	—	1,279,549	—	539,500	292,887	68,069
<b>Richard J. Mark</b>	2018	523,000	—	1,673,933	—	647,100	130,658	63,214
Chairman and President, Ameren Illinois	2017	507,000	—	996,609	—	558,185	222,643	53,956
	2016	490,000	—	854,048	—	409,000	199,821	48,943
<b>Michael L. Moehn</b>	2018	547,000	—	1,805,412	—	750,100	11,383	68,893
Chairman and President, Ameren Missouri	2017	530,000	—	1,103,097	—	610,030	268,679	44,134
	2016	512,000	—	944,912	—	367,000	225,211	54,152
<b>Gregory L. Nelson</b>	2018	505,000	—	808,256	—	606,600	80,255	56,411
Senior Vice President, General Counsel and Secretary, Ameren	2017	491,000	—	908,343	—	491,427	256,027	33,501
	2016	479,000	—	785,779	—	333,000	231,044	31,180

(1) Includes compensation received as an officer of Ameren and/or its subsidiaries.

Cash compensation received by each NEO for fiscal years 2018, 2017 and 2016 is found in the Salary or Non-Equity Incentive

(2) Plan Compensation column of this table. The amounts that would generally be considered "bonus" awards are found under Non-Equity Incentive Plan Compensation in column (g).

The amounts in column (e) represent the aggregate grant date fair value computed in accordance with authoritative accounting guidance of PSU and RSU awards under our 2014 Plan, without regard to estimated forfeitures related to service-based vesting conditions. For the 2018 PSU grants, the calculations reflect an accounting value of 106.6 percent of the target value; for 2017 grants, 112.8 percent of the target value; and for 2016 grants, 102.1 percent of the target value. For the 2018 RSU grants (including the one-time RSU retention awards for Messrs. Lyons, Mark and Moehn), the calculations reflect an accounting value

(3) equal to the most recent closing price of Ameren's Common Stock as of the grant date. Assumptions used in the calculation of the amounts in column (e) are described in Note 11 to our audited financial statements for the fiscal year ended December 31, 2018 included in our 2018 Form 10-K. The maximum aggregate value of the 2018 PSU and RSU awards, excluding dividends, is as follows: Mr. Baxter - \$8,196,606; Mr. Lyons - \$3,629,984; Mr. Mark - \$2,540,578; Mr. Moehn - \$2,755,446 and Mr. Nelson - \$1,452,346. Valuations are based on \$65.23 per share, the most recent closing price of Ameren Common Stock on the NYSE as of December 31, 2018.

The amounts reported for PSU and RSU award grants in column (e) do not reflect actual compensation realized by the NEOs and are not a guarantee of the amount that the NEO will actually receive from the grant of the awards. The actual compensation realized by the NEOs will be based upon the share price of Ameren's Common Stock at payout. The PSU performance periods for the 2017 and 2018 grants will not end until December 31, 2019 and December 31, 2020, respectively, and, as such, the actual value, if any, of the PSU awards will generally depend on the Company's achievement of certain market performance measures during these periods. For information regarding the terms of the awards, the description of vesting conditions, and the criteria for determining the amounts payable, including 2016 PSU awards granted to each NEO, see "— COMPENSATION DISCUSSION AND ANALYSIS."

(4) None of the NEOs received any option awards in 2018, 2017 or 2016.



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## Executive Compensation Matters

(5) Represents payouts for performance under the applicable year's EIP. See “— COMPENSATION DISCUSSION AND ANALYSIS” for a discussion of how amounts were determined for 2018.

Amounts shown in column (h) are the sum of (1) the increase in the actuarial present value of each NEO's accumulated benefit under all defined benefit and actuarial pension plans (including the SRP) from December 31 of the prior fiscal year to December 31 of the applicable fiscal year and (2) the above-market portion of interest determined in accordance with SEC disclosure rules as the difference between the interest credited at the rate in the Company's deferred compensation plan and interest that would be credited at 120 percent of the AFR published by the Internal Revenue Service (“IRS”) and calculated as of January 1, 2018, for the year ended December 31, 2018, as of January 1, 2017, for the year ended December 31, 2017 and as of January 1, 2016 for the year ended December 31, 2016. The table below shows the allocation of these amounts for each NEO. For 2018, the applicable interest rate for the deferred compensation plan was 5.69 percent for amounts deferred prior to January 1, 2010 and 3.16 percent for amounts deferred on or after January 1, 2010. The above-market earnings are calculated using those applicable interest rates minus 120 percent of the AFR of 3.10 percent published by the IRS and calculated as of January 2018. For 2017, the applicable interest rate for the deferred compensation plan was 5.49 percent for amounts deferred prior to January 1, 2010 and 2.72 percent for amounts deferred on or after January 1, 2010. The above-market earnings are calculated using those applicable interest rates minus 120 percent of the AFR of 3.31 percent published by the IRS and calculated as of January 2017. For 2016, the applicable interest rate for the deferred compensation plan was 5.81 percent for amounts deferred prior to January 1, 2010 and 3.13 percent for amounts deferred on or after January 1, 2010. The above-market earnings are calculated using those applicable interest rates minus 120 percent of the AFR of 3.18 percent published by the IRS and calculated as of January 2016.

Name	Year	Pension Plan Increase (\$)	Deferred Compensation Plan Above-Market Interest (\$)
Baxter	2018	211,353	38,210
	2017	598,542	30,488
	2016	503,989	34,763
Lyons	2018	40,228	—
	2017	353,722	—
	2016	292,887	—
Mark	2018	112,711	17,947
	2017	208,323	14,320
	2016	183,493	16,328
Moehn	2018	1,606	9,777
	2017	260,878	7,801
	2016	216,316	8,895
Nelson	2018	70,513	9,742
	2017	248,254	7,773
	2016	222,181	8,863

For assumptions and methodology regarding the determination of pension values, please refer to the footnotes under the Pension Benefits Table.

(7) The amounts in column (i) reflect matching contributions allocated by the Company to each NEO pursuant to the Company's 401(k) savings plan, which is available to all salaried employees, and the cost of insurance premiums paid by the Company with respect to term life insurance, which amount each NEO is responsible for paying income tax. In 2018, the Company's 401(k) matching contributions, including the 401(k) Restoration Benefit as described in “— NONQUALIFIED DEFERRED COMPENSATION — Executive Deferred Compensation Plan Participation” below, for each of the NEOs were as follows: Mr. Baxter - \$131,175; Mr. Lyons - \$68,623; Mr. Mark - \$48,653; Mr. Moehn - \$52,066; Mr. Nelson - \$44,839. In 2018, the Company's costs of insurance premiums for the NEOs were as follows: Mr. Baxter - \$11,864; Mr. Lyons - \$7,236; Mr. Mark - \$14,561; Mr. Moehn - \$4,428; Mr. Nelson - \$11,572. In 2018, the amount in column (i) also includes costs for tax and financial planning services for Messrs. Baxter, Lyons, and Moehn; charitable contribution matching grants and limited spousal travel for Mr. Lyons; ticket and related event expenses for Messrs. Baxter, Lyons and Moehn; and a portion of the dues for a club membership used primarily for business purposes by Messrs. Lyons and Moehn.



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## Executive Compensation Matters

The following table provides additional information with respect to stock-based awards granted in 2018, the value of which was provided in the Stock Awards column of the Summary Compensation Table with respect to 2018 grants, and the potential range of payouts associated with the 2018 EIP.

**GRANTS OF PLAN-BASED AWARDS TABLE**

Name (a)	Grant Date <sup>(1)</sup> (b)	Committee Approval Date <sup>(1)</sup> (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(2)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(3)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(4)</sup> (i)	All Other Option Awards: Number of Shares of Stock or Units <sup>(5)</sup> (j)
			Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)		
Baxter	1/1/18	12/7/17	598,500	1,197,000	2,394,000	—	—	—	—	—
						25,871	51,741	103,482	22,175	—
Lyons	1/1/18	12/7/17	256,500	513,000	1,026,000	—	—	—	—	—
	3/1/18	2/8/18				7,567	15,134	30,268	6,486	—
Mark	1/1/18	12/7/17	169,975	339,950	679,900	—	—	—	—	—
	3/1/18	2/8/18				5,044	10,088	20,176	4,324	—
Moehn	1/1/18	12/7/17	191,450	382,900	765,800	—	—	—	—	—
	3/1/18	2/8/18				5,586	11,172	22,344	4,788	—
Nelson	1/1/18	12/7/17	164,125	328,250	656,500	—	—	—	—	—
						4,584	9,168	18,336	3,929	—

<sup>(1)</sup> The 2018 PSU target awards and the 2018 RSU awards were approved by the Committee on December 7, 2017 and, in accordance with authoritative accounting guidance, granted on January 1, 2018. The RSU retention awards for Messrs. Lyons, Mark and Moehn were approved by the Committee on February 8, 2018, and, in accordance with authoritative accounting guidance, granted on March 1, 2018. See “— COMPENSATION DISCUSSION AND ANALYSIS” for a discussion of the timing of various pay decisions.

<sup>(2)</sup> The amounts shown in column (c) reflect the threshold payment level under the 2018 EIP which is 50 percent of the target amount shown in column (d). The amount shown in column (e) is 200 percent of such target amount. See “— COMPENSATION DISCUSSION AND ANALYSIS” for information regarding the performance-based conditions.

<sup>(3)</sup> For each NEO, the amounts shown (denominated in shares of Common Stock) in column (f) reflect the threshold 2018 PSU award grant which is 50 percent of the target amount shown in column (g). The amount shown in column (h) is 200 percent of such target amount. See “— COMPENSATION DISCUSSION AND ANALYSIS” for information regarding the terms of the awards, the description of performance-based vesting conditions and the criteria for determining the amounts payable.

<sup>(4)</sup> The amounts shown in column (i) reflect the January 1, 2018 RSU awards for each NEO and the March 1, 2018 RSU retention awards for Messrs. Lyons, Mark, and Moehn.

<sup>(5)</sup> None of the NEOs received any option awards in 2018.

<sup>(6)</sup> For each NEO, the amount represents the grant date fair value of the 2018 PSU and RSU awards determined in accordance with authoritative accounting guidance (including FASB ASC Topic 718), excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are referenced in footnote 3 to the Summary Compensation Table. There is no guarantee that, if and when the 2018 PSU and RSU awards vest, they will have this value.



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**Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table**

See “— COMPENSATION DISCUSSION AND ANALYSIS” for further information relating to each NEO regarding the terms of awards reported in the Summary Compensation Table and the Grants of Plan-Based Awards Table and for discussions regarding officer stock ownership requirements, dividends paid on equity awards and allocations between short-term and long-term compensation.

