OHI Asset (GA) Cordele, LLC
Form POSASR
March 28, 2017

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 28, 2017

REGISTRATION NO. 333-208710

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 2

to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

OMEGA HEALTHCARE INVESTORS, INC.

and the Additional Subsidiary Guarantor Registrants

(See Table of Additional Registrants Below)
(Exact name of registrant as specified in its charter)

Maryland	**38-3041398**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification Number)*

303 International Circle, Suite 200
Hunt Valley, Maryland 21030
(410) 427-1700

(Address, including zip code and telephone number, including area code,
of registrant's principal executive offices)

C. Taylor Pickett
Chief Executive Officer
Omega Healthcare Investors, Inc.
303 International Circle, Suite 200
Hunt Valley, Maryland 21030
(410) 427-1700

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies of communications to:

Eliot Robinson
Terrence Childers
Bryan Cave LLP
One Atlantic Center, Fourteenth Floor
West Peachtree Street, NW
Atlanta, Georgia 30309-3488
(404) 572-6600

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. £

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. S

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. £

If this Form is a post-effective amendment filed pursuant to Section 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. £

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.S

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to be registered (1)	Proposed maximum offering price per unit(1)	Proposed maximum offering price(1)	Amount of registration fee(2)
Debt Securities	–	–	–	–

Guarantees of Debt Securities (3)	–	–	–	–

(1) An indeterminate number or principal amount of securities of each identified class is being registered as may from time to time be issued at indeterminate prices.

(2) In accordance with Rules 456(b) and 457(r) under the Securities Act, the registrant is deferring payment of the entire registration fee.

(3) The co-registrants listed in the table below, or any of them, may fully and unconditionally guarantee any series of debt securities registered hereunder. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee is payable with respect to the Guarantees.

TABLE OF ADDITIONAL REGISTRANTS

(as Guarantors of the Debt Securities)

Exact name of registrant as specified in its charter (1)	State or other jurisdiction of incorporation or organization	Primary Standard Industrial Classification Code No.	I.R.S. Employer Identification No.
11900 East Artesia Boulevard, LLC	California	6798	90-0266391
1200 Ely Street Holdings Co. LLC	Michigan	6798	26-3524594
13922 Cerise Avenue, LLC	California	6798	71-0976970
1628 B Street, LLC	California	6798	30-0482286
2400 Parkside Drive, LLC	California	6798	30-0482288
2425 Teller Avenue, LLC	Colorado	6798	20-5672217
245 East Wilshire Avenue, LLC	California	6798	90-0266386
3232 Artesia Real Estate, LLC	California	6798	65-1232714
3806 Clayton Road, LLC	California	6798	90-0266403
42235 County Road Holdings Co. LLC	Michigan	6798	83-0500167
446 Sycamore Road, L.L.C.	Delaware	6798	32-0380782
48 High Point Road, LLC	Maryland	6798	27-2498824
523 Hayes Lane, LLC	California	6798	45-1777721
637 East Romie Lane, LLC	California	6798	90-0266404
Alamogordo Aviv, L.L.C.	New Mexico	6798	27-0123540
Albany Street Property, L.L.C.	Delaware	6798	61-1754256
Arizona Lessor - Infinia, LLC	Maryland	6798	32-0008074
Arkansas Aviv, L.L.C.	Delaware	6798	30-0509615
Arma Yates, L.L.C.	Delaware	6798	27-3971035
Avery Street Property, L.L.C	Delaware	6798	36-4775490
Aviv Asset Management, L.L.C.	Delaware	6798	30-0305067
Aviv Financing I, L.L.C.	Delaware	6798	11-3747125
Aviv Financing II, L.L.C.	Delaware	6798	36-4597042
Aviv Financing III, L.L.C.	Delaware	6798	36-4641210
Aviv Financing IV, L.L.C.	Delaware	6798	27-0836481
Aviv Financing V, L.L.C.	Delaware	6798	27-0836548
Aviv Foothills, L.L.C.	Delaware	6798	36-4572035
Aviv Healthcare Properties Operating Partnership I, L.P.	Delaware	6798	11-3747120
Aviv Liberty, L.L.C.	Delaware	6798	36-4572034
Avon Ohio, L.L.C.	Delaware	6798	36-4601433
Bala Cynwyd Real Estate, LP	Pennsylvania	6798	27-1726563
Bayside Colorado Healthcare Associates, LLC	Colorado	6798	38-3517837
Bayside Street II, LLC	Delaware	6798	38-3519969
Bayside Street, LLC	Maryland	6798	38-3160026
Belleville Illinois, L.L.C.	Delaware	6798	32-0188341
Bellingham II Associates, L.L.C.	Delaware	6798	11-3747130

Bethel ALF Property, L.L.C.	Delaware	6798	36-4759871
BHG Aviv, L.L.C.	Delaware	6798	36-4601432
Biglerville Road, L.L.C.	Delaware	6798	35-2410897
Bonham Texas, L.L.C.	Delaware	6798	30-0358809
Bradenton ALF Property, L.L.C.	Delaware	6798	45-4444919
Burton NH Property, L.L.C.	Delaware	6798	11-3714506
California Aviv Two, L.L.C.	Delaware	6798	26-4117080
California Aviv, L.L.C.	Delaware	6798	38-3786697
Camas Associates, L.L.C.	Delaware	6798	36-4340182
Canton Health Care Land, LLC	Ohio	6798	20-1914579
Carnegie Gardens LLC	Delaware	6798	20-2442381
Casa/Sierra California Associates, L.L.C.	Delaware	6798	36-4572017
CFG 2115 Woodstock Place LLC	Delaware	6798	26-1123970
Champaign Williamson Franklin, L.L.C.	Delaware	6798	36-4769741
Chardon Ohio Property Holdings, L.L.C.	Delaware	6798	37-1762860
Chardon Ohio Property, L.L.C.	Delaware	6798	61-1722650

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Exact name of registrant as specified in its charter (1)	State or other jurisdiction of incorporation or organization	Primary Standard Industrial Classification Code No.	I.R.S. Employer Identification No.
Chatham Aviv, L.L.C.	Delaware	6798	27-0354315
Chippewa Valley, L.L.C.	Illinois	6798	36-4065826
CHR Bartow LLC	Delaware	6798	26-3708257
CHR Boca Raton LLC	Delaware	6798	26-3709390
CHR Bradenton LLC	Delaware	6798	26-3710605
CHR Cape Coral LLC	Delaware	6798	26-3710052
CHR Fort Myers LLC	Delaware	6798	26-3710399
CHR Fort Walton Beach LLC	Delaware	6798	26-3708663
CHR Lake Wales LLC	Delaware	6798	26-3708893
CHR Lakeland LLC	Delaware	6798	26-3708735
CHR Pompano Beach Broward LLC	Delaware	6798	26-3710220
CHR Pompano Beach LLC	Delaware	6798	26-3709856
CHR Sanford LLC	Delaware	6798	26-3709701
CHR Spring Hill LLC	Delaware	6798	26-3709633
CHR St. Pete Bay LLC	Delaware	6798	26-3709236
CHR St. Pete Egret LLC	Delaware	6798	26-3708588
CHR Tampa Carrollwood LLC	Delaware	6798	26-3709502
CHR Tampa LLC	Delaware	6798	26-3710161
CHR Tarpon Springs LLC	Delaware	6798	26-3708823
CHR Titusville LLC	Delaware	6798	26-3709919
Clarkston Care, L.L.C.	Delaware	6798	76-0802028
Clayton Associates, L.L.C.	New Mexico	6798	36-4572014
Colonial Gardens, LLC	Ohio	6798	26-0110549
Colonial Madison Associates, L.L.C.	Delaware	6798	38-3741678
Colorado Lessor - Conifer, LLC	Maryland	6798	32-0008069
Columbus Texas Aviv, L.L.C.	Delaware	6798	38-3735473
Columbus Western Avenue, L.L.C.	Delaware	6798	71-0960205
Colville Washington Property, L.L.C.	Delaware	6798	35-2521805
Commerce Nursing Homes, L.L.C.	Illinois	6798	36-4122632
Commerce Sterling Hart Drive, L.L.C.	Delaware	6798	27-5458991
Conroe Rigby Owen Road, L.L.C.	Delaware	6798	27-5458820
CR Aviv, L.L.C.	Delaware	6798	20-5354773
Crete Plus Five Property, L.L.C.	Delaware	6798	30-0855110
Crooked River Road, L.L.C.	Delaware	6798	27-5081057
CSE Albany LLC	Delaware	6798	20-5885886
CSE Amarillo LLC	Delaware	6798	20-5862752
CSE Arden L.P.	Delaware	6798	20-5888680
CSE Augusta LLC	Delaware	6798	20-5885921
CSE Bedford LLC	Delaware	6798	20-5886082
CSE Blountville LLC	Delaware	6798	20-8295288
CSE Bolivar LLC	Delaware	6798	20-8295024
CSE Cambridge LLC	Delaware	6798	20-5886976
CSE Cambridge Realty LLC	Delaware	6798	20-5959318

CSE Camden LLC	Delaware	6798	20-8295066
CSE Canton LLC	Delaware	6798	20-5887312
CSE Casablanca Holdings II LLC	Delaware	6798	26-0595183
CSE Casablanca Holdings LLC	Delaware	6798	20-8724466
CSE Cedar Rapids LLC	Delaware	6798	20-5884941
CSE Centennial Village, LP	Delaware	6798	20-6974959
CSE Chelmsford LLC	Delaware	6798	20-5920451
CSE Chesterton LLC	Delaware	6798	20-5885195
CSE Claremont LLC	Delaware	6798	20-5883891
CSE Corpus North LLC	Delaware	6798	20-5186415
CSE Denver Iliff LLC	Delaware	6798	20-8037772
CSE Denver LLC	Delaware	6798	20-5884311

Exact name of registrant as specified in its charter (1)

CSE Douglas LLC
CSE Elkton LLC
CSE Elkton Realty LLC
CSE Fairhaven LLC
CSE Fort Wayne LLC
CSE Frankston LLC
CSE Georgetown LLC
CSE Green Bay LLC

pay-for-performance approach to executive compensation. This approach aligns with the compar
designed to motivate and reward our leaders for long-term performance and enhanced company
program design and pay levels were significantly different from those of 2017. The 2017 design
programs specific to the period the company was in Chapter 11 through Emergence. In addition,
vote, we engaged with and listened to our investors. We believe that our 2018 executive compen
company s strategic objectives and was aligned with stockholder interests and the feedback prov
engagement process.

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The 2018 executive compensation program for our named executive officers (Named Executiv
the following table:

Key 2018 Executive Compensation Elements			
Pay Element	***Performance Metric(s)[1]***	***Weight***	***Description and Perfo***
Base Salary	Fixed cash compensation		Attracts and retains hig executives by providin base pay; reviewed ann adjustment
Short-Term Incentive Program (STIP)	Free Cash Flow STIP[2] per Share	40%	Based on achievement performance goals, our STIP cash awards equa However, the CEO rec the Compensation Con Special Committee (as approved, a reduction i the executive leadershi NEOs, to reflect the im Goonyella Mine fire in discretionary reductior equal to 129% of targe
	Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA STIP[3])	40%	

		Safety		The CEO also recomm Compensation Commit Committee approved, a 50% in the 2018 STIP and the President Austr line operating responsi Goonyella operations. these two executives w
		Global Total Recordable Incident Frequency Rate (TRIFR)	10%	
		Safety: A Way of Life Management System (SAWOL MS)	10%	
Long-Term Incentive Program (LTIP)	**Performance Share Units (60%)**	3-Year Average Return on Invested Capital (ROIC)	80%	Long-term incentive ec earned based on perfor 2018-2020 financial, e market-based goals
		3-Year Average Environmental Reclamation	20%	Performance achievem 2018 performance shar not be determined unti full three-year perform (2018-2020)
		3-Year Relative Total Shareholder Return (RTSR)	+/- 25% (Modifier)	

	Restricted Stock Units (40%)	Time-based equity award	Long-term incentive ec earned over time Restricted stock units (ratably over a three-yea

[1] The performance metrics applicable to NEO awards are explained below under Compensation

[2] Free Cash Flow STIP is not a recognized term under GAAP. This measure is defined and reco in *Appendix B*.