The following table provides information regarding the outstanding equity awards held by each of the NEOs as of December 31, 2018.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE**

Name	Option Awards <sup>(1)</sup>			Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options			Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested <sup>(4)</sup>	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested <sup>(5)</sup>
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(2)</sup>	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)</sup>	Number of Shares, Units, or Other Rights That Have Not Vested <sup>(4)</sup>	Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested <sup>(5)</sup>	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
Baxter	—	—	—	—	—	185,927	12,128,018	290,349	18,939,465	
Lyons	—	—	—	—	—	63,746	4,158,152	111,005	7,240,856	
Mark	—	—	—	—	—	42,548	2,775,406	75,964	4,955,132	
Moehn	—	—	—	—	—	47,075	3,070,702	83,187	5,426,288	
Nelson	—	—	—	—	—	39,147	2,553,559	55,596	3,626,527	

<sup>(1)</sup> None of the NEOs hold any options to purchase shares of Common Stock.

<sup>(2)</sup> For each NEO, the amount shown represents the 2016 PSU award grant at the 200 percent performance level. The 2016 PSU awards for such NEOs vested as of February 28, 2019. See “— COMPENSATION DISCUSSION AND ANALYSIS — Long-Term Incentive Compensation” for a discussion of the PSU program.

<sup>(3)</sup> Valuations are based on \$65.23 per share, the most recent closing price of Ameren Common Stock on the NYSE as of December 31, 2018. See “— COMPENSATION DISCUSSION AND ANALYSIS — Long-Term Incentive Compensation — 2016 PSU Awards Vesting” for a discussion of the amounts actually paid with respect to the 2016 PSU awards.

<sup>(4)</sup> For each NEO, the amount shown represents 2017 PSU and 2018 PSU and RSU award grants assuming achievement of the maximum performance goals. The 2017 PSU and 2018 PSU and RSU awards will vest, subject to Ameren achieving the required performance threshold and continued employment of the NEO, as of February 29, 2020 and February 28, 2021, respectively. See “— COMPENSATION DISCUSSION AND ANALYSIS — Long-Term Incentive Compensation.” There is no guarantee that such amounts will ultimately be earned by participants.

<sup>(5)</sup> The dollar value of the 2017 PSU and 2018 PSU and RSU awards assumes achievement of the maximum performance goals for such awards. Valuations are based on \$65.23 per share, the most recent closing price of Ameren Common Stock on the NYSE as of December 31, 2018. There is no guarantee that such amounts will ultimately be earned by participants.

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## Executive Compensation Matters

The following table provides the amounts received upon exercise of options or similar instruments or the vesting of stock or similar instruments during the most recent fiscal year.

**OPTION EXERCISES AND STOCK VESTED TABLE**

Name (a)	Option Awards <sup>(1)</sup> Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Stock Awards Number of Shares Acquired on Vesting <sup>(2)</sup> (#) (d)	Value Realized on Vesting <sup>(3)</sup> (\$) (e)
Baxter	—	—	141,632	7,690,618
Lyons	—	—	45,816	2,487,809
Mark	—	—	31,381	1,703,988
Moehn	—	—	33,385	1,812,806
Nelson	—	—	30,268	1,643,552

<sup>(1)</sup> None of the NEOs hold any options to purchase shares of Common Stock.

<sup>(2)</sup> For each NEO, the amount shown represents 2015 PSU award grants vested as of February 28, 2018. During the performance period for the 2015 PSU awards ending December 31, 2017, such NEOs were credited with dividend equivalents on 2015 PSU award grants, which represented the right to receive shares of Ameren Common Stock measured by the dividend payable with respect to the corresponding number of 2015 PSU awards. Dividend equivalents on 2015 PSU awards accrued at target levels and were reinvested into additional 2015 PSU awards throughout the three-year performance period. Dividend equivalents are only earned to the extent that the underlying PSU award is earned. The number of 2015 PSUs ultimately earned by each NEO through dividend reinvestment, at 162.5 percent of the original target levels accrued, was as follows: Mr. Baxter — 14,019 units; Mr. Lyons — 4,535 units; Mr. Mark — 3,106 units; Mr. Moehn — 3,304 units; and Mr. Nelson — 2,996 units.

<sup>(3)</sup> The value of the vested 2015 PSUs is based on the closing price of \$54.30 per share of our Common Stock on the NYSE as of February 28, 2018, the date the 2015 PSU awards vested.

**Pension Benefits**

The table below provides the actuarial present value of the NEO's accumulated benefits under the Company's retirement plans and the number of years of service credited to each NEO under these plans.

**PENSION BENEFITS TABLE**

Name (a)	Plan Name (b)	Number of Years Credited Service <sup>(1)</sup> (#) (c)	Present Value of Accumulated Benefit <sup>(2)(3)</sup> (\$) (d)	Payments During Last Fiscal Year <sup>(4)</sup> (\$) (e)
Baxter	1) Retirement Plan	23	648,331	—
	2) SRP	23	2,557,553	—
Lyons	1) Retirement Plan	17	558,317	—
	2) SRP	17	1,188,810	—
Mark	1) Retirement Plan	16	628,608	—
	2) SRP	16	843,455	—
Moehn	1) Retirement Plan	18	541,355	—
	2) SRP	18	671,755	—

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<b>Nelson</b>	1)			
	Retirement			
	Plan	23	909,464	—
	2) SRP	23	972,661	—

(1) Years of credited service are not used for purposes of calculating the NEOs' balances under these plans.  
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Represents the actuarial present value of the accumulated benefits relating to the NEOs under the Retirement Plan (defined below) and the SRP as of December 31, 2018. See Note 10 to our audited consolidated financial statements for the year ended December 31, 2018 included in our 2018 Form 10-K for an explanation of the valuation method and all material assumptions applied in quantifying the present value of the accumulated benefit. The calculations were based on retirement at the plan normal retirement age of 65, included no pre-retirement decrements in determining the present value, used a 60 percent lump sum / 40 percent annuity payment form assumption, and used the plan valuation mortality assumptions after age 65 (RP-2018 mortality projected generationally by Scale MP-2018). Cash balance accounts were projected to age 65 using the 2018 plan interest (2) crediting rate of 5 percent.

The following table provides the Cash Balance Account Lump Sum Value for accumulated benefits relating to the NEOs under the cash balance account under the Retirement Plan and the SRP at December 31, 2018 as an alternative to the presentation of the actuarial present value of the accumulated benefits relating to the NEOs under the Retirement Plan and the SRP as of (3) December 31, 2018.

Name	Plan Name	Cash Balance Account Lump Sum Value (\$)
Baxter	1) Retirement Plan	533,246
	2) SRP	2,103,564
Lyons	1) Retirement Plan	435,049
	2) SRP	926,339
Mark	1) Retirement Plan	544,711
	2) SRP	730,884
Moehn	1) Retirement Plan	415,137
	2) SRP	515,134
Nelson	1) Retirement Plan	773,443
	2) SRP	827,188

(4) All NEOs are active and were not eligible for payments prior to December 31, 2018.

**Ameren Retirement Plan**

Retirement benefits for the NEOs fall under the Benefits for Salaried Employees (the "Cash Balance Account"). Most salaried employees of Ameren and its subsidiaries, including the NEOs, earn benefits in the Cash Balance Account under the Ameren Retirement Plan (the "Retirement Plan") immediately upon employment. Benefits become vested after three years of service.

On an annual basis, a bookkeeping account in a participant's name is credited with an amount equal to a percentage of the participant's pensionable earnings for the year. Pensionable earnings include base salary and annual EIP compensation, which are equivalent to amounts shown in columns (c) and (g) in the Summary Compensation Table. The applicable percentage is based on the participant's age as of December 31 of that year.

Participant's Age on December 31	Regular Credit for Pensionable Earnings*
Less than 30	3%
30 to 34	4%
35 to 39	4%
40 to 44	5%
45 to 49	6%
50 to 54	7%
55 and over	8%

\* An additional regular credit of three percent is received for pensionable earnings above the Social Security wage base.

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These accounts also receive interest credits based on the average yield for one-year U.S. Treasury constant maturity for the previous October, plus one percent. The minimum interest credit is five percent.

Effective January 1, 2001, an enhancement account was added that provides a \$500 additional credit at the end of each year.

The normal retirement age under the Cash Balance Account structure and the SRP is 65. Neither the Cash Balance Account structure nor the SRP contains provisions for crediting extra years of service or for early retirement. When a participant terminates employment (including as a result of retirement), the amount credited to the participant's account is converted to an annuity or paid to the participant in a lump sum. The participant can also choose to defer distribution, in which case the account balance is credited with interest at the applicable rate until the future date of distribution.

**Ameren Supplemental Retirement Plan**

In certain cases, pension benefits under the Retirement Plan are reduced to comply with maximum limitations imposed by the IRC. The SRP is maintained by Ameren to provide for a supplemental benefit equal to the difference between the benefit that would have been paid if such IRC limitations were not in effect and the reduced benefit payable as a result of such IRC limitations. Any NEO whose pension benefits under the Retirement Plan would exceed IRC limitations is eligible to participate in the SRP. The SRP is unfunded and is not a qualified plan under the IRC.

There is no offset under either the Retirement Plan or the SRP for Social Security benefits or other offset amounts.

**Nonqualified Deferred Compensation**

The following table discloses contributions, earnings and balances under the nonqualified deferred compensation plan for each NEO.

**NONQUALIFIED DEFERRED COMPENSATION TABLE**

Name	Executive Contributions in 2018 <sup>(1)</sup>	Company Contributions in 2018 <sup>(2)</sup>	Aggregate Earnings in 2018 <sup>(3)</sup>	Aggregate Withdrawals/ Distributions	Aggregate Balance at 12/31/18 <sup>(4)</sup>
(a)	(\$)	(\$)	(\$)	(\$)	(\$)
<b>Baxter</b>	158,400	118,800	(61,597 )	—	3,192,941
<b>Lyons</b>	74,998	56,248	(62,408 )	—	879,352
<b>Mark</b>	202,468	36,278	48,731	—	2,287,876
<b>Moehn</b>	94,049	39,691	(14,257 )	—	1,203,006
<b>Nelson</b>	43,286	32,464	18,680	—	694,555

A portion of these amounts is also included in amounts reported for 2018 as "Salary" in column (c) of the Summary Compensation Table. These amounts also include a portion of amounts reported as "Non-Equity Incentive Plan Compensation" in our 2018 proxy statement representing compensation paid in 2018 for performance during 2017.

(1) All of the Company matching contributions reported for each NEO are included in the amounts reported in column (i) of the Summary Compensation Table.

(2) The dollar amount of aggregate interest earnings accrued during 2018. The above-market interest component of these amounts earned on deferrals made prior to January 1, 2010 with respect to plan years beginning on or prior to January 1, 2010 and for deferrals made prior to January 1, 2010 with respect to plan years beginning on or after January 1, 2011 is included in amounts reported in column (h) of the Summary Compensation Table. See footnote (6) to the Summary Compensation Table for the amounts of above-market interest. There are no above-market or preferential earnings on compensation deferred with respect to

(3) plan years beginning on or after January 1, 2010 for deferrals made on and after January 1, 2010.