[3] Adjusted EBITDA STIP is not a recognized term under GAAP. This measure is defined and re measure in *Appendix B*.

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BOARD RESPONSIVENESS TO STOCKHOLDERS   HOW WE ENGAGED IN RESPO

Stockholder Outreach

Peabody engaged in open and constructive dialogue with its stockholders throughout 2018 and in reached out to 24 institutional stockholders, representing about 87% of total shares outstanding a feedback on the company s compensation programs and other governance matters.

Meetings with Board Members and Senior Management

Members of management directly engaged with 9 institutional stockholders, representing about 6 to articulate our compensation philosophy and solicit feedback on our compensation programs. C participated in 8 of these meetings, representing 58% of our total shares outstanding.

Matters Discussed

In addition to Say-on-Pay matters, members of the Peabody team discussed the company s strat fundamental drivers of the long-term success of the business; the company s holistic approach t and operations; and sustainability.

Outcomes

After considering input from stockholders received through an extensive engagement effort, we l program is properly aligned with stockholder feedback and addresses the concerns raised regardi the desire for greater linkage between pay and performance with the 2017 program. Changes to 2 included aligning the STIP more closely with the achievement of strategic priorities, and both re granted and making the majority of the LTIP awards performance-based rather than time-based (addition to extensive stockholder engagement, we sought the advice of the Compensation Comm other external advisors.

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The Compensation Committee believes that the 2018 executive compensation program and pay l
expressed by our stockholders and are consistent with our overall compensation objectives. As sl
Summary Compensation Table values for our CEO and the other NEOs (on average) reflect a sig

SUMMARY OF CERTAIN EXECUTIVE COMPENSATION PRACTICES

The table below highlights our current executive compensation practices, including practices we
believe they drive performance, and the practices we have not implemented because we do not b
stockholders long-term interests.

Executive Compensation Practices	
What We Do	***What We***
We ***Do*** have a pay-for-performance philosophy, which ties compensation to the creation of stockholder value	We ***Don t*** allow discountin stock options without stock
We ***Do*** use multiple performance metrics for STIP and LTIP awards	We ***Don t*** have single tri equity-based awards based
We ***Do*** use competitive market information to inform compensation decisions	We ***Don t*** maintain compe encourage unreasonable ris
We ***Do*** grant a majority of the CEO s equity compensation in the form of performance-based awards	We ***Don t*** have employme

We ***Do*** use an independent compensation consultant	We ***Don t*** have excessive
We ***Do*** have reasonable severance and change in control protections that require involuntary termination	We ***Don t*** have transferabi
We ***Do*** have a clawback policy	
We ***Do*** have policies prohibiting hedging/pledging of the company s stock	
We ***Do*** have robust stock ownership guidelines for our NEOs	

QUESTIONS AND ANSWERS

Please see the Questions and Answers section in Appendix A beginning on page 72 for importan Statement, the 2019 Annual Meeting, the proposals and voting. Additional questions may be dire Peabody Energy Corporation, Peabody Plaza, 701 Market Street, St. Louis, Missouri 63101 or by

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PROPOSAL 1 ELECTION OF DIRECTORS

The Board has nominated Andrea E. Bertone, Nicholas J. Chirekos, Stephen E. Gorman, Glenn L
S. Madden, Bob Malone, Kenneth W. Moore, Michael W. Sutherlin and Shaun A. Usmar for ele
term of one year or until his or her successor is duly elected and qualified. Each nominee is curre
consented to serve for the new term. Should any of them become unavailable for election, your p
other person, if any, as the Board may recommend.

Overview of Director Election Process

Pursuant to the Amended and Restated Bylaws (bylaws), the Board shall consist of at least thr
may be fixed from time to time by a resolution adopted by the Board or by the stockholders. At p
Directors need not be stockholders but are subject to certain share ownership requirements as des

Each director to be elected by stockholders shall be elected by the vote of a majority of the stock
nominees exceeds the number of directors to be elected, the directors shall be elected by a plural
voting in the election of directors. Directors may be removed, with or without cause, by a majori

All directors will be in one class and serve for a term ending at the annual meeting following the
director was elected. Our current class of directors is subject to reelection at our 2019 Annual Me

The Board recommends that you vote FOR the director nominees named below.

Director Nominees

Andrea E. Bertone Director since 2019 Age 57 Committees: Audit Health, Safety, Security & Environmental	Andrea E. Bertone, 57, served as President of D (Duke Energy), a subsidiary of Duke Energy 2016 owned, operated and managed power gen South America, from 2009 until her retirement President of Duke Energy, she served as Assoc Energy from 2003-2009 and as Assistant Gener Trading/Marketing and Duke Energy Merchant also served as a director of Duke Energy Intern S.A. from 2008 until 2016. From 1984 to 2000, legal roles in both South America and the Unite include Yamana Gold Inc. and DMC Global In Laws, International and Comparative Law from and a Bachelor of Law from the University of S completed a finance program for senior executi

Ms. Bertone s qualifications to serve on our Bo
leadership experience in the energy sector in th
international experience.

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Nicholas J. Chirekos Director since 2017 Age 60 Committees: Audit Nominating & Corporate Governance	Nicholas J. Chirekos, 60, served in various inve Morgan Securities Inc. from 1987 until his reti recently the Managing Director, North America 2016. Prior to that, he served as the Global Hea Chirekos serves on the Reiman School of Finan University of Denver s Daniels College of Bus board of directors of The Mineral Information I Science from the University of Denver and a M from New York University. Mr. Chirekos brings to our Board financial exp experience in investment banking roles, includi the mining sector, encompassing both North A companies with global operations. He also has acquisitions experience and capital markets exp
Stephen E. Gorman Director since 2017 Age 63 Committees: Compensation Executive Health, Safety, Security & Environmental (Chair)	Stephen E. Gorman, 63, has served as Chief Ex Corporation since August 2018. Prior to that, h Chief Executive Officer of Borden Dairy Comp retirement in July 2017. Prior to joining Borden Delta Air Lines, Inc. from 2007 to 2014, where Officer. From 2003 to 2007 Mr. Gorman served Executive Officer of Greyhound Lines, Inc. Mr Vice President, Operations Support and Preside Kreme Doughnuts, Inc. from 2001 to 2003. Oth Corporation, ASP AMC Holdings, Inc., ASP M University. He earned a Bachelor of Science fr of Business Administration from Bradley Univ Mr. Gorman brings to our Board extensive lead executive officer of three companies and operat executive of several companies, including comp also has mergers and acquisitions experience as

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Glenn L. Kellow Director since 2015 Age 51 Committees: Executive	Glenn L. Kellow, 51, was named Peabody Pres in August 2013, President, Chief Executive Off January 2015, and President and Chief Executiv Kellow has a career that gives insights from the industrial customer perspectives. From 1985 to the United States, Australia and South America executive leadership, operating and financial ro copper, nickel, aluminum, steel, oil and gas. He Association, a director and executive committe Mining Association, and the Vice Chairman of Coal Industry Advisory Board. Mr. Kellow is a Management Program at the University of Penn Business and holds a Master of Business Admi in Commerce from the University of Newcastle Science from the South Dakota School of Mine Mr. Kellow s strong qualifications for Board s energy and steel experience, combined with exe company.
Joe W. Laymon Director since 2017 Age 66 Committees: Compensation (Chair) Executive Health, Safety, Security & Environmental	Joe W. Laymon, 66, served as Vice President o Corporate Services for Chevron Corporation fr 2017. Prior to joining Chevron Corporation, Mr Company from 2000 to 2008, where he was the Resources and later the Group Vice President, C Labor Affairs. He also served as the Vice Presi Canada Region for Eastman Kodak Company f directorships include Detroit Thermal Systems, which he is a co-owner. Mr. Laymon also owns co-owns VJ Enterprises LLC. Mr. Laymon earn Jackson State University and a Master of Arts i of Wisconsin. Mr. Laymon brings to our Board extensive lead international expertise from his experience as a executive in a number of large, global compani and corporate governance, legal and regulatory

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Teresa S. Madden Director since 2017 Age 63 Committees: Audit (Chair) Executive Health, Safety, Security & Environmental	Teresa S. Madden, 63, retired from Xcel Energ company serving both electric and natural gas c she was employed from 2003 and served most r President and Chief Financial Officer from 201 she was the Controller at Rogue Wave Softwar was the Controller and Manager at Xcel. She al Residence at the University of Colorado s Glo during the 2016-2017 school year. Other direct the Public Education & Business Coalition. Sh from Colorado State University and a Master o Regis University. Ms. Madden s qualifications to serve on our B senior financial management positions, most re energy sector, and her advanced degree in busi experience with restructurings, mergers and ac
Bob Malone Director since 2009 Age 67 Chair of the Board of Directors Committees: Executive (Chair)	Bob Malone, 67, was elected Executive Chairm Executive Officer of First Sonora Bancshares, I company, in October 2014. He also serves as C Executive Officer of the First National Bank of held since October 2009. He is a retired Execut the retired Chairman of the Board and Presiden the largest producer of oil and natural gas and t in the United States. He served in that position previously served as Chief Executive Officer o to 2006, as Regional President Western United 2000 to 2002 and as President, Chief Executive Officer, Alyeska Pipeline Service Company fro previously served in senior positions with Kenn directorships include Halliburton Company, BP Teledyne Corporation. Mr. Malone holds a Bac Engineering from The University of Texas at E Management from Massachusetts Institute of T

Mr. Malone s qualifications to serve on the Bo
leadership experience, his expertise in the energ
compliance, his restructuring experience and fi
on other public company boards.

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Kenneth W. Moore Director since 2017 Age 49	Kenneth W. Moore, 49, has served as President 2016. Before that, he was Managing Director o private equity and infrastructure investment fir 2015. From 2000 to 2004 he served as a Vice P Other directorships include Chaparral Energy, I Foundation. Mr. Moore has also served as a ser Partners, a New York based private equity firm Bachelor of Arts from Tufts University and Ma from Cornell University.
Committees: Audit Nominating & Corporate Governance	Mr. Moore brings to the Board significant capit management experience as well as expertise in expertise and mergers and acquisitions experie
Michael W. Sutherlin Director since 2014 Age 72	Michael W. Sutherlin, 72, served as the Preside Director of Joy Global Inc. (Joy), a mining e from 2006 to 2013. From 2003 to 2006, he serv Joy and as President and Chief Operating Offic Machinery. Prior to joining Joy, Mr. Sutherlin s Operating Officer of Varco International, Inc. M of directors of Schnitzer Steel Industries, Inc. M Business Administration from University of Te Business Administration in Industrial Managem
Committees: Compensation Executive Nominating & Corporate Governance (Chair)	Mr. Sutherlin s qualifications to serve on the B manufacturing and mining sectors, core interna restructuring and mergers and acquisitions expe

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Shaun A. Usmar Director since 2017 Age 49 Committees: Nominating & Corporate Governance Health, Safety, Security & Environmental	Shaun A. Usmar, 49, founded Triple Flag Mini April 2016 and serves as its Chief Executive O Flag, Mr. Usmar served as Senior Executive Vi Officer of Barrick Gold Corporation, from 201 restructure the company. He joined Xstrata plc the leadership team that grew the company into diversified miners at the time of its acquisition Xstrata, his roles included co-head of Business Xstrata s global Ferro-Alloys business in Sout global Nickel business in Canada. Prior to Xstr Billiton in Corporate Finance in London, and st operations in the steel and aluminum industries also served on the Ontario Advisory board of T since 2010. Mr. Usmar holds a BSc in Metallur from the University of Witwatersrand in South Kellogg Graduate School of Management at No Evanston, Illinois, both with distinction. Mr. Usmar brings to the Board extensive leader officer at several companies, restructuring and experience, and experience in the mining sector commercial expertise and international experie

Director Selection and Evaluation Process

Current Board

Our current Board consists of our President and CEO, Glenn L. Kellow, and nine independent di Andrea E. Bertone, Nicholas J. Chirekos, Stephen E. Gorman, Joe W. Laymon, Teresa S. Madde Sutherlin and Shaun A. Usmar. All of our current Board members other than Ms. Bertone (who February 21, 2019) were elected to serve for a one-year term at our 2018 Annual Meeting of Sto Meeting) and were initially appointed on April 3, 2017 when the company successfully emerge Emergence).

Overview of Director Nominating Process

The Board believes one of its primary goals is to advise management on strategy and to monitor believes the best way to accomplish this goal is by choosing directors who possess a diversity of that are particularly relevant and helpful to us. As such, current Board members and director non

and experience in the coal industry, related energy industries and other important areas, includin
accounting, operations, environmental affairs, international affairs, governmental affairs and adn
governance, board service and executive management. When evaluating potential members, the
candidates who possess high ethical standards and a combination of skills and experience which
appropriate to meet its objectives. The Board believes all candidates should be committed to cre
serving our best interests and the best interests of our stockholders.

The Nominating and Corporate Governance Committee is responsible for identifying, evaluating
candidates for election to the Board. The Nominating and Corporate Governance Committee wil
submitted by stockholders in accordance with the process outlined below.

Any stockholder wishing to submit a candidate for consideration should send the following infor
Peabody Energy Corporation, Peabody Plaza, 701 Market Street, St. Louis, Missouri 63101:

Stockholder s name, number of shares owned, length of period held and proof of own

Candidate s name, age and address;

A detailed resume describing, among other things, the candidate s educational backgr
history and material outside commitments (e.g., memberships on other boards and con
etc.);

A supporting statement which describes the candidate s reasons for seeking election t
candidate s ability to satisfy the director qualifications criteria described above;

A description of any arrangements or understandings between the stockholder and the

A signed statement from the candidate confirming his/her willingness to serve on the I
Stockholders may submit potential director candidates at any time in accordance with these proc
Corporate Governance Committee will consider such candidates if a vacancy arises or if the Boa
membership, and at such other times as the Nominating and Corporate Governance Committee d
recently modified our bylaws to implement proxy access, a means for stockholders to include
candidates in our proxy materials for annual meetings of stockholders. Separate procedures apply
a director candidate at the 2020 Annual Meeting. Those procedures are described below under th
Proposals and Director Nominations.

Under its charter, the Nominating and Corporate Governance Committee must review with the B
qualifications, independence, skills and characteristics of Board candidates, members and the Bo
of qualified directors is a complex and subjective process that requires consideration of many int
Corporate Governance Committee believes candidates should generally meet the criteria listed be
Qualifications. The Nominating and Corporate Governance Committee will consider candidate
including stockholder nominees, when filling vacancies and/or expanding the Board and will eva
educational background, employment history, outside commitments and other relevant factors to
potentially qualified to serve on the Board. Qualified stockholder nominees will be evaluated on
Board members or other sources.

The Nominating and Corporate Governance Committee believes that its process for selecting dir
highly qualified, independent Board members. However, the Committee may choose, from time

(including independent third-party search firms) after determining that such resources could enha

Director Qualifications

Under its charter, the Nominating and Corporate Governance Committee reviews with the Board
qualifications, independence, skills and characteristics of Board candidates, members, and the Bo
directors is a complex and subjective process that requires

consideration of many intangible factors, the Nominating and Corporate Governance Committee
generally meet the following criteria:

- Broad experience and a successful track record at senior policymaking levels in busines
technology, accounting, law, consulting and/or administration;

- The highest personal and professional ethics, integrity and values;

- Commitment to representing our long-term interests and those of all our stockholders;

- An inquisitive and objective perspective, strength of character and the mature judgment
decision-making;

- Expertise that is useful to us and complementary to the background and experience of o

- Sufficient time to devote to Board and committee activities and to enhance their knowle
industry.

The Board believes that all of our current directors meet these criteria. In addition, as outlined be
and unique background and set of skills to the Board, giving the Board competence and experien
including mining and related industries, end-user segments (energy/steel), mergers and acquisitio
human capital and organizational health, restructuring, global operations, health, safety and envi
governmental affairs and administration, public policy, corporate governance, legal and regulato
management. We believe the Board as a whole and each of our directors individually possess the
to effectively advise management on strategy, monitor our performance and serve our best intere
stockholders.

The following table shows our directors specific skills and knowledge that the Nominating and
and Board relied upon when determining whether to nominate the individual for election. A parti
valuable skills, knowledge, or experience even though they are not indicated below.

Diversity

Peabody is an equal opportunity employer and, in addition, one of our core values is to offer an i
and practices support diversity of thought, perspective, sexual orientation, gender, gender identit
culture and professional experience, among others. While the Board does not have a formal polic
evaluating director candidates, the Board does believe that its members should reflect diversity in
experience, gender and ethnic background. These factors, together with the director qualification
considered by the Nominating and Corporate Governance Committee in assessing potential new

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Board Evaluations

The Board conducts an annual self-evaluation to determine whether it and its committees are fun
charter, the Nominating and Corporate Governance Committee is responsible for developing and
process to evaluate the performance of the Board. This annual review process includes the annua
directors, after which the Nominating and Corporate Governance Committee reports to the Boarc
performance, which is discussed by the full Board. The Board has confirmed that each committe
functioning effectively.

Board Training and Development

From time to time, the Board members attend ongoing training and development sessions. For in
participated in an in-boardroom training event provided by the National Association of Corporat

Director Involvement in Stockholder Engagement

Peabody management and Board members engaged in open and constructive dialogue with our s
into 2019. The Board and the Compensation Committee value these discussions and will continu
continue to solicit feedback about our executive compensation programs and other matters.

Feedback provided by our stockholders related to executive compensation and other governance
Compensation Committee and the full Board. After considering this input from stockholders, wh
under Compensation Discussion and Analysis, the Board determined the already established 2
designed by the Compensation Committee and in place by early 2018 was properly aligned with
Compensation Committee believes that the 2018 executive compensation program and pay level
expressed by our stockholders (who generally supported the 2018 executive compensation progr
our overall compensation objectives.

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ADDITIONAL INFORMATION CONCERNING THE BOARD OF I

Committee Overview

Committee Role and Responsibilities

The specific roles and responsibilities of the Board s Audit, Compensation, Nominating and Cor
Health, Safety, Security and Environmental Committees are delineated in written charters adopte
Each member of the Audit, Compensation, Nominating and Corporate Governance and Health, S
Committees is independent in accordance with our Corporate Governance Guidelines, which app
Independence Standards) included in the New York Stock Exchange (NYSE) Listed Comp
defined herein). Our Corporate Governance Guidelines and the charters of each of the Board s c
Corporate Governance page under the Investors section of our website at: www.peabodyenergy.c
each committee is authorized to engage or consult from time to time, as appropriate, at our exper
counsel or other experts or advisors it deems necessary, appropriate or advisable to discharge its

Audit Committee	
Committee Members Andrea E. Bertone Nicholas J. Chirekos Teresa S. Madden (Chair) Kenneth W. Moore ------------------------------------ Nine meetings in fiscal year 2018	Reviews and discusses with management and th accounting firm the audited annual financial stateme and changes in or application of accounting principle Assists the Board in fulfilling its oversight respo and integrity of our financial statements and financia systems of internal accounting and financial controls independent registered public accounting firm s qua performance of our internal audit function and indep firm; and (e) compliance with legal and regulatory re and ethics programs established by management and Appoints our independent registered public acco Audit Committee; Pre-approves all audit engagement fees and term engagements with our independent registered public Ensures that we maintain an internal audit funct senior internal audit team; Meets on a regular basis with our management, registered public accounting firm to review matters r controls, internal audit program, accounting practice procedures of the external audit, the independence of

accounting firm and other matters relating to our fina

Oversees our financial reporting process and rev
our Quarterly Reports on Form 10-Q, Annual Report
stockholders and earnings press releases;

Reviews our guidelines and policies with respec
management, and our major financial risk exposures
monitor and control such exposures;

Performs an annual review of our information te
and

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Makes regular reports on its activities to the Boa

See the Audit Committee Report on page 60. All
are independent under regulations adopted by the Se
(SEC), NYSE listing standards, and the Independ
determined that each member of the Audit Committe
guidelines, and each member, other than Ms. Berton
expert pursuant to the criteria prescribed by the SEC

Compensation Committee

Committee Members

Stephen E. Gorman

Joe W. Laymon (Chair)

Michael W. Sutherlin

Six meetings in fiscal year 2018

Reviews and recommends to the Board the com
philosophy for the compensation of the executive of
subsidiaries;

Annually reviews and recommends to the Specia
objectives relevant to compensation of our CEO, init
the CEO s performance in light of those goals and o
Special Committee, determines and approves the CE
this evaluation;

Annually reviews with the CEO the performanc
makes recommendations to the Board with respect to
officers;

Annually reviews and approves for the NEOs (o
our CEO base salary, short-term incentive opportuni
opportunity, stock ownership requirements and, as ap
retirement and other post-employment benefits, chan
special supplemental benefits;

Approves short-term incentive awards for execu

Oversees our short-term and long-term incentive

Periodically assesses our director compensation
requirements and, when appropriate, recommends m

Reviews the Compensation Discussion and Ana
Statement;

Oversees, in consultation with management, reg
compensation matters; and

Makes regular reports on its activities to the Boa

The Special Committee is comprised of the indep
responsible for decisions regarding the compensation

See Compensation Discussion and Analysis begin
The Compensation Committee has the sole discretion
any compensation consultant, legal counsel or other
Compensation Committee s evaluation of executive
authority to approve fees for any such advisor. The C
responsible for assessing the independence of any su
Compensation Committee are independent under NY
Independence Standards.