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(4) The dollar amount of the total balance of the NEO's account as of December 31, 2018 consists of the following elements:

Name	Executive Contributions (\$)	Company Matching Contributions (\$)	Interest Earnings (\$)	Total (\$)	Amount Previously Reported as Compensation in Prior Years <sup>(1)</sup> (\$)
<b>Baxter</b>	1,437,914	546,125	1,208,902	3,192,941	1,935,013
<b>Lyons</b>	418,173	313,630	147,549	879,352	600,558
<b>Mark</b>	1,443,168	183,818	660,890	2,287,876	1,023,422
<b>Moehn</b>	638,058	184,849	380,099	1,203,006	403,040
<b>Nelson</b>	272,233	116,827	305,495	694,555	226,263

Represents amounts previously reported as compensation to the NEO in the Summary Compensation Table of Ameren or its <sup>(1)</sup> subsidiaries in previous years.

**Executive Deferred Compensation Plan Participation**

Pursuant to an optional deferred compensation plan available to members of the Company's management, NEOs may annually choose to defer up to 50 percent (in one percent increments) of their salary and up to 100 percent (in one percent increments or amounts in excess of a threshold) of cash incentive awards. There are no minimum dollar thresholds for deferrals. At the request of a participant, the Company may, in its discretion, waive the 50 percent limitation.

The Ameren Deferred Compensation Plan, as amended and restated, effective January 1, 2010 (the "Ameren Deferred Compensation Plan"), changed the interest crediting rates for deferrals made with respect to plan years commencing on and after January 1, 2010 and added a 401(k) restoration benefit for eligible officers of Ameren whose total salary and short-term incentive award exceeds the limit on compensation in effect under the IRC. In October 2010, the Company adopted an amendment to the Ameren Deferred Compensation Plan for plan years beginning on and after January 1, 2011 to, among other things, change the measurement period for the applicable interest rates to amounts deferred under such plan prior to January 1, 2010 and clarify that matching contributions made under the plan are based upon all of a participant's deferrals under the plan during a plan year. Pursuant to the Ameren Deferred Compensation Plan, amounts deferred (and interest attributable thereto), other than the 401(k) Restoration Benefit (as defined below), accrue interest at the rate to be applied to the participant's account balance depending on (1) the plan year for which the rate is being calculated and (2) the year in which the deferral was made, as follows:

Calculation for Plan Year	Deferral Date	Rate
Plan Years beginning on or prior to January 1, 2010	Deferrals prior to January 1, 2010	150 percent of the average of the monthly Mergent's Seasoned AAA Corporate Bond Yield Index rate (the "Officers Deferred Plan Index Rate") for the calendar year immediately preceding such plan year — for 2018 such interest crediting rate was 5.69 percent
Plan Years beginning on or after January 1, 2010	Deferrals on and after January 1, 2010	120 percent of the AFR for the December immediately preceding such plan year (the "Officers Deferred Plan Interest Rate") — for 2018 such interest crediting rate was 3.16 percent

Under the Ameren Deferred Compensation Plan, upon a participant's termination of employment with the Company and/or its subsidiaries prior to age 55 and after the occurrence of a "Change of Control" (as defined under "— Potential Payments Upon Termination or Change of Control — Change of Control" below) the balance in such participant's deferral account, with interest as described in the table above, shall be distributed in a lump sum within 30 days after the date the participant terminates employment.

The 401(k) Restoration Benefit allows eligible officers of Ameren, including the NEOs, to also defer a percentage of salary and/or EIP awards in excess of the limit on compensation then in effect under the IRC (currently \$275,000), in one percent increments, up to a maximum of six percent of total salary and EIP awards (a "401(k) Restoration Deferral," together with Ameren's 401(k) matching credit described below, the "401(k) Restoration Benefit"). Under the Ameren Deferred Compensation Plan, Ameren credits each participating officer's deferral account with a matching credit equal to 100 percent of the first three percent of salary and EIP awards





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and 50 percent of the remaining salary and EIP awards deferred by the participant, including a 401(k) Restoration Deferral. In general, eligible participants, including the NEOs, may direct the deemed investment of the 401(k) Restoration Benefit in accordance with the investment options that are generally available under Ameren's 401(k) savings investment plan, except for the Ameren stock fund.

As a result of the changes described in this section, no preferential or above-market earnings are paid pursuant to the Ameren Deferred Compensation Plan with respect to plan years beginning on or after January 1, 2010 for deferrals made on and after January 1, 2010. The investment returns for the funds available to NEOs under the Ameren Deferred Compensation Plan in 2018 were as follows:

<b>Name of Fund</b>	<b>Percentage Rate of Return (%)</b>
Target 2020 Fund	-3.88
Target 2025 Fund	-4.86
Target 2030 Fund	-5.70
Target 2035 Fund	-6.52
Target 2040 Fund	-7.27
Target 2045 Fund	-7.84
Target 2050 Fund	-8.15
Target 2055 Fund	-8.14
Target 2060 Fund	-8.18
Target Retirement Fund	-3.47
Large Cap Equity Index	-4.37
Large Cap Equity	-6.65
Small/Mid Cap Equity Index	-9.95
Small/Mid Cap Equity	-5.95
International Equity Index	-14.54
International Equity	-14.90
Bond Fund	-1.50
Bond Index Fund	—
TIPS Bond Index Fund	-1.16
Stable Interest Income	2.06

After the participant retires, the deferred amounts (and interest attributable thereto), other than the 401(k) Restoration Benefit, accrue interest as follows:

**Calculation for Plan**

<b>Year</b>	<b>Deferral Date</b>	<b>Rate</b>
Plan Years beginning on or prior to January 1, 2010	Deferrals prior to January 1, 2010	Average monthly Mergent's Seasoned AAA Corporate Bond Yield Index rate (the "Officers Deferred Plan Base Index Rate") for the calendar year immediately preceding such plan year — for 2018 such interest crediting rate was 3.79 percent
Plan Years beginning on or after January 1, 2010	Deferrals on and after January 1, 2010	Officers Deferred Plan Interest Rate — for 2018 such interest crediting rate was 3.16 percent

The plan compounds interest annually and the rate is calculated as of the first day of the plan year.

Distributions from the Ameren Deferred Compensation Plan will be paid in cash. A participant may choose to receive the deferred amounts at retirement in a single lump sum payment or in substantially equal installments over a period of 5, 10 or 15 years. In the event a participant terminates employment with the Company and its subsidiaries prior to age 55, the balance in such participant's deferral account is distributable in a lump sum to the participant within 30 days of the date the participant terminates employment.

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Participants are 100 percent vested at all times in the value of their contributions, investment earnings and any Company 401(k) matching credits. A participant's benefit will be comprised of separate bookkeeping accounts evidencing his or her interest in each of the investment funds in which contributions and applicable matching contributions have been deemed invested. While no actual contributions are made to the funds, earnings or losses are calculated using the valuation methodology employed by the record keeper for each of the corresponding funds. Participants may generally transfer investments among various investment alternatives on a daily basis, subject to the provisions of the Ameren Deferred Compensation Plan.

**Potential Payments Upon Termination or Change of Control**

This section describes and estimates payments that could be made to the NEOs serving as of December 31, 2018, under different termination and change-in-control events. The estimated payments would be made under the terms of Ameren's compensation and benefits plans, as well as the Severance Plan for Ameren Officers ("Officer Severance Plan") or the Second Amended and Restated Change of Control Severance Plan ("Change of Control Plan").

The tables below reflect the payments and benefits payable to each of the NEOs in the event of a termination of the NEO's employment under several different circumstances. The amounts shown assume that termination was effective as of December 31, 2018, at the NEO's compensation and service levels as of that date, and are estimates of the amounts that would be payable to the NEO in each scenario. In addition, the amounts shown do not include benefits paid by insurance providers under life and disability policies or payments and benefits provided on a non-discriminatory basis to employees upon a termination of employment. The actual amounts to be paid can only be determined at the time of the NEO's actual separation from the Company. Factors that could affect the nature and amount of the payments on termination of employment include, among others, the timing of the event, compensation level, the market price of Common Stock and the NEO's age.

**BAXTER**

<b>Component of Pay</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>	<b>Retirement at Age at 12/31/18<sup>(1),(2)</sup> (\$)</b>	<b>Involuntary Termination not for Cause<sup>(3)</sup> (\$)</b>	<b>Change of Control<sup>(4)</sup> (\$)</b>
Cash Severance	N/A	N/A	N/A	4,687,000	8,208,000
PSU Vesting	10,720,616	30,261,763	21,766,012	21,766,012	14,788,287
RSU Vesting	496,987	1,575,761	525,232	525,232	1,490,917
Pension Credit	N/A	N/A	N/A	N/A	1,415,909
Health and Welfare Benefits <sup>(5)</sup>	N/A	N/A	N/A	20,343	107,387
Outplacement at Maximum	N/A	N/A	N/A	25,000	30,000
Excise Tax Gross-up <sup>(6)</sup>	N/A	N/A	N/A	N/A	13,169,883
<b>Total</b>	<b>11,217,603</b>	<b>31,837,524</b>	<b>22,291,244</b>	<b>27,023,587</b>	<b>39,210,383</b>

**LYONS**

<b>Component of Pay</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>	<b>Retirement at Age at 12/31/18<sup>(1),(2)</sup> (\$)</b>	<b>Involuntary Termination not for Cause<sup>(3)</sup> (\$)</b>	<b>Change of Control<sup>(4)</sup> (\$)</b>
Cash Severance	N/A	N/A	N/A	2,173,500	4,104,000
PSU Vesting	3,584,715	9,904,849	N/A	N/A	4,846,288
RSU Vesting	498,227	1,803,610	N/A	N/A	1,706,470
Pension Credit	N/A	N/A	N/A	N/A	700,015
Health and Welfare Benefits <sup>(5)</sup>	N/A	N/A	N/A	21,530	98,280
Outplacement at Maximum	N/A	N/A	N/A	25,000	30,000
Excise Tax Gross-up <sup>(6)</sup>	N/A	N/A	N/A	N/A	4,824,466
<b>Total</b>	<b>4,082,942</b>	<b>11,708,459</b>	<b>N/A</b>	<b>2,220,030</b>	<b>16,309,519</b>

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**MARK**

<b>Component of Pay</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>	<b>Retirement at Age at 12/31/18<sup>(1),(2)</sup> (\$)</b>	<b>Involuntary Termination not for Cause<sup>(3)</sup> (\$)</b>	<b>Change of Control<sup>(4)</sup> (\$)</b>
Cash Severance	N/A	N/A	N/A	1,510,050	2,928,800
PSU Vesting	2,392,636	6,610,082	4,853,960	4,853,960	3,234,222
RSU Vesting	366,788	1,334,019	102,411	102,411	1,262,119
Pension Credit	N/A	N/A	N/A	N/A	565,426
Health and Welfare Benefits <sup>(5)</sup>	N/A	N/A	N/A	15,116	93,849
Outplacement at Maximum	N/A	N/A	N/A	25,000	30,000
Excise Tax Gross-up <sup>(6)</sup>	N/A	N/A	N/A	N/A	3,603,207
<b>Total</b>	<b>2,759,424</b>	<b>7,944,101</b>	<b>4,956,371</b>	<b>6,506,537</b>	<b>11,717,623</b>