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Health, Safety, Security and Environmental Committee

Committee Members Andrea E. Bertone Stephen E. Gorman (Chair) Joe W. Laymon Teresa S. Madden Shaun A. Usmar ------------------------------------ Nine meetings in fiscal year 2018	Responsible for reviewing with management ou health, safety, security and environmental areas, and address such risks; Reviews our health, safety, security and environ performance, including processes to ensure complian regulations; Reviews assessments of the effectiveness of info business continuity, data privacy and cyber security a performs an annual review of our information techno Reviews our efforts to advance our progress on Reviews and discusses with management any m safety, security and environmental laws, and manage noncompliance; Reviews and recommends approval of the enviro required to be included in our periodic reports on Fo Considers and advises the Board on health, safet and sustainable development; Considers and advises the Compensation Comm incentive compensation metrics relating to health, sa matters; Reviews and discusses significant legislative, re trends that may affect our health, safety, security and process and system, and management s response to Makes regular reports on its activities to the Boa All the members of the Health, Safety, Security and I independent under NYSE listing standards and the In

Nominating and Corporate Governance Committee

Committee Members	Responsible for corporate governance matters;
Nicholas J. Chirekos	Reviews with the Board the requisite qualificati characteristics of Board candidates, members and the
Kenneth W. Moore	
	Initiates nominations for election as a director o
Michael W. Sutherlin (Chair)	
	Evaluates the performance of the Board, Board
Shaun A. Usmar	
	Identifies, evaluates and recommends qualified nominees, for election to the Board;
Seven meetings in fiscal year 2018	Advises the Board on corporate governance poli
	Assists the Board in developing and administeri performance of the Board;
	Recommends the structure, composition and res
	Assists in the preparation of the disclosure in ou corporate governance practices;

Advises the Board on matters related to corporat
employment, corporate contributions and lobbying);

Ensures we maintain an effective orientation pro
education and development program to supplement t

Provides review and oversight of potential confl
transactions in which any related person had or will l
interest;

Reviews our policies and procedures with respec
annually and recommends any changes for Board ap

Reviews and makes recommendations to the Bo
CEO, as appropriate, with respect to executive office
management development;

Monitors compliance with, and advises the Boar
under, our corporate compliance program and Code c

Makes regular reports on its activities to the Boa

All the members of the Nominating and Corporate G
independent under NYSE listing standards and the In

Executive Committee

Committee Members	
Stephen E. Gorman	Responsible for assuming Board responsibilities
Glenn L. Kellow	When the Board is not in session, the Executive as delegated by the Board, except with respect to ma stockholder approval under applicable law, including
Joe W. Laymon	Amending our certificate of incorporation and b
Teresa S. Madden	Adopting an agreement of merger or consolidati
Bob Malone (Chair)	Recommending to stockholders the sale, lease o property and assets;
Michael W. Sutherlin	Recommending to stockholders dissolution of th dissolution;

One meeting in fiscal year 2018	Declaring a dividend; Issuing stock; Filling vacancies on the Board; Appointing members of Board committees; and Changing major lines of business.

Director Attendance

The Board met 13 times in fiscal year 2018. During fiscal year 2018, each incumbent director att
number of meetings of the Board and the committees on which he or she served, and their averag
98%.

In accordance with our Corporate Governance Guidelines, the non-management directors meet i
During fiscal 2018, our non-management directors met in executive session six times. Our Chair
executive sessions.

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Under Board policy, each director is expected to attend our annual meetings of stockholders in p
absences due to illness or unavoidable conflicts. All of our then-current directors attended the 20
director nominees are expected to attend the 2019 Annual Meeting.

Board s Role in Risk Oversight

The Board oversees an enterprise-wide approach to risk management, designed to support the ac
objectives, including strategic objectives, to enhance long-term organizational performance and s
part of risk management is not only understanding the risks we face, how those risks may evolve
management is taking to manage and mitigate those risks, but also understanding what level of ri
Management is responsible for the day-to-day management of the risks we face, while the Board
committees, is responsible for the oversight of risk management.

In its risk oversight role, the Board has the responsibility to satisfy itself that the risk managemen
implemented by management are adequate and functioning as designed. The Board regularly rev
marketing, operations, safety performance, trading, finance and business development as well as
addition, the Board holds strategic planning sessions with management to discuss our strategies,
opportunities. The full Board receives reports on our enterprise risk management initiatives on at

While the Board is ultimately responsible for risk oversight, Board committees also have been al
aspects of risk oversight. The Audit Committee assists the Board in fulfilling its oversight respon
management in the areas of financial reporting, internal controls, risk assessment and risk manag
Committee assists the Board in fulfilling its oversight responsibilities with respect to the risks ari
and programs. The Health, Safety, Security and Environmental Committee assists the Board in fu
with respect to the risks associated with our health, safety, security and environmental objectives
Nominating and Corporate Governance Committee assists the Board in fulfilling its oversight res
risks associated with board organization, membership and structure, ethics and compliance, polit
expenditures, succession planning for our directors and executive officers, and corporate governa

Board Independence

In accordance with our Corporate Governance Guidelines, a majority of our Board must be indep
listing standards and the Exchange Act. As required by the NYSE listing standards, the Board ev
members at least annually, and at other appropriate times when a change in circumstances could
or effectiveness of one or more directors (such as in connection with a change in employment sta
changes). This process is administered by the Nominating and Corporate Governance Committee
who are independent under applicable NYSE rules. After carefully considering all relevant relati
Corporate Governance Committee submits its recommendations regarding independence to the f
determination with respect to each director.

On February 21, 2019, the Board determined that all the current members except for Mr. Kellow
independence determinations, the Nominating and Corporate Governance Committee and the Bo
circumstances, including (1) the nature of any relationships with us, (2) the significance of the re
organization and the individual director, (3) whether or not the relationship is solely a business re
our and the other organization s businesses and does not afford the director any special benefits,
banking, consulting, legal, accounting, charitable and familial relationships. For purposes of this

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deems any relationships that have expired for more than three years to be immaterial. The Board
described below in Review of Related Person Transactions. The Audit Committee, Compensa
Security and Environmental Committee and Nominating and Corporate Governance Committee
directors.

Board Leadership Structure

Our bylaws and Corporate Governance Guidelines permit the roles of Chair and CEO to be fille
May 1, 2017, the Board elected Mr. Malone to the role of non-executive Chair of the Board of th

Our Board leadership structure provides for strong oversight by independent directors. The Boar
Kellow and nine independent directors. All Board committees are chaired by and composed enti
for the Executive Committee, of which Mr. Kellow is a member.

As Chair, Mr. Malone s duties are to:

- Manage the affairs of the Board;
- Preside at meetings of the Board, at executive sessions of the independent directors an
- Call meetings of the Board and the independent directors of the Board;
- Organize the work of the Board, with assistance from the company s CEO and Corpo annual Board schedules and meeting agendas, to ensure the Board is provided with ac consult with other directors concerning such matters;
- By standing invitation, attend meetings of those committees of the Board of which the each case as a non-voting member);
- Facilitate effective communication among directors;
- Review and approve minutes of the meetings of the Board and stockholders;
- In conjunction with the Nominating and Corporate Governance Committee, ensure tha work are effective to enable the Board to exercise oversight and due diligence;
- Promote Board effectiveness by working with the Nominating and Corporate Governa and committee composition, Board recruitment, new director orientation, director edu planning, (2) coordinate the Board evaluation process and obtain director feedback, (3 circumstances of existing directors, determine if directors other commitments confli requests from the CEO to sit on the boards of other organizations, and (4) formulate g that best serve the interests of the company and its stockholders;
- Coordinate periodic Board review of, and input regarding, management s strategic pl
- With the assistance of the Compensation Committee, lead the annual Board performan communicate the results to the CEO;
- Lead the Board s review of the succession plan for the CEO and other key executives
- Facilitate communication between the directors and the CEO;
- Provide advice and counsel to the CEO, serve as an advisor to the CEO concerning th Board s relationship with management, and brief the CEO on issues and concerns ari
- Facilitate the role of the Board in crisis management, where appropriate;
- If requested by the CEO or the Board, attend meetings or communicate with outside s
- In consultation with the CEO, share the company s views on policies or corporate ma organizations when required.

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Corporate Governance

Good corporate governance is a priority at Peabody. Our key governance practices are outlined i Guidelines, committee charters, and Code of Business Conduct and Ethics. These documents car (www.peabodyenergy.com) by clicking on Investor Info and then Corporate Governance. I considered part of this Proxy Statement.

The Nominating and Corporate Governance Committee is responsible for reviewing the Corpora to time and reporting and making recommendations to the Board concerning corporate governan Nominating and Corporate Governance Committee, with the assistance of outside experts, reviev practices, not only to ensure that they comply with applicable laws and NYSE listing requiremen continue to reflect what the Nominating and Corporate Governance Committee believes are best interests and the best interests of our stockholders.

Director Service on Other Public Company Boards

As stated above, when reviewing qualifications, independence, skills and characteristics of Boar Nominating and Corporate Governance Committee examines whether such candidates or nomine commitments (e.g., memberships on other boards and committees, charitable foundations, etc.) v performance as a director on the Board. Current directors are required to advise the Chair of the Nominating and Corporate Governance Committee prior to accepting an invitation to serve on an

It is the current view of the Board that no director should serve on more than four public compan Except in extraordinary circumstances, and only after the Board has determined that such simulta ability of the director to serve effectively on the company s Audit Committee, no member of the serve simultaneously on the audit committee of more than two other public companies. For purpo provided under NYSE rules, (i) service on the boards of multiple funds within a single fund com one public company board, and (ii) service on multiple audit committees within a single fund co one public company audit committee.

Majority Voting and Mandatory Director Resignation Policy

Our bylaws provide for majority voting in the election of directors. In the case of uncontested ele number of shares voted in favor of a nominee must exceed 50% of the number of votes cast with any meeting of stockholders for the election of directors at which a quorum is present. Votes cas withhold authority with respect to that nominee s election, but exclude abstentions and broker n

If a nominee is an incumbent director and does not receive a majority of the votes cast with respe director is expected to promptly tender his or her resignation to the Chair of the Board following The Nominating and Corporate Governance Committee will promptly consider the resignation s recommend to the Board whether to accept or reject the tendered resignation. In considering whe resignation, the Nominating and Corporate Governance Committee will consider all factors deem Board will act on the Nominating and Corporate Governance Committee s recommendation no of the stockholders meeting where the election occurred. In considering the Nominating and Co recommendation, the Board will consider the factors considered by the Nominating and Corpora additional information and factors the Board deems to be relevant. Any director who tenders his Corporate

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Governance Guidelines will not participate in the Nominating and Corporate Governance Comm
consideration regarding whether to accept the tendered resignation.

In the case of contested elections, directors will be elected by a plurality of the votes of the share
voting for nominees in the election of directors at any meeting of stockholders for the election of
present. For these purposes, a contested election is any election of directors in which the number
directors exceeds the number of directors to be elected.

Code of Business Conduct and Ethics

We have adopted a code of ethics, the Code of Business Conduct and Ethics which can be fou
(www.peabodyenergy.com) by clicking on Investor Info and then Corporate Governance.
applies to all our directors, officers and salaried employees.

Succession Planning

Pursuant to the Corporate Governance Guidelines, our CEO provides the Board with an annual r
related development recommendations. The report includes a short-term succession plan which d
authority in the event that the CEO or any other executive officer is unable to perform his or her

Director Compensation

The 2018 compensation of non-employee directors consisted of cash compensation (annual Boar
equity compensation. Each of these components is described in more detail below. Any director
no additional compensation for serving as a director. In setting director compensation, the Comp
from F.W. Cook, its independent compensation consultant. In addition, our 2017 Incentive Plan
cash and equity compensation that may be awarded to each non-employee director in any calend

In July 2018, F.W. Cook conducted a competitive market review of our non-employee director c
of this review, data was collected from the same peer group we utilized for executive compensati
under Compensation Discussion and Analysis). Based on this review, F.W. Cook presented to
analysis of and recommendations for our director compensation program. Because the review in
per-director compensation is comparable to the peer group median, no changes were made to the
compensation program or stock ownership requirements for 2018.

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However, the company made the following changes effective for 2019 non-employee director co
practices and better align the interests of our non-employee directors with those of our stockhold
equivalents on annual deferred stock unit grants to non-employee directors, and (2) increased the
retainer from $20,000 to $25,000.

The Board consists of ten directors, including our CEO and nine independent directors. Our Boar
compensation structure for our non-employee directors for 2018:

Annual Cash Retainer	$110,000
Additional Committee Chair Cash Retainer	
Audit Committee Chair	$ 20,000
Compensation Committee Chair	$ 15,000
Health, Safety, Security and Environmental Committee Chair	$ 15,000
Nominating and Corporate Governance Committee Chair	$ 15,000
Additional Non-Executive Chairman Cash Retainer	$150,000
Annual Equity Award Value	$130,000 (see be

The equity award for our non-employee directors was comprised of deferred stock units (DSUs
each non-employee director was determined by dividing $130,000 by the closing price per share
the grant date (and rounding down to the nearest whole DSU). DSUs generally vest monthly ove
underlying shares are generally not distributed until the earlier of (1) three years after the grant d
from service, if this election is made.

Other Elements of Board Compensation

In addition to the compensation described above, we paid travel and accommodation expenses of
attend meetings and other integral corporate functions. Non-employee directors did not receive m
Non-employee directors could be accompanied by a spouse/partner when traveling on company b
aircraft. Non-employee directors also had the opportunity to participate in our charitable contribu
same level and based on the same guidelines applicable to our full-time employees.

The following table sets forth compensation for each director (other than Mr. Kellow) who serve

Director

	Fees Earned or Paid in Cash ($) (1)	**Stock Awards ($) (2)**
Nicholas J. Chirekos	110,000	129,968
Stephen E. Gorman *	125,000	129,968
Joe W. Laymon *	125,000	129,968
Teresa S. Madden *	130,000	129,968
Bob Malone ^	260,000	129,968
Kenneth W. Moore	110,000	129,968
Michael W. Sutherlin *	125,000	129,968
Shaun A. Usmar	110,000	129,968

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* Committee Chair

^ Non-Executive Chairman

(1) Fees earned include the annual retainer and any committee chair or non-executive chair fees

(2) On May 11, 2018, each non-employee director (other than Ms. Bertone, who joined the Boar DSUs at a grant date fair value of $38.75 per share, as indicated in this column. As of Decem non-employee directors had 8,348 stock awards outstanding. No options were held by directo

(3) All Other Compensation for Mr. Chirekos, Ms. Madden, Mr. Malone and Mr. Moore consist accordance with our matching gifts program.

Non-Employee Director Share Ownership Requirements

Under our share ownership requirements for directors, each non-employee director is required to having a value equal to at least five times his or her annual cash retainer within five years of boa

If at any time a non-employee director does not meet his or her ownership requirement, the direc Stock owned by the director (whether owned directly or indirectly) and (2) any net shares receiv vesting or payment of any equity award until the ownership requirement is met, in each case unle the Compensation Committee. For this purpose, net shares means the shares of Common Stoc withheld, as the case may be, to (1) pay the exercise price for a stock option award or (2) satisfy withholding taxes, arising in connection with the exercise, vesting or payment of an equity awar

Compliance with these requirements is evaluated as of December 31 of each year. The value of a such date is determined by multiplying the number of shares of our Common Stock or other eligi individual by the closing price of our stock as of the business day immediately preceding the dat non-employee director is in compliance with these requirements and is on-track to meet the shar allowable timeframe.

For purposes of determining stock ownership levels, only the following forms of equity interests

stock owned directly (including stock or stock units held in any defined contribution p and shares of restricted stock);

stock held by immediate family members residing in the same household or through t his or her immediate family members residing in the same household;

unvested restricted stock or RSUs (provided that vesting is based solely on the passag with Peabody); and

vested and undistributed DSUs.

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COMPENSATION DISCUSSION AND ANALYSIS

Dear Fellow Stockholder:

As members of the Compensation Committee of the Board of Directors of Peabody, we believe t should be contingent on performance against robust metrics that reflect the interests of our stockl business strategy. We also believe that executive compensation should be market competitive to and earned compensation should be reasonable compared to actual company performance.

At the 2018 Annual Meeting, our Say-on-Pay vote received 58% support. The Compensation Co seriously. We heard concerns about the magnitude of the 2017 compensation and a desire to see performance.

Following last year s vote, the Compensation Committee made a concerted effort to increase en regarding our executive compensation program. I have personally had the opportunity to speak w shares outstanding.

After listening to input from stockholders, the Compensation Committee believes the 2018 comp stockholder feedback and addressed the concerns with the 2017 compensation program. The 201 from the Compensation Committee s independent consultant and other external advisors. The fo into the design:

The short-term incentive program is formula-driven based entirely on business results;

The majority of equity granted to NEOs is tied to performance;

Compensation opportunities were determined by taking into consideration competitive scope, complexity and criticality of each NEO s role; and internal equity and individua

Based on a competitive market review, the CEO s target total direct compensation will During September 2018, our North Goonyella Mine in Australia experienced a fire in a portion c financial results.

As described in more detail in the Compensation Discussion and Analysis, the following pay pay-for-performance philosophy:

The CEO recommended, and both the Compensation Committee and the Special Comm formulaic results for the 2018 STIP payments for the executive leadership team, includi of the fire at the North Goonyella Mine; and

The CEO recommended, and both the Compensation Committee and the Special Comn
discretionary reduction for the 2018 STIP payments for the CEO and the President Aus
responsibility for North Goonyella operations.

On behalf of the Compensation Committee, I would like to thank you for your support and feedb
continued evaluation of our executive compensation programs to ensure they are aligned with the
Thank you for your investment in Peabody. I can assure you that the Board, this Committee and
day to deliver on the trust you have put in us.

Sincerely,

Joe Laymon

Compensation Committee Chair

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Overview

Peabody s 2018 executive compensation program was the first full-year executive pay program
emerged from Chapter 11 reorganization in April 2017. The program included fundamental chan
pay-for-performance approach to executive compensation. This approach aligns with the compar
designed to motivate and reward our leaders for long-term performance and enhanced company v
program design and pay levels were significantly different from those of 2017. The 2017 pay lev
specific to the period the company was in Chapter 11 through Emergence. In addition, in respons
engaged with and listened to our investors. We believe that our 2018 executive compensation pro
strategic objectives and was aligned with stockholder interests and the feedback provided by our
process. Our North Goonyella Mine in Australia experienced a fire in a portion of the mine durin
this event, and as described below under the subheading Short-Term Incentive Program, discr
made to the results for the 2018 STIP payments for NEOs and other members of the executive le

2018 Named Executive Officers

This Compensation Discussion and Analysis (the CD&A) explains the elements of the compe
describes the objectives and principles underlying the company s executive compensation progr
2018. For fiscal year 2018, our NEOs were:

Name	Title as of December 31, 2018
Glenn L. Kellow	President and Chief Executive Officer
Amy B. Schwetz	Executive Vice President and Chief Financial Officer
Charles F. Meintjes	Executive Vice President Corporate Services and Chief Commercia
Kemal Williamson	President Americas
A. Verona Dorch	Executive Vice President, Chief Legal Officer, Government Affairs

Business Highlights for 2018

Peabody concluded 2018 with strong company-wide Adjusted EBITDA margins[1] of approximate
completion of what we believe to be a highly accretive acquisition, robust cash flows and share b
billion. Against the backdrop of favorable seaborne conditions, Peabody began 2019 with a healt
continued strong operating cash flows and an ongoing commitment to returning cash to stockhol

In 2018, Peabody earned $645.7 million in income from continuing operations, net of i
of $1.38 billion and revenue of $5.58 billion.

The company had Adjusted EBITDA margins of approximately 25% for 2018, well abo
MidCap 400 Index.

Free Cash Flow totaled $1.36 billion for the full year, and the company reduced total li

Approximately 80% of Peabody s investments were oriented to assets targeting seabor
company s continued evolution toward an emphasis on higher-demand, higher-margin

[1] Adjusted EBITDA margin is not a recognized term under GAAP. This measure is defined and r
measure in *Appendix B*.

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Shares of BTU lost 22% from a total shareholder return perspective, whereas a represen declined an average of 24%. Sixteen of 23 global coal equities and master limited partn marked by macro concerns about global GDP growth and trade wars.

Peabody initiated a quarterly dividend in 2018 and increased the per-share payout twice company also expanded its share buyback program and completed $1.1 billion of share period.

Peabody completed the highly attractive acquisition of the Shoal Creek hard-coking coa

The global safety incidence rate of 1.45 accidents per 200,000 hours worked marked th mark and 22% better than the level in 2013.

Peabody was added to the prestigious Fortune 500 in Spring 2018.

Peabody believes land restoration is an essential part of the mining process, and Peabod 1.4 acres for each acre disturbed in 2018.

The company partnered with Arq, a technology-led innovation company, to advance a p energy source that can be blended directly with oil products.

Peabody was honored with a number of notable awards including Best ESG Respon International; Employer of the Year Energy & Natural Resources from Corporate from the National Mining Association for the Kayenta Mine Prep Plant in Arizona; and Mining reclamation awards for Bear Run Mine and Wild Boar Mine in Indiana and the Wild Boar was also honored with the 2018 National Reclamation Award in the coal cat Compact Commission.

Response to Last Year s Say-on-Pay Vote

At the 2018 Annual Meeting of Stockholders, we conducted a Say-on-Pay vote in which we rece We take these voting results seriously, so following last year s vote, we made a concerted effort stockholders regarding our executive compensation program.

Peabody engaged in open and constructive dialogue with its stockholders throughout 2018 and in Compensation Committee value these discussions and will continue to engage with stockholders about our executive compensation programs.

Analysis of Executive Compensation Since Emergence from Bankruptcy; Response to Stockho

In evaluating the company s executive compensation program for 2018 and the changes made in
the historical context in which the program has developed. The company emerged from Chapter
2017 with a new board of directors that formed a new

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Compensation Committee and, as it related to the CEO, the Special Committee. As part of the co
bankruptcy, the company established the terms of the 2017 executive compensation program. Th
company s Plan of Reorganization, which received 93% approval from the creditors, who would
upon Emergence. The 2017 program reflected the priorities and aligned with the interests of the
included an RSU grant to all active employees.

The Emergence awards reflected the following:

- Competitive market practices in restructuring;
- Desire to retain our high-performing executive team and operations management;
- Recognition of cost reduction efficiencies and value created during Chapter 11; and
- Intent to ensure the sustainability of results.

The 2017 executive compensation program was largely comprised of one-time programs specific
Chapter 11; the program aligned with the interests of the stockholders and with the goals and int
The Compensation Committee recognized that stockholder interests and the company s business
2017 to 2018. Therefore, the 2018 executive compensation program is grounded in a pay for per
current business realities and is designed to motivate and reward our leaders for long-term perfo
value.

Feedback provided by our stockholders related to executive compensation and other governance
Compensation Committee and full Board. After considering this input from stockholders, we bel
program is properly aligned with stockholder feedback and addresses previously raised concerns
stockholder engagement, we sought the advice of the Compensation Committee s independent c
The following table details what the Board heard throughout the course of these conversations a
program addressed each concern and reflected changes aligned with stockholder feedback and co

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What We Heard	What We Did
Some stockholders expressed concern with certain aspects of our 2017 compensation program through the 2018 Say-on-Pay vote.	Peabody reached out to 24 institutional stockholders, holding outstanding as of March 18, 2019, to solicit feedback on the and related governance policies. Of these, management met with 9 stockholders holding 66% March 18, 2019, and our Compensation Committee Chair pa with stockholders, representing 58% of our total shares outst
Some stockholders expressed concerns with the magnitude of 2017 executive compensation, including Emergence grants.	The Compensation Committee established 2018 NEO compe competitive market practices and levels. The 2018 executive fundamental changes that evidence our ongoing approach to reward our leaders for driving long-term performance and co As shown on page 48, the 2018 Summary Compensation Tal reduction from 2017. Based on a competitive market review, there will be no incre compensation for 2019.
Some stockholders expressed concerns with the company s STIP	Material changes to the STIP included: elimination of individual performance objectives; addition of the Free Cash Flow STIP per Share metric a switch from Adjusted EBITDAR to Adjusted EBITDA generally a reorganization metric and excludes the impact of reorganization charges; revised weightings of the STIP metrics to align with busi

	increased payout opportunities as a percentage of base sal the company s peer group.
Some stockholders expressed a desire for greater linkage between pay and performance	The Compensation Committee established 2018 LTIP award 2018 equity grants to the NEOs were performance-based.
	About 59% of the CEO s 2018 compensation opportunity w half of the other NEOs compensation opportunities, on ave
	Performance-based LTIP awards have a three-year performa predominant practices in U.S. long-term incentive programs. three-year ratable vesting term.
	The CEO recommended, and both the Compensation Comm approved, a discretionary reduction in the formulaic results f executive leadership team, including the NEOs. The reductio the fire at the North Goonyella Mine in Australia. Final awar Australia, who have direct line operating responsibility for N an additional reduction.