**MOEHN**

<b>Component of Pay</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>	<b>Retirement at Age at 12/31/18<sup>(1),(2)</sup> (\$)</b>	<b>Involuntary Termination not for Cause<sup>(3)</sup> (\$)</b>	<b>Change of Control<sup>(4)</sup> (\$)</b>
Cash Severance	N/A	N/A	N/A	1,680,000	3,172,600
PSU Vesting	2,647,751	7,316,001	N/A	N/A	3,579,573
RSU Vesting	389,488	1,413,991	N/A	N/A	1,337,825
Pension Credit	N/A	N/A	N/A	N/A	500,820
Health and Welfare Benefits <sup>(5)</sup>	N/A	N/A	N/A	15,606	63,807
Outplacement at Maximum	N/A	N/A	N/A	25,000	30,000
Excise Tax Gross-up <sup>(6)</sup>	N/A	N/A	N/A	N/A	3,934,528
<b>Total</b>	<b>3,037,239</b>	<b>8,729,992</b>	<b>N/A</b>	<b>1,720,606</b>	<b>12,619,153</b>

**NELSON**

<b>Component of Pay</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>	<b>Retirement at Age at 12/31/18<sup>(1),(2)</sup> (\$)</b>	<b>Involuntary Termination not for Cause<sup>(3)</sup> (\$)</b>	<b>Change of Control<sup>(4)</sup> (\$)</b>
Cash Severance	N/A	N/A	N/A	1,439,850	2,828,000
PSU Vesting	2,192,054	6,044,799	4,446,729	4,446,729	2,957,969
RSU Vesting	88,061	279,184	93,083	93,083	264,163
Pension Credit	N/A	N/A	N/A	N/A	587,268
Health and Welfare Benefits <sup>(5)</sup>	N/A	N/A	N/A	15,606	92,903
Outplacement at Maximum	N/A	N/A	N/A	25,000	30,000
Excise Tax Gross-up <sup>(6)</sup>	N/A	N/A	N/A	N/A	2,977,042
<b>Total</b>	<b>2,280,115</b>	<b>6,323,983</b>	<b>4,539,812</b>	<b>6,020,268</b>	<b>9,737,345</b>

<sup>(1)</sup> Messrs. Lyons and Moehn are not retirement-eligible. Therefore, no PSU or RSU vesting is shown upon retirement for them.

The estimated number of PSUs and RSUs that would be payable upon retirement at December 31, 2018 for Messrs. Baxter, Mark and Nelson is calculated according to the schedule following "— Termination Other Than for Change of Control" below. Where performance was estimated for PSUs, it was estimated at 200 percent payout for the 2017 PSU award and 200 percent payout for the 2018 PSU award.

Indicates amounts payable to NEOs pursuant to the Officer Severance Plan. The PSU Vesting and RSU Vesting amounts

<sup>(3)</sup> represent amounts payable because the participant is retirement eligible, not due to a benefit under the Officer Severance Plan.

Indicates Change of Control amounts payable to NEOs pursuant to the Change of Control Plan, assuming that the Company

<sup>(4)</sup> ceases to exist or is no longer publicly traded on the NYSE or NASDAQ after the Change of Control.

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Health and welfare benefits figures reflect the estimated lump-sum value of all future amounts which will be paid on behalf of or attributed to the NEOs under our welfare benefit plans (these amounts, however, would not actually be paid as a cash lump sum). For amounts payable in connection with a Change of Control, the amounts reflected above represent the three-year employer portion of premiums and an amount representing the actuarial present value of additional benefits under our retiree medical program (see “Change of Control - Health and Welfare Benefit Payment Assumptions” below). For amounts payable in connection with an Involuntary Termination Not for Cause, the amounts reflected above represent 12 months of COBRA

(5) premiums.

Excise tax gross-up payments are estimated using a stock price of \$65.23 per share (the most recent closing price of Ameren Common Stock on the NYSE as of December 31, 2018).

### Severance

The NEOs are covered under the Ameren Corporation Severance Plan for Ameren Officers, as described above under “EXECUTIVE COMPENSATION – Compensation Discussion and Analysis - Severance.”

### Change of Control

*Change of Control Severance Plan.* Under Ameren’s Second Amended and Restated Change of Control Severance Plan, as amended (the “Change of Control Plan”), designated officers of Ameren and its subsidiaries, including the NEOs, are entitled to receive severance benefits if their employment is terminated without “Cause” (as defined below) or by the NEO for “Good Reason” (as defined below) within two years after a Change of Control. The Change of Control Plan was amended in 2009 to eliminate reimbursement and gross-up payments in connection with any excise taxes that may be imposed on benefits received by any officers who first become designated as entitled to receive benefits under the Change of Control Plan on or after October 1, 2009. Other Ameren plans also carry change of control provisions.

### Definitions of Change of Control, Cause and Good Reason

A change of control (“Change of Control”) occurs under the Change of Control Plan, in general, upon:

- the acquisition of 20 percent or more of the outstanding Common Stock of Ameren or of the combined voting power of the
  - (i) outstanding voting securities of Ameren;
  - (ii) a majority change in composition of the board of directors;
  - a reorganization, merger or consolidation, sale or other disposition of all or substantially all of the assets of Ameren, unless
  - (iii) current shareholders continue to own 60 percent or more of the surviving entity immediately following the transaction; or
  - (iv) approval by Ameren shareholders of a complete liquidation or dissolution of Ameren.
- “Cause” is defined as follows:

- the participant’s willful failure to substantially perform his or her duties with Ameren (other than any such failure resulting from
  - (i) the participant’s disability), after notice and opportunity to remedy;
  - (ii) gross negligence in the performance of the participant’s duties which results in material financial harm to Ameren;
  - the participant’s conviction of, or plea of guilty or nolo contendere to, any felony or any other crime involving the personal
  - (iii) enrichment of the participant at the expense of Ameren or shareholders of Ameren; or
  - (iv) the participant’s willful engagement in conduct that is demonstrably and materially injurious to Ameren, monetarily or otherwise.
- “Good Reason” is defined as follows:

- (i) a net reduction of the participant’s authorities, duties or responsibilities as an executive and/or officer of Ameren;
- (ii) required relocation of more than 50 miles;
- (iii) any material reduction of the participant’s base salary or target bonus opportunity;
- (iv) reduction in grant-date value of long-term incentive opportunity;
- (v) failure to provide the same aggregate value of employee benefit or retirement plans in effect prior to a Change of Control;

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(vi) failure of a successor to assume the Change of Control Plan agreements; or  
 a material breach of the Change of Control Plan which is not remedied by the Company within ten business days of receipt of  
 (vii) written notice of such breach.

If an NEO's employment is terminated without Cause or by the NEO for Good Reason within two years after a Change of Control, the NEO will receive a cash lump sum equal to the following:

- (i) unpaid salary and vacation pay through the date of termination;
  - (ii) pro rata EIP compensation for the year of termination;
  - (iii) three years' worth of each of base salary and target EIP compensation;
  - (iv) three years' worth of additional pension credit; and  
 solely with respect to officers who first became designated as entitled to receive benefits under the Change of Control Plan before October 1, 2009, reimbursement and gross-up for any excise tax imposed on benefits received by the NEO from  
 (v) Ameren, assuming such payments (as defined by the IRS) are at least 110 percent of the imposed cap under the IRC.
- In addition to the cash lump sum payment, any such NEO shall (i) continue to be eligible for health and welfare benefits during the three-year severance period, provided that if the NEO becomes reemployed with another employer and is eligible to receive such health and welfare benefits under such other employer's plan, the Company's health and welfare benefits will be secondary to those provided under such other plan during the severance period and (ii) receive, as incurred, up to \$30,000 for the cost of outplacement services (not available for a Good Reason termination).

Following are details of how the above items are calculated.

*Retirement Plan Benefit Assumptions.* Amount equal to the difference between (a) the account balance under the Retirement Plan and SRP which the participant would receive if his or her employment continued during the three-year period upon which severance is received (assuming the participant's compensation during such period would have been equal to his or her compensation as in effect immediately prior to termination) and (b) the actual account balance (paid or payable) under such plans as of the date of termination.

*Health and Welfare Benefit Payment Assumptions.* Continued coverage for the NEO's family with medical, dental, life insurance and executive life insurance benefits as if employment had not been terminated during the three-year period upon which severance is received. The calculation and the corresponding amounts set forth in the Potential Payments on Termination or a Change of Control tables, above, assume full cost of benefits over the three-year period. In addition, the NEO's family receives additional retiree medical benefits (if applicable) as if employment had not been terminated during the three-year period upon which severance is received. Retiree medical benefits are payable only in their normal form as monthly premium payments until the NEO reaches the age of 65, at which time the NEO, or applicable beneficiary, receives an annual stipend to apply towards eligible healthcare premiums and costs. The actuarial present value of the additional retiree medical benefits is included, calculated based on retirement at the end of the three-year severance period, a graded discount rate assumption of 3.32 percent for payment duration of three years or less, 3.69 percent for payment duration of over three but not more than nine years and 3.98 percent for payment duration over nine years, and post-retirement mortality (but not pre-retirement mortality) according to the RP-2018 (generational) table.

**Ability to Amend or Terminate Change of Control Plan**

The Board may amend or terminate the Change of Control Plan at any time, including designating any other event as a Change of Control, provided that the Change of Control Plan may not be amended or terminated (i) following a Change of Control, (ii) at the request of a third party who has taken steps reasonably calculated to effect a Change of Control or (iii) otherwise in connection with or in anticipation of a Change of Control in any manner that could adversely affect the rights of any officer covered by the Change of Control Plan.

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**Change of Control Provisions Relating to LTIP Awards**

Below is a summary of protections provided upon a Change of Control with respect to the LTIP awards under the 2014 Plan. In brief, the goal of these protections is to avoid acceleration of LTIP vesting and payment in situations where a Change of Control occurs but the Company continues to exist and the NEO retains his or her position. In the table below, the term “qualifying termination” means the participant (i) has an involuntary termination without Cause, (ii) for Change of Control Severance Plan participants, has a voluntary termination of employment for Good Reason (as defined in the Change of Control Severance Plan) or (iii) has an involuntary termination that qualifies for severance under the Ameren Corporation Severance Plan for Ameren Employees (as in effect immediately prior to the Change of Control). Other definitions of capitalized terms may be found in the 2014 Plan or applicable award agreement.

<b>Change of Control Event</b>	<b>Termination Event</b>	<b>Unvested LTIP Awards</b>
Change of Control which occurs on or before the end of the applicable vesting period after which the Company continues in existence and remains a publicly traded company on the NYSE or NASDAQ	No qualifying termination	Payable upon the earliest to occur of the following: after the applicable vesting period has ended; or the participant’s death. The PSUs or RSUs the participant would have earned if such participant remained employed for the entirety of the applicable vesting period, at actual performance in the case of the PSUs, will vest on the last day of the applicable vesting period and be paid in shares of the Company’s Common Stock immediately following the applicable vesting period; provided that such distribution will be deferred until the date which is six months following the participant’s termination of employment to the extent required by IRC Section 409A. The target number of PSU or RSU awards granted, together with dividends accrued thereon, will be converted to nonqualified deferred compensation. Interest on the nonqualified deferred compensation will accrue based on the prime rate, computed as provided in the award agreement.
	Qualifying termination within two years after the Change of Control and during the applicable vesting period	Lump sum payout of the nonqualified deferred compensation plus interest immediately following the applicable vesting period.  Immediate lump sum payment of the nonqualified deferred compensation plus interest upon the Change of Control.
Change of Control which occurs on or before the end of the applicable vesting period after which the Company ceases to exist or is no longer publicly traded on the NYSE or NASDAQ	Automatic upon Change of Control	Immediate lump sum payment of the nonqualified deferred compensation plus interest upon such death or disability.
	Continued employment until the end of the applicable vesting period Retirement or termination due to disability prior to the Change of Control Continued employment until death or disability which occurs after the Change of Control and before the end of the applicable vesting period	Immediate lump sum payout of the nonqualified deferred compensation plus interest upon such death or disability. Immediate lump sum payout of the nonqualified deferred compensation plus interest upon termination; provided that such distribution shall be deferred until the date which is six months following the participant’s termination of employment to the extent required by IRC Section 409A.
Change of Control which occurs on or before the end of the applicable vesting period in which the Company ceases to exist or is no longer publicly traded on the NYSE or NASDAQ	Qualifying termination during the applicable vesting period	Forfeiture of the nonqualified deferred compensation plus interest.
	Other termination of employment before the end of the applicable vesting period	

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## Executive Compensation Matters

**Termination Other Than for Change of Control**

The following table summarizes the impact of certain employment events outside the context of a Change of Control that may result in the payment of unvested LTIP awards.

<b>Type of Termination</b>	<b>Additional Termination Details</b>	<b>Unvested LTIP Awards</b>
Death	N/A	A prorated award is earned at the end of the performance period (based on actual performance) or vesting period and is paid as soon as possible after death. All outstanding awards are earned at the same time and to the same extent that they are earned by other participants, and are paid immediately following the applicable vesting period.
Disability Retirement during Performance Period	N/A	Only if the participant has at least five years of service, a prorated award is earned at the end of the performance period (based on actual performance) or vesting period and is paid immediately following the vesting period.
Termination for any reason other than death, disability, and retirement as provided above	Age 55+  N/A	Forfeited

**CEO Pay Ratio**

We are providing the following information to comply with Item 402(u) of Regulation S-K:

For 2018, the annual total compensation of our median employee was \$119,718. We calculated the median employee's annual total compensation based on the rules for determining annual total compensation of our named executive officers, which includes base salary, incentive compensation, change in pension value, and other elements of pay, such as 401(k) employer match, stock awards, or overtime, as applicable. The annual total compensation of our CEO was \$8,454,460 and the ratio of our CEO's compensation to the median employee was 71 to 1. The pay ratio disclosed is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

The employment of the median employee reported in the 2018 proxy statement terminated in 2018. Accordingly, for 2018, we identified an alternative median employee as of October 1, 2018, in accordance with the same methodology used to determine the median employee in 2017, using for such purposes our entire workforce of approximately 8,600 full, part-time and temporary employees and base salary for the period of January 1, 2016 to December 31, 2016, rounded to the nearest \$100. We determined that there were no changes to our employee base or compensation arrangements that would significantly change our pay ratio disclosure.

SEC rules for identifying the median employee and calculating the pay ratio allow companies to apply various methodologies and various assumptions and, as a result, the pay ratio reported by the Company may not be comparable to the pay ratio reported by other companies.



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**Audit Matters**

**ITEM 3**

**Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019**

The Audit and Risk Committee of the Board has appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Consistent with good governance practices, the Company is asking shareholders to ratify the appointment of PwC.

**Board Recommendation for Item 3**

Your Board of Directors unanimously recommends a vote **"FOR"** the Ratification of the Appointment of PwC as Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2019.

The members of the Audit and Risk Committee and the Board believe that the continued retention of PwC to serve as the Company's independent external auditor is in the best interests of the Company and its shareholders. Although ratification by the shareholders is not required by law, the Board of Directors has determined that it is desirable to request approval of this appointment by the shareholders. In the event the shareholders fail to ratify the appointment, the Audit and Risk Committee will consider this factor when making any determination regarding PwC. Even if the selection is ratified, the Audit and Risk Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

**Selection of Independent Registered Public Accounting Firm**

The Audit and Risk Committee is directly responsible for the appointment, selection of the lead engagement partner, pre-approval of compensation, retention and oversight of the work of the independent accountants engaged by the Company for the purpose of preparing or issuing an audit report or performing other permissible audit, review or attest services for the Company. In accordance with its charter, the Audit and Risk Committee has appointed PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019, and the Board has ratified this appointment.

On at least an annual basis, the Audit and Risk Committee evaluates PwC's qualifications, performance and independence and presents its conclusions with respect to PwC's independence to the full Board. As part of its evaluation, the Audit and Risk Committee considers a variety of factors, including:

- PwC's independence and tenure;
- The quality of PwC's performance and audit plans;
- PwC's tenure and its knowledge of the Company;
- PwC's communications with the Audit and Risk Committee, the Board and management;
- PwC's reputation for integrity and competence in the fields of accounting and auditing;
- Litigation and regulatory proceedings in which PwC may be involved; and
- PCAOB reports.

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### **Audit Matters**

PwC has served continuously as the independent registered public accounting firm for the Company and its subsidiaries since at least 1932. In evaluating PwC's tenure, the Audit and Risk Committee believes there are important benefits to having a long-tenured independent accounting firm, including:

Enhanced audit quality due to PwC's deep understanding of Ameren's business, industry and accounting policies and practices;  
Efficient fee structures due to PwC's familiarity with the Company and industry expertise; and  
Avoidance of significant costs and disruptions (including Board and management time and distractions) that would be associated with evaluating and retaining a new independent auditor.

In addition, PwC is subject to robust independence controls that further mitigate the risks that may be associated with long auditor tenure. These include:

A strong regulatory framework for auditor independence, including limitations on non-audit services;  
Oversight of PwC by the Audit and Risk Committee that includes regular communication on and evaluation of the quality of the audit and auditor independence;  
PwC's internal independence controls and compliance program;  
Conducting regular private meetings with each of PwC and Ameren management at the end of each regularly scheduled Audit and Risk Committee meeting; and  
Mandatory audit partner rotation every five years, a process which is directed and ultimately approved by the Audit and Risk Committee.

Representatives of PwC are expected to be present at the Annual Meeting with the opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

## **Fees For Fiscal Years 2018 and 2017**

### **Audit Fees**

The aggregate fees for professional services rendered by PwC for (i) the audits of the consolidated annual financial statements of Ameren and its registered subsidiaries included in the combined 2018 Form 10-K of Ameren and its registered subsidiaries and the annual financial statements of certain non-registered subsidiaries; (ii) the audit of Ameren's internal control over financial reporting; (iii) the reviews of the quarterly financial statements included in the combined Forms 10-Q of Ameren and its subsidiaries for the 2018 fiscal year; (iv) services provided in connection with debt and equity offerings; (v) certain accounting and reporting consultations; and (vi) certain regulatory reporting requirements for the 2018 fiscal year were \$3,788,025.

Fees billed by PwC for audit services rendered to Ameren and its subsidiaries during the 2017 fiscal year totaled \$3,921,725.

### **Audit-Related Fees**

The aggregate fees for audit-related services rendered by PwC to Ameren and its subsidiaries during the 2018 fiscal year totaled \$20,000. Such services consisted of a stock transfer/registrar review.

Fees billed by PwC for audit-related services rendered to Ameren and its subsidiaries during the 2017 fiscal year totaled \$20,000.

### **Tax Fees**

PwC did not render any tax-related services to Ameren and its subsidiaries during the 2018 fiscal year.

Fees billed by PwC for tax-related services rendered to Ameren and its subsidiaries during the 2017 fiscal year totaled \$75,000.

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Audit Matters

## **All Other Fees**

The aggregate fees for all other services rendered by PwC to Ameren and its subsidiaries during the 2018 fiscal year totaled \$62,600. Such services consisted of advice regarding strategic initiatives and for accounting and reporting reference software.

Fees billed by PwC for all other services rendered to Ameren and its subsidiaries during the 2017 fiscal year totaled \$91,585.

## **Policy Regarding the Pre-Approval of Independent Registered Public Accounting Firm Provision of Audit, Audit-Related and Non-Audit Services**

The Audit and Risk Committee's charter provides that the Committee is required to pre-approve all audit, audit-related, tax and other services provided by the independent registered public accounting firm to Ameren and its subsidiaries, except that pre-approvals of non-audit services may be delegated to a single member of the Audit and Risk Committee. The Audit and Risk Committee pre-approved 100 percent of the fees for services provided by PwC covered under the above captions: "— *Audit Fees*," "— *Audit-Related Fees*," "— *Tax Fees*" and "— *All Other Fees*" for fiscal years 2018 and 2017.

*The information contained in the following Audit and Risk Committee Report shall not be deemed to be "soliciting material" or "filed" or "incorporated by reference" in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.*

## **Audit and Risk Committee Report**

The Audit and Risk Committee reviews Ameren Corporation's ("Ameren") financial reporting process on behalf of the Board of Directors. In fulfilling its responsibilities, the Audit and Risk Committee reviewed and discussed the audited financial statements included in the 2018 Form 10-K with Ameren's management and the independent registered public accounting firm. Management is responsible for the financial statements and the reporting process, as well as maintaining effective internal control over financial reporting and assessing such effectiveness. The independent registered public accounting firm is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, as well as expressing an opinion on whether Ameren maintained effective internal control over financial reporting.

In addition, in connection with its review of the Ameren's annual audited financial statements, the Audit and Risk Committee has discussed with the independent registered public accounting firm the matters required to be communicated pursuant to PCAOB Auditing Standard No. 16 (Communications with Audit Committees), has received and reviewed the written communications from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC's communications with the Audit and Risk Committee concerning independence, and has discussed with such accounting firm its independence. The Audit and Risk Committee also has considered whether the provision by the independent registered public accounting firm of non-audit services to Ameren is compatible with maintaining their independence.