The Compensation Committee believes that the 2018 executive compensation program and pay l
expressed by our stockholders and are consistent with our overall compensation objectives. As sl
Summary Compensation Table values for our CEO and the other NEOs (on average) reflect a sig

We will continue to engage with and solicit feedback on compensation and design practices from
feedback in our outreach discussions) generally supported the 2018 executive compensation prog

2018 Executive Compensation Program Structure

Our 2018 executive compensation program reflected a combination of salary, annual cash incent
equity awards.

The graphs below display the 2018 target total direct compensation mix for our CEO and our oth
was performance-based. As shown in the graphs below, about 59% of the CEO s target total dire
about 54% of the target total direct compensation for the other NEOs was performance-based.

Process for Determining 2018 NEO Compensation

Our executive compensation philosophy is comprised of the following core principles:

- Pay-for-performance;
- STIP awards should be tied to the successful achievement of pre-established objectives and
- Long-term incentives should provide opportunities for executives to earn equity compe long-term objectives are successfully achieved.

Summarized below are roles and responsibilities of the parties that participated in the developme compensation program:

Committees

The Compensation Committee and, as it relates to the CEO, the independent members of the Boa together with the Compensation Committee, the Committees), had responsibility for overseei framework. The Committees, working with the Committees independent compensation advisor advisors and senior management, sought to align pay with performance and create incentives tha safety and financial management and that ultimately are designed to create stockholder value.

The Committees responsibilities included:

- developing our executive compensation philosophy;
- approving base salaries and STIP and LTIP programs and opportunities;
- assessing performance and approving earned incentives;
- approving LTIP grants including performance goals and award terms; and
- approving severance programs and executive participation.

In making compensation decisions for 2018, the Committees took a fresh look at the total compe NEOs and modified base salaries and determined incentive targets, taking into consideration:

- the breadth, scope, complexity and criticality of each NEO s role;
- competitive market information;
- internal equity or roles of similar responsibilities, experience and organizational impact
- current compensation levels; and
- individual performance.

The Committees did not use a predetermined formula to make overall decisions but generally co

Management

For 2018, in relation to compensation, the role of the CEO was to review the performance of the recommendations on base salary, STIP and LTIP opportunities for the other NEOs.

Independent Compensation Consultants

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compen other advisor only after taking into consideration all factors relevant to that

person s independence from management and is directly responsible for the appointment, comp
of the work of any such person. Under this authority, for 2018 the Compensation Committee eng
consultant, F.W. Cook, after assessing its independence. F.W. Cook does not provide any other s
of the Compensation Committee did not raise any conflicts of interest or independence concerns.
Committees with competitive market information, assistance on evaluation of the peer group co
program design, and information on compensation trends. The Board conducts an annual review

Competitive Market Information

Talent for senior-level management positions and key roles in the organization can be acquired a
companies. As such, we utilized competitive market compensation information for 2018:

as an input in developing base salary levels, STIP targets and LTIP award ranges;

to evaluate the form and mix of equity awarded to NEOs;

to assess the competitiveness of total direct compensation opportunities for NEOs;

to evaluate share utilization by reviewing overhang levels and annual run rates;

to evaluate share ownership guidelines;

to validate whether our executive compensation program was aligned with our perform

as an input in designing compensation plans, benefits and perquisite programs.

This competitive market information comes from both compensation surveys and from a group o
complexity as us (the Compensation Peer Group), described in more detail in the section belo
significant sample size, included information for management positions below senior executives,
which we might recruit for executive positions. The primary survey source was the Willis Towe
did not select the constituent companies comprising this survey group, and the component comp
factor in the applicable compensation analysis.

As stated above, while the Compensation Committee examined competitive market information
Compensation Peer Group, competitive market information was not the sole factor in its decisio

Compensation Peer Group

In July 2017, the Compensation Committee approved a revised Compensation Peer Group. In de
Compensation Peer Group, our Compensation Committee considered companies that were:

direct business competitors;

labor market competitors;

in a similar industry (for example, coal and consumable fuels, mining and metals, energ
similar economic opportunities and challenges); and

of a similar scale (with revenue and enterprise value generally within 1/3-times to 3-tim

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Based on review and discussions with F.W. Cook, no changes were made to the Compensation P
Compensation Peer Group for 2018 was comprised of the following companies:

2018 Compensation Peer Group (18)		Alignme
AK Steel Holding Corporation	Freeport-McMoRan Inc.	
Antero Resources Corporation	The Mosaic Company	
Arch Coal, Inc.	Newmont Mining Corporation	
Barrick Gold Corporation	Noble Energy, Inc.	
Chesapeake Energy Corporation	Packaging Corporation of America	
Cleveland-Cliffs Inc.	Southwestern Energy Company	
CONSOL Energy Inc.(1)	SunCoke Energy, Inc.	
CVR Energy, Inc.	Teck Resources Limited	
Domtar Corporation	United States Steel Corporation	

(1) In November 2017, CONSOL Energy Inc. spun off CONSOL Mining Corp, which has reta
(and remains in the peer group, as it produces and exports coal).

(2) Data is reflected as of the most recently reported four quarters at January 1, 2019 from S&P s
may differ from GAAP reporting made by Capital IQ.

2018 NEO Compensation Determinations and Outcomes

The following discussion provides details of our executive compensation program determination
NEOs during 2018.

Base Salaries

In general, we pay base salaries to the NEOs to provide them with a level of fixed income for the

The Committees approved an increase to the base salary rate of each NEO effective April 1, 201
These changes generally represented merit increases, but also included market-based adjustment
Schwetz.

Named Executive Officer	Base Salary as of January 1, 2018	Base Sa April

Glenn L. Kellow	$1,022,587	$1,1
Amy B. Schwetz	$ 575,000	$ 6
Charles F. Meintjes	$ 563,833	$ 5
Kemal Williamson	$ 512,575	$ 5
A. Verona Dorch	$ 466,900	$ 4

Short-Term Incentive Program

The STIP is designed to reward company performance while encouraging management to contin safety record. For 2018, the STIP was modified to better align with our strategic priorities as a fu reflect input from stockholders. In particular, the Committees approved the following changes fr

eliminated the individual objectives metric in order to place more emphasis on meas

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- added Free Cash Flow STIP per Share as a metric, as we view this metric as a measure

- replaced the Adjusted EBITDAR metric with an Adjusted EBITDA STIP metric since reorganization in April 2017 (and Adjusted EBITDAR is generally a reorganization me

- modified the weightings of the STIP metrics to align with business strategy; and

- in conjunction with the overall review of each NEO s compensation package, increase percentage of base salary for certain NEOs.

The table below provides the definitions for and the purposes of the 2018 STIP performance met officers and certain other participants in the 2018 STIP:

Metric	Definition	Pu
Free Cash Flow STIP per Share	Free Cash Flow STIP divided by Weighted Average Diluted Shares Outstanding, where: Free Cash Flow STIP is defined and reconciled in *Appendix B*; and Weighted Average Diluted Shares Outstanding includes all dilutive shares and shares related to participating securities (as disclosed in the 2018 10-K)	fr m to th di bu pu
Adjusted EBITDA STIP	This metric is based on Adjusted EBITDA STIP (as defined in Appendix B) of our consolidated enterprise, after excluding 50% of the impact of realized pricing versus budget up to $100 million (a pricing collar), with anything in excess of the pricing collar being fully realized. In 2018, this pricing collar reduced Adjusted EBITDA by $100 million	A us op m pe ex po

TRIFR	The number of injuries that result in medical treatment, restricted work or lost time, divided by the number of hours worked (includes employees, contractors and visitors), multiplied by 200,000 hours
SAWOL MS Conformance	SAWOL MS sets the expectations relating to safety and health for the organization. SAWOL MS aligns with CORESafety™ (a National Mining Association framework) and is centered on three key areas of leadership and organization, risk management and assurance. Embedded in this framework is a requirement to audit conformance

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Similar to many U.S.-based publicly traded companies, the 2018 STIP initially had a funding me intended to comply with the qualified performance-based compensation exemption requireme Revenue Code of 1986, as amended (the Code). Generally, awards structured this way were a by us for U.S. federal income tax purposes. More particularly, under the 2018 STIP, awards were threshold goal of $100 million of Adjusted EBITDA STIP was required to be met for fiscal 201 at maximum payout levels, and the Committees retained negative discretion to reduce final awar unavailability of the qualified performance-based compensation exemption under Section 162 legislation adopted in late 2017 (as further described below), in January 2018 the Committees de would not be qualified performance-based awards for purposes of Section 162(m) of the Code performance-based awards for compensation purposes). Accordingly, the Committees determine EBITDA STIP funding mechanism would not be applicable and determined that the performanc as the only performance measures for the 2018 STIP awards. In any event, the 2018 STIP awards STIP award could exceed $5,000,000.

Summarized in the table below are: the weights for each 2018 STIP performance metric; thresho performance expectations; actual results; and the achievement percentage for each performance r downward adjustments to the formulaic results:

Metric	Weight	Threshold (50%)	Target (100%)	Maximum (200%)	Actual Results	Achieven
Free Cash Flow STIP per Share						
	40%	$3.85	$5.15	$7.75	$ 10.08	200
Adjusted EBITDA STIP ($ in millions)						
	40%	$708	$1,012	$1,316	$1,279	188
Safety						
TRIFR						
	10%	1.65	1.24	0.87	1.45	0%(
SAWOL MS						
	10%	No more than	Not more	Conformance	Averaged less	138

	2 open major non-conformances averaged across the business	than five open minor non-conformances averaged across the business	with all SAWOL MS elements and approved standards	than 1 major and 2.53 minor non-conformances across the business

Total Achievement **169%**

(1) The achievement for TRIFR is zero due to the fatality in September 2018 at the Bear Run M

(2) Direct line operating responsibility for the North Goonyella Mine in Australia.

In 2018, our NEOs earned STIP awards equal to 169% of target, based on our performance agai Adjusted EBITDA STIP and Safety metrics. However, following a fire at the North Goonyella recommended, and both the Compensation Committee and the Special Committee approved, a re decreasing STIP payments by 24%. This 24% reduction was derived as follows:

A negative adjustment of $201 million was applied to both Adjusted EBITDA STIP and F reflecting a combination of estimated 2019 re-entry costs at North Goonyella and expected settlements. These adjustments applied to the executive leadership team, including the NEO Unit employees with STIP awards based on these same metrics.