To ensure the independence of the independent registered public accounting firm, Ameren has instituted monitoring processes at both the management level and the Audit and Risk Committee level. At the management level, the chief financial officer or the chief accounting officer is required to review and pre-approve all engagements of the independent registered public accounting firm for any category of services, subject to the pre-approval of the Audit and Risk Committee described above. In addition, the chief financial officer or the chief accounting officer is required to provide to the Audit and Risk Committee at each of its meetings (except meetings held exclusively to review earnings press releases and quarterly reports on SEC Form 10-Q) a written description of all services to be performed by the independent registered public accounting firm and the corresponding estimated fees. The monitoring process at the Audit and Risk Committee level includes a requirement that the Committee pre-approve the performance of any services by the independent registered public accounting firm, except that pre-approvals of non-audit services may be delegated to a single member of the Committee. At each Audit and Risk Committee meeting (except meetings held exclusively to review earnings press releases

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Audit Matters

and quarterly reports on SEC Form 10-Q), the Committee receives a joint report from the independent registered public accounting firm and the chief financial officer or the chief accounting officer concerning audit fees and fees paid to the independent registered public accounting firm for all other services rendered, with a description of the services performed. The Audit and Risk Committee has considered whether the independent registered public accounting firm's provision of the services covered under the captions "AUDIT MATTERS — FEES FOR FISCAL YEARS 2018 AND 2017 — *Audit-Related Fees*," "*Tax Fees*" and "*All Other Fees*" in this proxy statement is compatible with maintaining the independent registered public accounting firm's independence and has concluded that the independent registered public accounting firm's independence has not been impaired by its engagement to perform these services.

In reliance on the reviews and discussions referred to above, the Audit and Risk Committee recommended to the Board of Directors that the audited financial statements be included in Ameren's 2018 Form 10-K, for filing with the SEC.

*Audit and Risk Committee:*

*Walter J. Galvin, Chairman*

*Catherine S. Brune*

*J. Edward Coleman*

*Ward H. Dickson*

*Noelle K. Eder*

*Craig S. Ivey*

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## Security Ownership

## Security Ownership of More Than Five Percent Shareholders

The following table contains information with respect to the ownership of Ameren Common Stock by each person known to the Company who is the beneficial owner of more than five percent of the outstanding Common Stock.

Name and Address of Beneficial Owner	Shares of Common Stock Owned Beneficially at December 31, 2018	Percent of Common Stock Owned Beneficially at December 31, 2018 (%)
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	28,680,748 <sup>(1)</sup>	11.75%
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	17,773,860 <sup>(2)</sup>	7.3%
State Street Corporation State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	12,541,826 <sup>(3)</sup>	5.1%

The number of shares and percentage owned as of December 31, 2018 according to the Amendment No. 9 to Schedule 13G filed with the SEC on February 11, 2019. The Vanguard Group, Inc. ("Vanguard Group") is an investment adviser in accordance with SEC Rule 13d-1(b)(1)(ii)(E). The amendment to the Schedule 13G reports that Vanguard Group has sole voting power with respect to 327,447 shares of Common Stock, shared voting power with respect to 138,549 shares of Common Stock, sole (1) dispositive power with respect to 28,271,950 shares of Common Stock and shared dispositive power with respect to 408,798 shares of Common Stock. Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard Group, is the beneficial owner of 207,667 shares of Common Stock as a result of it serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly owned subsidiary of Vanguard Group, is the beneficial owner of 317,927 shares of Common Stock as a result of its serving as investment manager of Australian investment offerings.

The number of shares and percentage owned as of December 31, 2018 according to the Amendment No. 8 to Schedule 13G filed with the SEC on February 4, 2019. BlackRock, Inc. ("BlackRock") is a parent holding company in accordance with SEC Rule (2) 13d-1(b)(1)(ii)(G). The amendment to the Schedule 13G reports that BlackRock is the beneficial owner of all 17,773,860 shares of Common Stock, has sole voting power with respect to 15,508,985 shares of Common Stock and sole dispositive power with respect to 17,773,860 shares of Common Stock.

The number of shares and percentage owned as of December 31, 2018 according to the Schedule 13G filed with the SEC on February 13, 2019. State Street Corporation ("State Street") is a parent holding company in accordance with SEC Rule (3) 13d-1(b)(1)(ii)(G). The Schedule 13G reports that State Street has shared voting power with respect to 11,409,665 shares of Common Stock and shared dispositive power with respect to 12,513,035 shares of Common Stock, and has no sole voting power nor sole dispositive power with respect to any Common Stock.

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Security Ownership

**Security Ownership of Directors and Management**

The following table sets forth certain information known to the Company with respect to beneficial ownership of Ameren Common Stock and Stock Units as of March 4, 2019, for (i) each director and nominee for director of the Company, (ii) each individual serving as the Company's President and Chief Executive Officer and the Company's Chief Financial Officer during 2018 and the three most highly compensated executive officers of the Company (and/or its subsidiaries) (other than individuals serving as the President and Chief Executive Officer and the Chief Financial Officer during 2018) who were serving as executive officers at the end of 2018, each as named in the Summary Compensation Table above, and (iii) all executive officers, directors and nominees for director as a group.

Name	Number of Shares of Common Stock Beneficially Owned <sup>(1)(2)</sup>	Percent Owned <sup>(3)</sup>
Warner L. Baxter	293,521	*
Catherine S. Brune	16,794	*
J. Edward Coleman	11,791	*
Ward H. Dickson	4,234	*
Noelle K. Eder	3,908	*
Ellen M. Fitzsimmons	34,679	*
Rafael Flores	11,572	*
Walter J. Galvin	67,672	(4) *
Richard J. Harshman	17,839	(5) *
Craig S. Ivey	4,416	*
Gayle P. W. Jackson	30,449	*
James C. Johnson	40,664	*
Steven H. Lipstein	30,034	*
Martin J. Lyons, Jr.	130,934	*
Richard J. Mark	114,649	*
Michael L. Moehn	91,491	*
Gregory L. Nelson	35,561	*
Stephen R. Wilson	27,993	*
All directors, nominees for director and executive officers as a group (26 persons)	1,270,815	*

\* Less than one percent.

Except as noted in footnote (2), this column lists voting securities. None of the named individuals held shares issuable within 60 days upon the exercise of stock options or the vesting of RSUs. Reported shares include those for which a director, nominee for director or executive officer has voting or investment power because of joint or fiduciary ownership of the shares or a relationship with the record owner, most commonly a spouse, even if such director, nominee for director or executive officer does not claim (1) beneficial ownership.

This column also includes ownership of 9,046 Stock Units held by Director Coleman, 2,125 Stock Units held by Director Dickson, 2,125 Stock Units held by Director Eder, 9,046 Stock Units held by Director Flores, 30,684 Stock Units held by Director Galvin, 2,125 Stock Units held by Director Ivey, and 14,815 Stock Units held by Director Johnson, each pursuant to the Directors

(2) Deferred Compensation Plan. See "— DIRECTOR COMPENSATION — Directors Deferred Compensation Plan Participation."

For each individual and group included in the table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group as described above by the sum of the 245,418,921 shares of Common Stock outstanding on March 4, 2019, and the number of shares of Common Stock that such person or group had the right to acquire on (3) or within 60 days of March 4, 2019.

(4) Includes 36,989 shares of Common Stock owned by The Galvin Family Trust.

(5) Includes 6,875 shares of Common Stock owned by The Harshman Family Foundation.

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Security Ownership

Since 2003, the Company has had a policy which prohibits directors and executive officers from engaging in pledges of Company securities or short sales, margin accounts and hedging or derivative transactions with respect to Company securities. In addition, since 2013, the Company has had a policy which prohibits directors and employees of the Company and its subsidiaries from entering into any transaction which hedges (or offsets) any decrease in the value of Company equity securities that are (1) granted by the Company to the director or employee as part of compensation or (2) held, directly or indirectly, by the director or employee.

The address of all persons listed above is c/o Ameren Corporation, 1901 Chouteau Avenue, St. Louis, Missouri 63103.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's directors and executive officers and persons who own more than ten percent of the Company's Common Stock to file reports of their ownership in the equity securities of the Company and its subsidiaries and of changes in that ownership with the SEC. SEC regulations also require the Company to identify in this proxy statement any person subject to this requirement who failed to file any such report on a timely basis. To our knowledge, based solely on a review of the filed reports and written representations that no other reports are required, we believe that each of the Company's directors and executive officers complied with all such filing requirements during 2018.

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### **Additional Information**

### **Questions and Answers About the Annual Meeting and Voting**

#### **Q. When and where will the annual meeting be held?**

The Annual Meeting of Shareholders of the Company (the "Annual Meeting") will be held on Thursday, May 2, 2019, and at any adjournment thereof. Our Annual Meeting will be held at the St. Louis Art Museum, One Fine Arts Dr., St. Louis, MO 63110, at A. 10:00 a.m. CDT. A map and directions to the Annual Meeting appear on the final page of this proxy statement.

#### **Q. Who is entitled to vote?**

Only shareholders of record of our common stock, \$0.01 par value ("Common Stock"), at the close of business on the record date, A. March 4, 2019, are entitled to vote at the Annual Meeting.

#### **Q. What will I be voting on?**

##### **A. 1. *Election of Directors.***

Twelve directors are to be elected at the Annual Meeting to serve until the next annual meeting of shareholders and until their respective successors have been duly elected and qualified.

##### **2. *Advisory Vote to Approve Executive Compensation (Say-on-Pay).***

In accordance with Section 14A of the Exchange Act, the Company is providing shareholders with the right to cast an advisory vote at the Annual Meeting to approve the compensation of the NEOs. This proposal, commonly known as a "say-on-pay" proposal, provides shareholders with the opportunity to endorse or not endorse the Company's compensation program.

##### **3. *Ratification of the Appointment of PwC as Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019.***

The Company is asking its shareholders to ratify the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. PwC was appointed by the Audit and Risk Committee.

#### **Q. How many votes do I have?**

Each share of Common Stock is entitled to one vote. The shares referred to on your proxy card or Notice of Internet Availability of Proxy Materials represent all shares registered in the name(s) shown thereon, including shares held in our dividend A. reinvestment and stock purchase plan ("DRPlus Plan") and Ameren's 401(k) savings plan.

#### **Q. How do I obtain materials for the Annual Meeting?**

As permitted by SEC rules, we are making this proxy statement and our annual report available to shareholders electronically via the Internet. On or about March 19, 2019, we began mailing to certain shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained in the notice. The proxy statement and our 2018 Form 10-K, including consolidated A. financial statements, are available to you at [www.amereninvestors.com/financial-info/proxy-materials/](http://www.amereninvestors.com/financial-info/proxy-materials/).

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### Additional Information

This proxy statement and the accompanying proxy card are also first being mailed to shareholders on or about March 19, 2019. In the same package with this proxy material, you should have received a copy of our 2018 Form 10-K, including consolidated financial statements. When you receive this package, if all of these materials are not included, please contact us and a copy of any missing material will be sent at no expense to you.

You may reach us:

by mail addressed to  
Office of the Secretary  
Ameren Corporation  
P.O. Box 66149, Mail Code 1310  
St. Louis, MO 63166-6149

by calling toll-free 1-800-255-2237 (or in the St. Louis area 314-554-3502).

### **Q. How many shares must be present to hold the Annual Meeting?**

In order to conduct the Annual Meeting, holders of more than one-half of the outstanding shares entitled to vote must be present in person or represented by proxy so that there is a quorum. The voting securities of the Company on March 4, 2019 consisted of 245,418,921 shares of Common Stock. Each share of Common Stock is entitled to one vote. It is important that you vote A. promptly so that your shares are counted toward the quorum.