The achievement of SAWOL was reduced from 138% of target to zero recognizing the rela and monitoring systems and standards. This impacted earned awards for the executive lead

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Finally, for the CEO, who has direct line operating responsibility for North Goonyella operations Special Committee approved, a further discretionary reduction of 50%, resulting in a 62% reduct payment for the CEO as shown in the table below:

Name	Target Opportunity as a % of Base Salary (1)	2018 STIP Earne a % of Target
Glenn L. Kellow	125%	64%
Amy B. Schwetz	100%	129%
Charles F. Meintjes	85%	129%
Kemal Williamson	85%	129%
A. Verona Dorch	80%	129%

(1) Reflects increases from the following 2017 target percentages based on the analysis previousl Kellow; 80% for Ms. Schwetz; and 80% for each of Mr. Meintjes and Mr. Williamson.

Long-Term Incentive Program

The LTIP for the NEOs for fiscal year 2018 consisted of PSUs and RSUs. Target aggregate LTII the NEOs as shown in the following table. Approximately 60% of each NEO s target award was 40% was granted as RSUs.

Name	Target Value
Glenn L. Kellow	$
Amy B. Schwetz	$
Charles F. Meintjes	$
Kemal Williamson	$
A. Verona Dorch	$

PSUs were granted to the NEOs for a performance period beginning on January 1, 2018 and endi includes PSUs to provide strong linkage to company performance based on the metrics describec

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The table below provides definitions for and the purposes of the performance metrics applicable

Metric	Definition	P
Return on Invested Capital (ROIC)	Net Operating Profit After Tax divided by Average Invested Capital, where: Net Operating Profit After Tax is annual operating prof excluding the amortization of sales contracts and any non-recurring charges associated with the early settlement or termination of company liabilities, mine closures or employee separation programs, as adjusted by the amount of taxes paid or received for such year in cash Average Invested Capital is the sum of (a) the total debt the company and (b) the total equity of the company, as determined using the four-quarter average, minus Excess Cash Excess Cash is the company s unrestricted cash reserve as determined using the four-quarter average, minus $800 million (the company s targeted liquidity level), plus unused available liquidity under any credit arrangements for each period Payout is based on a straight average of annual three-year performance	A th to ca re M m ex ca
Environmental Reclamation	A ratio of reclaimed graded acres vs. disturbed acres, where graded means final contour grading prior to soil replacement and disturbed means new acres impacted for mining purposes	E re fo m

re

Payout is based on a straight average of annual three-year performance

Relative Total Shareholder Return (RTSR)	The rank of Peabody s Total Shareholder Return as compared to the Total Shareholder Return of all members of a peer group, ranked in descending order, at the end of the performance period, where: Total Shareholder Return reflects stock price appreciati plus the reinvestment of dividends in additional shares of stock, from the beginning of the performance period through the end of the performance period The beginning stock price will be based on the average of the 20 trading days immediately prior to the first day of the performance period and the ending stock price will be based on the average of the 20 trading days immediately prior to the last day of the performance period	Er lo re

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Summarized in the table below are the weights for each performance metric and threshold, target
expectations.

Metric	Weight	Threshold
ROIC	80.0%	5.0%
Environmental Reclamation	20.0%	0.8 to 1
RTSR		Used
Payout as a Percent of Target		50%

With the RTSR modifier, the payout determined based on the ROIC and Environmental Reclama
decreased by 25%, as shown in the table below. However, maximum achievement for the 2018 P
positive adjustment will be made where RTSR is negative, even if RTSR is above the 75th percen

RTSR Peer Group Percentile Rank	Payou
Above the 75th percentile	
Between 25th and 75th percentile	

Below the 25th percentile

The RTSR peer group consists of the companies set forth in the table below. The list includes the
exchange-traded fund (the KOL Index), the company s current peers that are included in the
in the KOL Index, Australia-based companies in the KOL Index, as well as other companies in th
industry that were excluded from the peer group used to make compensation decisions (as descri
applicable for an RTSR performance peer group (for example, because the company used abnorn
comparison to Peabody). We used a different peer group for purposes of the RTSR modifier beca
influenced by scale and certain of our more direct business competitors may be smaller in scale t

2018 RTSR Peer Group (15)	**Peer Group Categori**
KOL Index Alliance Resource Partners, L.P. Arch Coal, Inc. Cloud Peak Energy Inc. CONSOL Energy Inc.[(1)] Contura Energy, Inc. Foresight Energy LP Hallador Energy Company Natural Resource Partners L.P. New Hope Corporation Limited South32 Limited SunCoke Energy, Inc. Teck Resources Limited Warrior Met Coal, LLC Whitehaven Coal Limited	

[(1)] In November 2017, CONSOL Energy Inc. divested CONSOL Mining Corp, which has reta
(and remains in the peer group, as it produces and exports coal).

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The performance period applicable to the 2018 PSU awards will conclude at the end of fiscal yea
remain outstanding as of the end of fiscal year 2018. There were no PSU awards for which the p
2018.

RSUs generally represent the right to receive a defined number of shares of our Common Stock a
established at the time of grant. RSUs granted to the NEOs in 2018 generally vest ratably on each
the grant date, subject to continued employment. The Compensation Committee believes RSUs a
compensation to stock price performance, promote retention, and build executive ownership and

Executive Compensation Policies and Practices

Benefits

NEOs participated in 2018 in benefit plans generally available to the broader employee group.

Non-Qualified Defined Contribution Plan

All of our NEOs participate in our non-qualified defined contribution plan (Non-Qualified Plan
to allow a select group of highly compensated management employees to make contributions in
the Code that apply to our tax-qualified 401(k) plan. The Non-Qualified Plan is designed to resto
contributions on employee contributions, not permitted due to the limits on the qualified 401(k) p
Non-Qualified Plan are generally identical to those under the qualified 401(k) plan, except that c
available. The target date trust and retirement savings trust funds available under the qualified 40
target date retirement funds and a money market fund. Our NEOs can each defer from 1% to 10%
Non-Qualified Plan. For every $1 deferred up to 6%, the company will contribute $1 to the Non-
2019, matching contributions are 100% vested. The company has established a rabbi trust for the
Non-Qualified Plan benefits to participants.

Perquisites

In 2018, we provided limited perquisites that the Committees believed were necessary to enable
responsibilities safely and efficiently. The limited perquisites utilized by our NEOs in 2018 are e
Other Compensation table on page 49.

In particular, during 2018, we began offering our NEOs financial counseling services. Offering s
NEOs understand, appreciate and maximize our benefit programs. Not all of our NEOs utilized t
however, for those who did, we reported the value of the service as a perquisite in the All Other
values were not   grossed up   for tax purposes).

Share Ownership Requirements

We have share ownership requirements for our NEOs, which are designed to align their long-ter
our stockholders. The NEO share ownership requirements are as follows:

Role	Value of Common Stock to be Owned
CEO	5 times base salary
Other NEOs	3 times base salary

If at any time a NEO does not meet his or her ownership requirement, he or she must retain 100%
of the exercise, vesting or payment of any equity award until the ownership requirement is met. A
comply with these ownership requirements.

Prohibition on Hedging or Pledging of Company Stock

Our Insider Trading Policy prohibits our directors and all our employees, including our NEOs, fr
transactions involving our stock, and from holding our stock in a margin account as collateral fo
pledging our stock as collateral for a loan.

Clawback Provisions

In October 2018, our Compensation Committee approved a revised, stand-alone clawback policy
market practice with respect to clawback policies. Under our prior clawback provisions, if we we
restatement due to fraudulent and/or intentional material misrepresentation, the Board could reco
gains on awards granted to NEOs to the extent such awards exceeded the payment that would ha
financial results. This right to recoup expired unless such determination was made by the Board
payment of the award.

Under the new policy, subject to certain exceptions, if the company is required to prepare an acc
noncompliance with any financial reporting requirement under the U.S. federal securities laws, a
or former Section 16 officer of the company who received certain incentive-based compensation
has willfully committed an act of fraud, dishonesty, or intentional disregard of company policies
duties as a Section 16 officer that contributed to the noncompliance that resulted in the company
accounting restatement, the Board may recover from each such culpable officer excess incentiv
purpose, excess incentive-based compensation generally is the amount of incentive-based compe
officer in excess of the amount that otherwise would have been received had such incentive-base
based on the accounting restatement. The clawback policy applies to incentive-based compensati
performance period ended (or, for stock options, the grant was made) in, or in the three years pri
determines that an accounting restatement is required.

Executive Severance Plan

The Peabody Energy Corporation 2015 Amended and Restated Executive Severance Plan (the S
transitional assistance to certain senior executives whose employment is terminated by us for rea
the Severance Plan), death or disability (as defined in the Severance Plan), or by the senior ex
the Severance Plan). For more information about the Severance Plan, see Potential Payments u
Control.

On February 21, 2019, the Board adopted the Peabody Energy Corporation 2019 Executive Seve
1, 2019 (the 2019 Severance Plan). The 2019 Severance Plan revises and replaces the Severan
Severance Plan continues to provide for severance payments and benefits to the NEOs upon cert
employment by the company without Cause, or by the NEO for Good Reason (as such key
Plan). In general, the 2019 Severance Plan amends the Severance Plan described above with resp
severance benefits to include payment of a pro-rata, current-year annual incentive based upon ac
which termination occurs; (2) reducing the advance written notice period for plan amendments a
months to six months; and (3) revising the definitions of Change in Control, Disability, C
generally conform to or coordinate with the definitions in the Peabody Energy Corporation 2017
Plan participants received written notice of these changes in February 2019.

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Deductibility of Compensation Expenses

Under Section 162(m) of the Code, compensation paid to certain executive officers (and, beginni
officers) in excess of $1 million is not tax deductible. Historically, compensation that qualifies as
compensation under Section 162(m) of the Code could be excluded from this $1 million limit, b
repealed, effective for taxable years beginning after December 31, 2017, unless certain transition
arrangements in place as of November 2, 2017 is available. The Committees have in the past gen
Section 162(m) of the Code when establishing incentive compensation plans. The Committees be
limitation should not be permitted to compromise our ability to design and maintain executive co
attract and retain the executive talent to compete successfully. Accordingly, achieving the desired
delivery of compensation may result in compensation that in certain cases is not deductible for fe

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PA

Messrs. Gorman, Laymon, and Sutherlin served on our Compensation Committee during 2018. N
a current or former Peabody officer or employee. In addition, none of our executive officers serv
board of directors or compensation committee of any entity which has one or more executive off
Board or Compensation Committee.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the above section of this Proxy Stater
Discussion and Analysis with management. Based on such review and discussion, the Compens
to the Board that the Compensation Discussion and Analysis be included in this Proxy Statem
incorporated by reference in Peabody s Annual Report on Form 10-K for the fiscal year ended D

MEMBERS OF THE

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RISK ASSESSMENT IN COMPENSATION PROGRAM

The Compensation Committee periodically reviews our compensation programs for features that
risk-taking. The programs are designed with features that mitigate risk without diminishing the in
We believe our compensation programs encourage and reward prudent business judgment withou

In 2018, we conducted, and the Compensation Committee reviewed, a comprehensive global risk
included a global inventory of incentive plans and programs and considered factors such as the p
maximum payments and risk mitigation factors. Based on the review, we believe our compensati
create risks that are reasonably likely to have a material adverse effect on the company.

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EXECUTIVE COMPENSATION TABLES

2018 Summary Compensation Table

The following table summarizes the compensation of our Named Executive Officers for the year
and 2016, as applicable.