In determining whether a quorum is present at the Annual Meeting, shares represented by a proxy that directs that the shares abstain from voting or that a vote be withheld on a matter, as well as broker non-votes, will be deemed to be represented at the meeting for quorum purposes. A "broker non-vote" occurs when shares are represented by a proxy, returned by a broker, bank or other fiduciary holding shares as the record holder in nominee or "street" name for a beneficial owner, which gives voting instructions as to at least one of the matters to be voted on but indicates that the record holder does not have the authority to vote or give voting instructions by proxy on a particular matter, such as a non-discretionary matter for which voting instructions have not been given to the record holder by the beneficial owner. Shares as to which voting instructions are given as to at least one of the matters to be voted on will also be deemed to be so represented. If the proxy states how shares will be voted in the absence of instructions by the shareholder, such shares will be deemed to be represented at the meeting.

### **Q. What are the vote requirements for each matter?**

In all matters, including the election of directors, every decision of a majority of the shares entitled to vote on the subject matter and represented in person or by proxy at the meeting at which a quorum is present will be valid as an act of the shareholders, unless a larger vote is required by law, the Company's By-Laws or the Company's Restated Articles of Incorporation. Each matter A. on the agenda for the Annual Meeting is subject to this majority voting standard.

In tabulating the number of votes on a matter, (i) shares represented by a proxy, which directs that the shares abstain from voting or that a vote be withheld on one or more matters, will be deemed to be represented at the meeting as to such matter or matters, (ii) broker non-votes will not be deemed to be represented at the meeting for the purpose of the vote on such matter or matters, (iii) except as provided in (iv) below, shares represented by a proxy as to which voting instructions are not given as to one or more matters to be voted on will not be deemed to be represented at the meeting for the purpose of the vote as to such matter or matters and (iv) a proxy, which states how shares will be voted in the absence of instructions by the shareholder as to any matter, will be deemed to give voting instructions as to such matter. Shareholder votes are certified by independent inspectors of election.

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### Additional Information

**Q.**

#### **How do I vote?**

**A.**

*By Proxy.* Before the Annual Meeting, you can give a proxy to vote your shares of the Company's Common Stock in one of the following ways:

- by calling the toll-free telephone number (1-800-690-6903);
- by using the Internet ([www.proxyvote.com](http://www.proxyvote.com)); or
- by completing and signing a proxy card and mailing it in time to be received before the Annual Meeting.

The telephone and Internet voting procedures are designed to confirm your identity and to allow you to give your voting instructions. If you wish to vote by telephone or the Internet, please follow the instructions on your proxy card or Notice of Internet Availability of Proxy Materials. Additional instructions will be provided on the telephone message and website. Please have your proxy card or Notice of Internet Availability of Proxy Materials at hand when voting. If you vote by telephone or Internet, DO NOT mail a proxy card. The telephone and Internet voting facilities will close at 11:59 P.M. EDT on May 1, 2019.

If you mail us your properly completed and signed proxy card, or vote by telephone or the Internet, your shares of Common Stock will be voted according to the choices that you specify. If you sign and mail your proxy card without marking any choices, your proxy will be voted as recommended by the Board — FOR the Board's nominees for director (Item (1)), FOR the advisory approval of the compensation of our NEOs disclosed in this proxy statement (Item (2)), FOR the ratification of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm (Item (3)), and in the discretion of the named proxies upon such other matters as may properly come before the meeting.

If you hold any shares in the 401(k) savings plan of Ameren, your completed proxy card or telephone or Internet proxy vote will serve as voting instructions to the plan trustee, and the plan trustee will vote your shares as you have directed. However, your voting instructions must be received at least five days prior to the Annual Meeting (i.e., by April 27, 2019) in order to count. In accordance with the terms of the plan, the trustee will vote all of the shares held in the plan for which voting instructions have not been received in accordance with instructions received from an independent fiduciary designated by Ameren Services Company, a wholly owned subsidiary of the Company ("Ameren Services").

If you have shares registered in the name of a bank, broker or other registered owner or nominee, you should receive instructions from that registered owner about how to instruct them to vote those shares.

*In Person.* You may come to the Annual Meeting and cast your vote there. Only shareholders of record at the close of business on the record date, March 4, 2019, are entitled to vote at and to attend the Annual Meeting.

**Q.**

#### **Can I change my vote?**

**A.**

You may revoke your proxy at any time after you give it and before it is voted by entering a new vote by telephone or the Internet or by delivering either a written revocation or a signed proxy bearing a later date to the Secretary of the Company or by voting in person at the Annual Meeting. To revoke a proxy by telephone or the Internet, you must do so by 11:59 P.M. EDT on May 1, 2019 (following the directions on the proxy card or Notice of Internet Availability of Proxy Materials). Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

**Q. Will my shares be voted if I do not provide instructions to my broker?**

If you hold your shares in street name and you do not provide your broker with timely voting instructions, New York Stock Exchange (“NYSE”) rules permit brokerage firms to vote your shares at their discretion on certain “routine” matters. At the Annual Meeting, the only routine matter is the ratification of the appointment of PwC as our independent registered public accounting firm. Brokerage firms may not vote without instructions from you on the following matters: election of directors or the advisory vote on approval of executive compensation. Without your voting instruction on items that require them, a broker non-vote will occur.

A.  
2019 Proxy Statement **85**

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### Additional Information

#### **Q. Who is soliciting my vote?**

- A. The solicitation of proxies is made by our Board of Directors for the Annual Meeting of Shareholders of the Company. We are a holding company, and our principal direct and indirect subsidiaries include Union Electric Company, doing business as Ameren Missouri; Ameren Illinois Company, doing business as Ameren Illinois; and Ameren Transmission Company of Illinois.

#### **Q. Does the Board consider director nominees recommended by shareholders?**

- A. The Nominating and Corporate Governance Committee will consider director nominations from shareholders in accordance with the Company's Director Nomination Policy, a copy of which can be found on the Company's website.

#### **Q. Do I need a ticket to attend the Annual Meeting?**

- A. An admission ticket is required to enter the Company's Annual Meeting. Please follow the advance registration instructions on your Notice of Internet Availability of Proxy Materials or proxy card. Please plan to arrive promptly to have sufficient time to proceed through a customary security line, which may include a bag search.

#### **Q. Is my vote confidential?**

- A. The Board of Directors has adopted a confidential shareholder voting policy for proxies, ballots and voting instructions submitted by shareholders. This policy does not prohibit disclosure when it is required by applicable law. In addition, nothing in the confidential shareholder voting policy prohibits shareholders or participants in the Company's savings investment plans from voluntarily disclosing their votes or voting instructions, as applicable, to the Company's directors or executive officers, nor does the policy prevent the Company or any agent of the Company from ascertaining which shareholders have voted or from making efforts to encourage shareholders to vote. The policy does not limit the free and voluntary communication between the Company and its shareholders. Except with respect to materials submitted regarding shares allocated to participant accounts in the Company's savings investment plans, all comments written on proxies, ballots or voting materials, together with the names and addresses of the commenting shareholders, may be made available to Company directors and executive officers.

#### **Q. Can I listen to the Annual Meeting online?**

- A. The Annual Meeting will be webcast live on May 2, 2019. You are invited to visit [www.amereninvestors.com](http://www.amereninvestors.com) at 10:00 a.m. CDT on May 2, 2019, to hear the webcast of the Annual Meeting. On the home page, you will click on "Live Webcast - 2019 Annual Meeting", then the appropriate audio link. You cannot record your vote on this webcast.

#### **Q. How do I review the list of shareholders?**

- A. The names of shareholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and, for ten days prior to the Annual Meeting, at the Office of the Secretary of the Company.

#### **Q. What is the Company's mailing policy when multiple registered shareholders share an address?**

- A. The Company is permitted and intends to mail only one Notice of Internet Availability of Proxy Materials and/or one annual report and one proxy statement to multiple registered shareholders sharing an address who have consented to the delivery of one set of proxy materials per address or have received prior notice of our intent to do so, so long as the Company has not received contrary instructions from one or more of such shareholders. This practice is commonly referred to as "householding." Householding reduces the volume of duplicate information received at your household and the cost to the Company of preparing and mailing duplicate materials.

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### Additional Information

If you share an address with other registered shareholders and your household receives one set of the proxy materials and you decide you want a separate copy of the proxy materials, the Company will promptly mail your separate copy if you contact the Office of the Secretary, Ameren Corporation, P.O. Box 66149, St. Louis, Missouri 63166-6149 or by calling toll-free 1-800-255-2237 (or in the St. Louis area 314-554-3502). Additionally, to resume the mailing of individual copies of future proxy materials to a particular shareholder, you may contact the Office of the Secretary, and your request will be effective within 30 days after receipt. You may request householding of these documents by providing the Office of the Secretary with a written request to eliminate multiple mailings. The written request must include names and account numbers of all shareholders consenting to householding for a given address and must be signed by those shareholders.

Additionally, the Company has been notified that certain banks, brokers and other nominees may household the Company's proxy materials for shareholders who hold Company shares with the bank, broker or other nominee in street name and have consented to householding. In this case, you may request individual copies of proxy materials by contacting your bank, broker or other nominee.

### Other Matters

The Board of Directors is not presently aware of any matters to be conducted at the meeting other than those discussed in this proxy statement, including the Floor Proposal discussed in the Notice of Annual Meeting of Shareholders of Ameren Corporation on page 4. If any other matter properly comes before the shareholders for a vote at the meeting, the proxy holders will vote your shares in accordance with their best judgment.

### Shareholder Proposals

Under the rules of the SEC, any shareholder proposal intended for inclusion in the proxy material for the Company's 2020 annual meeting of shareholders must be received by the Secretary of the Company on or before November 20, 2019. We expect that the 2020 annual meeting of shareholders will be held on May 7, 2020.

In addition, under the Company's By-Laws, shareholders who intend to submit a proposal that will not be in the proxy statement but is to be considered at the 2020 annual meeting, or who intend to nominate a director at the 2020 annual meeting, must provide advance written notice along with other prescribed information. In general, such notice must be received by the Secretary of the Company at the principal executive offices of the Company not later than 60 days or earlier than 90 days prior to the anniversary of the previous year's annual meeting (i.e., not later than March 9, 2020, or earlier than February 7, 2020). Subject to certain conditions, shareholders or a group of shareholders who have owned more than 5% of the Company's Common Stock for at least one year may also recommend director nominees for nomination by the Nominating and Corporate Governance Committee provided that written notice from the shareholder(s) must be received by the Secretary of the Company at the principal executive offices of the Company not later than 120 days prior to the anniversary of the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting (i.e., not later than November 20, 2019). As described under the section entitled Board Practices, Policies and Processes of this proxy statement, the Company has adopted a proxy access by-law. Under the Company's By-Laws, shareholders who meet the requirements set forth in the Company's By-Laws may nominate a person for election as a director and include such nominee in the Company's proxy materials. The By-Laws require, among other things, that written notice from the shareholder(s) must be received by the Secretary of the Company at the principal executive offices of the Company not later than 120 days or earlier than 150 days prior to the anniversary of the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting (i.e., not later than November 20, 2019, or earlier than October 21, 2019). The specific procedures to be used by shareholders to recommend nominees for director are set forth in the Company's By-Laws and Director Nomination Policy. The specific procedures to be used by shareholders to submit a proposal in person at an annual meeting are set forth in the Company's By-Laws. The chairman of the meeting may refuse to allow the transaction of any business, or to acknowledge the nomination of any person, not made in compliance with the procedures set forth in the Company's By-Laws and, in the case of nominations, the Director Nomination Policy. Copies of the Company's By-Laws and Director Nomination Policy may be obtained upon written request to the Secretary of the Company.

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Additional Information

## Proxy Solicitation

In addition to the use of the mails, proxies may be solicited by personal interview, by telephone, or through the Internet or other means, and banks, brokers, nominees and other custodians and fiduciaries will be reimbursed for their reasonable out-of-pocket expenses in forwarding soliciting material to their principals, the beneficial owners of Common Stock. Proxies may be solicited by our directors, officers and key employees on a voluntary basis without compensation. We will bear the cost of soliciting proxies on our behalf. Furthermore, we have retained Alliance Advisors LLC, a proxy solicitation firm, to assist with the solicitation of proxies for the Annual Meeting at an anticipated cost to the Company of approximately \$50,000, plus the reimbursement of reasonable out-of-pocket expenses.

## Form 10-K

Our 2018 Form 10-K, including consolidated financial statements for the year ended December 31, 2018, accompanies this proxy statement. The 2018 Form 10-K is also available on the Company's website at [www.amereninvestors.com](http://www.amereninvestors.com). If requested, we will provide you copies of any exhibits to the 2018 Form 10-K upon the payment of a fee covering our reasonable expenses in furnishing the exhibits. You can request exhibits to the 2018 Form 10-K by writing to the Office of the Secretary, Ameren Corporation, P.O. Box 66149, St. Louis, Missouri 63166-6149.

**FOR INFORMATION ABOUT THE COMPANY, INCLUDING THE COMPANY'S ANNUAL, QUARTERLY AND CURRENT REPORTS ON SEC FORMS 10-K, 10-Q AND 8-K, RESPECTIVELY, PLEASE VISIT THE FINANCIAL INFO SECTION OF AMEREN'S WEBSITE AT [WWW.AMERENINVESTORS.COM](http://WWW.AMERENINVESTORS.COM). INFORMATION CONTAINED ON THE COMPANY'S WEBSITE IS NOT INCORPORATED INTO THIS PROXY STATEMENT OR OTHER SECURITIES FILINGS.**

## Forward-Looking Information

Statements in this proxy statement not based on historical facts are considered forward-looking and, accordingly, involve risks and uncertainties that could cause actual results to differ materially from those discussed. Although such forward-looking statements have been made in good faith and are based on reasonable assumptions, there is no assurance that the expected results will be achieved. These statements include (without limitation) statements as to future expectations, beliefs, plans, strategies, objectives, events, conditions and financial performance. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Ameren Corporation (the Company, Ameren, we, us and our ) is providing this cautionary statement to disclose that there are important factors that could cause actual results to differ materially from those anticipated. Reference is made to the 2018 Form 10-K for a list of such factors.

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Additional Information

**Appendix A**

The following table provides a reconciliation of GAAP to core earnings in millions of dollars and on a per share basis:

	<b>Year Ended December 31,</b>			
	<b>2018</b>	<b>\$3.32</b>	<b>2017</b>	<b>\$2.14</b>
<b>GAAP Earnings / Diluted EPS</b>	<b>\$815</b>		<b>\$523</b>	<b>\$2.14</b>
Charge for revaluation of deferred taxes from increased Illinois state income tax rate	—	—	22	0.09
Less: Federal income tax benefit	—	—	(8 )	(0.03)
Charge, net of tax benefit	—	—	14	0.06
Charge for revaluation of deferred taxes from decreased federal income tax rate	13	0.05	162	0.66
Less: State income tax benefit	—	—	(8 )	(0.03)
Charge, net of tax benefit	13	0.05	154	0.63
<b>Core Earnings / Diluted EPS</b>	<b>\$828</b>	<b>\$3.37</b>	<b>\$691</b>	<b>\$2.83</b>

**Use of Non-GAAP Financial Measures**

In this proxy statement, Ameren has presented core earnings per share, which is a non-GAAP measure and may not be comparable to those of other companies. Generally, core earnings or losses include earnings or losses attributable to Ameren common shareholders and exclude income or loss from significant discrete items that management does not consider representative of ongoing earnings, such as the third quarter 2017 non-cash charge for the revaluation of deferred taxes resulting from a July 2017 change in Illinois law that increased the state's corporate income tax rate, the fourth quarter 2017 non-cash charge for the revaluation of deferred taxes resulting from a December 2017 change in federal law that decreased the federal corporate income tax rate, and the third quarter 2018 non-cash charge for a true-up to the revaluation of deferred taxes associated with the 2017 Tax Cuts and Jobs Act resulting primarily from regulations related to bonus depreciation issued in August 2018. Ameren uses core earnings internally for financial planning and for analysis of performance. Ameren also uses core earnings as the primary performance measurement when communicating with analysts and investors regarding our earnings results and outlook, as the Company believes that core earnings allow it to more accurately compare its ongoing performance across periods. In providing core earnings guidance, there could be differences between core earnings and earnings prepared in accordance with GAAP as a result of our treatment of certain items, such as that described above. Ameren is unable to estimate the impact, if any, on future GAAP earnings of such future items.

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**DIRECTIONS AND MAP**

**St. Louis Art Museum  
One Fine Arts Dr.  
St. Louis, Missouri 63110**

**(From the North)** Take I-170 or I-270 South to I-64/40 East to Hampton Avenue/Oakland Avenue (Exit 34B). Keep left at the fork in the ramp. Turn slight left onto Concourse Drive. Pass through 1 roundabout. Enter next roundabout and take the 2nd exit onto Washington Drive. Turn left onto Government Drive. Turn right onto Fine Arts Drive. The St. Louis Art Museum is on the left adjacent to the parking lot.

**(From the South)** Take I-55 North to Bayless Avenue (Exit 201A). Turn left onto Bayless Avenue, turn right onto Union Road. Stay straight to go onto Morganford Road. Turn left onto Germania Street. Germania Street turns into Hampton Avenue. Hampton Avenue becomes Concourse Drive. Pass through 1 roundabout. Enter next roundabout and take the 2nd exit onto Washington Drive. Turn left onto Government Drive. Turn right onto Fine Arts Drive. The St. Louis Art Museum is on the left adjacent to the parking lot.

**(From the West)** Take I-64/40 East to Hampton Avenue/Oakland Avenue (Exit 34B). Keep left at the fork in the ramp. Turn slight left onto Concourse Drive. Pass through 1 roundabout. Enter next roundabout and take the 2nd exit onto Washington Drive. Turn left onto Government Drive. Turn right onto Fine Arts Drive. The St. Louis Art Museum is on the left adjacent to the parking lot.

**(From the East)** Take I-64/40 West to Hampton Avenue/Oakland Avenue (Exit 34B). Keep right to take the ramp toward Forest Park. Merge onto Concourse Drive. Pass through 1 roundabout. Enter next roundabout and take the 2nd exit onto Washington Drive. Turn left onto Government Drive. Turn right onto Fine Arts Drive. The St. Louis Art Museum is on the left adjacent to the parking lot.

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**AMEREN CORPORATION  
1901 CHOUTEAU AVENUE  
ST. LOUIS, MO 63103**

**SCAN TO**

**VIEW MATERIALS & VOTE**

**VOTE BY INTERNET -**

**[www.proxyvote.com](http://www.proxyvote.com) or scan the**

**QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF  
FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by Ameren Corporation in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E69612-P17480-Z73896

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ON

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**AMEREN CORPORATION**

**The Board of Directors recommends you vote FOR the following:**

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ITEM 1  
ELECTION OF  
DIRECTORS—NOMINEES FOR  
DIRECTOR

For Against Abstain

- 1a. WARNER L. BAXTER
- 1b. CATHERINE S. BRUNE
- 1c. J. EDWARD COLEMAN
- 1d. WARD H. DICKSON
- 1e. NOELLE K. EDER
- 1f. ELLEN M. FITZSIMMONS
- 1g. RAFAEL FLORES
- 1h. RICHARD J. HARSHMAN
- 1i. CRAIG S. IVEY
- 1j. JAMES C. JOHNSON
- 1k. STEVEN H. LIPSTEIN
- 1l. STEPHEN R. WILSON

The Board of Directors recommends you vote FOR the following proposals:

For Against Abstain

ITEM 2 — ADVISORY APPROVAL OF COMPENSATION OF THE NAMED EXECUTIVE OFFICERS DISCLOSED IN THE PROXY STATEMENT.

ITEM 3 — RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.

MTG — IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

Each of the foregoing proposals is more fully described in the accompanying proxy statement.

This proxy will be voted as specified above. If no direction is made, this proxy will be voted FOR all nominees listed above and as recommended by the Board on the other items listed above.

Please indicate if you plan to attend this meeting.

Yes No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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# ADMISSION TICKET

(Not Transferable)

**AMEREN CORPORATION  
ANNUAL MEETING OF SHAREHOLDERS  
Thursday, May 2, 2019  
10:00 A.M. CDT  
St. Louis Art Museum  
One Fine Arts Drive  
St. Louis, Missouri 63110**

Please present this admission ticket in order to gain admittance to the meeting. This ticket admits only the shareholder listed on the reverse side and is not transferable. Please plan to arrive promptly to have sufficient time to proceed through a customary security line, which may include a bag search.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting on May 2, 2019:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

E69613-P17480-Z73896

**AMEREN CORPORATION**

.P.O. BOX 66149, ST. LOUIS, MISSOURI 63166-6149

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 2, 2019**

The undersigned hereby appoints WARNER L. BAXTER, MARTIN J. LYONS, JR. and GREGORY L. NELSON, and any of them, each with the power of substitution, as proxy for the undersigned, to vote all shares of capital stock of Ameren Corporation represented hereby at the Annual Meeting of Shareholders to be held at the St. Louis Art Museum, One Fine Arts Drive, St. Louis, Missouri 63110, on May 2, 2019 at 10:00 A.M. CDT, and at any adjournment thereof, upon all matters that may properly be submitted to a vote of shareholders including the matters described in the proxy statement furnished herewith, subject to any directions indicated on the reverse side of this proxy card and in their discretion on any other matter that may be submitted to a vote of shareholders. This proxy card also provides voting instructions, if applicable, for shares held in the DRPlus Plan and the various employee stock purchase and benefit plans as described in the proxy statement.

**Please vote, date and sign on the reverse side** hereof and return this proxy card promptly in the enclosed envelope. If you attend the meeting and wish to change your vote, you may do so automatically by casting your ballot at the meeting.

**SEE REVERSE SIDE**

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