Name and Principal Position	Year	Salary ($)	Stock Awards ($) [1]	Non-Equity Incentive Plan Compensation ($) [2]	Cha Pensi a Non-(De Comp Earni
Glenn L. Kellow President and Chief Executive Officer	2018	1,080,647	5,243,909	884,783	
	2017	1,018,809	15,000,007	4,528,092	
	2016	997,896	1,085,000	1,435,370	
Amy B. Schwetz Executive Vice President and Chief Financial Officer	2018	593,750	1,384,522	772,174	
	2017	556,250	5,200,005	1,895,236	
	2016	479,583	227,331	518,080	
Charles F. Meintjes Executive Vice President	2018	572,208	1,206,766	629,000	
	2017	561,750	4,999,995	1,757,371	

Corporate Services and Chief Commercial Officer	2016	554,583	284,169	575,587
Kemal Williamson				
President Americas	2018	520,394	1,097,052	572,117
	2017	510,681	4,999,995	1,587,358
	2016	504,167	258,331	523,261
A. Verona Dorch				
Executive Vice President,	2018	473,904	999,320	490,318
Chief Legal Officer,	2017	465,175	3,499,994	1,464,586
Government Affairs and Corporate Secretary	2016	456,667	227,331	476,634

(1) Amounts in the Stock Awards column reported for 2018 represent the aggregate grant date fa with Financial Accounting Standards Board Accounting Standards Codification Topic 718, C (FASB ASC Topic 718). For PSUs, the reported value is based on the probable outcome o conditions. Assuming the highest level of performance, the value of the PSU awards as of the $6,567,854 for Mr. Kellow; $1,734,088 for Ms. Schwetz; $1,511,470 for Mr. Meintjes; $1,3 $1,251,634 for Ms. Dorch. For a discussion of the assumptions made in the valuation of stoc see Note 20 to the company s consolidated financial statements as reported in its Form 10-K 31, 2018.

(2) Amounts in this column reported for 2018 represent awards earned under the 2018 STIP base material terms of the 2018 STIP awards are described starting on page 36.

(3) For 2018, there was no positive change in the actuarial present value of the participating NEO Williamson s accumulated benefit under the Peabody Investments Corp. (or PIC) Retirem 52 for more discussion about the PIC Retirement Plan.

(4) Amounts included in this column are described in the All Other Compensation table below. F costs of $30,600 for 2017 and $24,280 for 2016 have been included. For Ms. Dorch, a retroa relocation in 2017 and home security system costs of $9,850 for 2017 have been included.

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All Other Compensation

The following table sets forth detailed information regarding the 2018 amounts reported in the A
the 2018 Summary Compensation Table above.

Name	Group Term Life Insurance ($)	Registrant Contributions for Qualified 401(k) Plan ($) [(1)]	Registrant Contributions for Non-Qualified Plan ($) [(1)]	Tax Gross- Ups ($) [(2)]
Glenn L. Kellow	2,622	24,750	73,089	56
Amy B. Schwetz	1,009	24,750	28,875	5,81
Charles F. Meintjes	4,173	24,750	26,832	151,27
Kemal Williamson	3,772	12,621	34,293	9,41
A. Verona Dorch	1,826	24,750	6,037	

(1) Represents employer contributions to the company s qualified and non-qualified defined co

(2) For Mr. Kellow, represents $561 for use of the Corporate aircraft when his spouse accompan
use of the Corporate aircraft when his spouse accompanied him on business is considered a p
disclosure, but there was no associated incremental cost. For Ms. Schwetz, represents tax gro
her expatriate assignment in Australia and $4,845 tax gross-up for tax return preparation cost
gross-up consisting of $132,281 related to his expatriate assignment in Australia and $18,993
preparation costs. For Mr. Williamson, represents tax gross-ups related to tax return preparat
preparation costs is related to expatriate assignments.

(3) For Mr. Kellow, represents tax return preparation costs. For Ms. Schwetz, Mr. Meintjes and
financial planning services. For Ms. Dorch, represents expenses incurred related to her reloca
services.

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2018 Grants of Plan-Based Awards

The following table summarizes grants to the NEOs of plan-based awards during the year ended
includes RSU awards, PSU awards, and 2018 STIP opportunities as approved by the Committee

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payou Under Equity Incentive Pl Awards (2)		
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maxi (#
Glenn L. Kellow							
	02/09/2018	68,750	1,375,000	2,750,000			
	02/09/2018				7,694	76,943	153
Amy B. Schwetz							
	02/09/2018	30,000	600,000	1,200,000			
	02/09/2018				2,032	20,315	40
Charles F. Meintjes							
	02/09/2018	24,438	488,750	977,500			
	02/09/2018				1,771	17,707	35
Kemal Williamson							
	02/09/2018	22,228	444,550	889,100			

	02/09/2018						
					1,610	16,097	32
A. Verona Dorch							
	02/09/2018	19,050	380,990	761,981			
	02/09/2018						
					1,466	14,663	29

(1) Represents the potential payouts under the 2018 STIP. The target award represents the awarc of the performance measures (Free Cash Flow STIP, Adjusted EBITDA STIP, TRIFR, and in CD&A under the subheading Short-Term Incentive Program at 100% of the specified p maximum award represents 200% of the target award value, and the threshold award represe value (that is, the result if only the lowest weighted metric met the threshold). Actual payout included in the 2018 Summary Compensation Table.

(2) Represents the PSU awards granted to the NEOs in fiscal 2018. The material terms of these a page 39. The maximum award represents 200% of the target award value, and the threshold a award value (that is, the result if only the lowest weighted metric met the threshold).

(3) Represents the RSU awards granted to the NEOs in fiscal 2018. The material terms of these a page 42.

(4) Represents the grant date fair value of stock awards determined in accordance with FASB AS

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Outstanding Equity Awards at 2018 Fiscal Year-End

The table below sets forth details about the outstanding equity awards for each of the NEOs as of
note that the amount ultimately realized from outstanding equity awards typically varies based o
fluctuations and stock sales.

		Stock Awa	
Name	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#) [(1)]	Market Value of Shares or Units of Stock That Have Not Vested ($) [(2)]
Glenn L. Kellow	04/03/2017	459,556	14,007,276
	02/09/2018	51,931	1,582,863
	02/09/2018		
Amy B. Schwetz	04/03/2017	159,313	4,855,852
	02/09/2018	13,711	417,910
	02/09/2018		
Charles F. Meintjes	04/03/2017	153,185	4,669,071
	02/09/2018	11,950	364,248
	02/09/2018		
Kemal Williamson	04/03/2017	153,185	4,669,071
	02/09/2018	10,864	331,138

	02/09/2018		
	04/03/2017		
A. Verona Dorch		107,230	3,268,375
	02/09/2018		
		9,896	301,637
	02/09/2018		

(1) These RSU awards generally vest ratably on the first three anniversaries of the grant date.

(2) Market value was calculated based on the closing market price per share of our Common Sto
($30.48 per share).

(3) These PSU awards generally vest in early 2021 following a three-year performance period (2
achievement of the applicable performance objectives, as further described above beginning

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2018 Option Exercises and Stock Vested

The following table summarizes the RSU awards that vested during fiscal 2018 for each of the N

Name	Stock Av Number of Shares Acquired on Vesting (#	Valu
Glenn L. Kellow	227,605	
Amy B. Schwetz	78,903	
Charles F. Meintjes	75,868	
Kemal Williamson	75,868	
A. Verona Dorch	53,107	

2018 Pension Benefits

Our Retirement Plan for Salaried Employees, or pension plan, is a qualified defined benefit pe a monthly annuity to eligible salaried employees when they retire. An employee must have at lea in his or her benefit under the pension plan. A full benefit is available to a retiree at age 62. A ret early as age 55; however, a 4% reduction factor applies for each year a retiree receives a benefit

The pension plan was phased out beginning January 1, 2001. Certain transition benefits were int of affected employees at December 31, 2000. Each of the participants in the pension plan has had and those who had less than five years of service as of December 31, 2000 became fully vested i final average earnings for retirement purposes are capped at December 31, 2000 levels.

A participant s retirement benefit under the pension plan is equal to the sum of (1) 1.112% of th over 60 consecutive months up to the covered compensation limit multiplied by the employee years, and (2) 1.5% of the average monthly earnings over 60 consecutive months over the cove the employee s years of service, not to exceed 35 years. Under the pension plan, earnings inc and up to five annual incentive awards.

Listed below is the actuarial present value of the current accumulated pension benefit under the p
2018 for the NEOs. Due to the phase-out of the pension plan in 2001, Mr. Williamson is the only
benefit under the pension plan. The estimated present value was determined assuming the NEO r
retirement age under the plan, using a discount rate of 4.35% and the RP-2014 Blue Collar Sex-I
projected back to 2007 with MP-2014, and projected forward using generational Scale MP-2017
estimates only and do not necessarily reflect the actual amounts that will be paid to a NEO. Such
time the NEO becomes eligible for payment.

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Name		Plan Name	Number of Years Credited Service (#) [1]	Present Value of Accumulated Bene
Glenn L. Kellow	[2]			
Amy B. Schwetz	[2]			
Charles F. Meintjes	[2]			
Kemal Williamson	[3]	PIC Retirement Plan	0.3	10,039
A. Verona Dorch	[2]			

(1) Due to the phase-out of our pension plan as described above, years of credited service are les actual years of service number for Mr. Williamson is 18.3.

(2) Mr. Kellow, Mr. Meintjes, Ms. Schwetz, and Ms. Dorch are not eligible to receive benefits u because their employment with us began after the pension plan was phased out.

(3) Under the terms of the phase-out, pension benefits for Mr. Williamson were frozen as of Dec credited service, for the purposes of the pension plan, ceased to accrue.

2018 Non-Qualified Deferred Compensation

All of our NEOs participate in our Non-Qualified Plan. The Non-Qualified Plan is designed to al compensated management employees to make contributions in excess of certain limits imposed b tax-qualified 401(k) plan. The Non-Qualified Plan is designed to restore the benefits, including m contributions, not permitted due to the limits on the qualified 401(k) plan. Investment options un generally identical to those under the qualified 401(k) plan, except that collective trust options ar and retirement savings trust funds available under the qualified 401(k) plan have been replaced w a money market fund. Our NEOs can each defer from 1% to 10% of his or her compensation to t deferred up to 6%, the company will contribute $1 to the Non-Qualified Plan. Effective January 100% vested. The company has established a rabbi trust for the purpose of providing Non-Qualif

The following table sets forth detail about activity for the NEOs in our Non-Qualified Plan:

Name	Plan Name	Executive Contributions in Last Fiscal Year ($) (1)	Registrant Contributions in Last Fiscal Year ($) (1)	Aggregate Earnings in Last Fiscal Year ($) (2)
Glenn L. Kellow	Non-Qualified Plan	48,339	73,089	(17,907)
Amy B. Schwetz	Non-Qualified Plan	19,125	28,875	(3,656)
Charles F. Meintjes	Non-Qualified Plan	17,832	26,832	6,328
Kemal Williamson	Non-Qualified Plan	18,603	34,293	(76,715)
A. Verona Dorch	Non-Qualified Plan		6,037	

(1) All amounts reported in these columns were reported as compensation in the last completed f Compensation Table.

(2) No portion of the amounts reported in this column were reported as compensation in the last Summary Compensation Table.

(3) Of the totals in this column, the following amounts represent registrant or executive contribut were reported in the Summary Compensation Table for the years 2007-2017: for Mr. Kellow, $1 for Mr. Meintjes, $182,341; for Mr. Williamson, $160,120; and for Ms. Dorch, $0.

Potential Payments upon Termination or Change in Control

The Severance Plan, which was in effect for all of 2018, was adopted to provide transitional assi whose employment is terminated by us (for reasons other than cause, death or disability) or by th As discussed above, in February 2019, the Board adopted the 2019

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Severance Plan, effective as of January 1, 2019. In general, the 2019 Severance Plan revises and
respect to the NEOs, but only beginning in 2019, by: (1) revising the severance benefits to incluc
current-year annual incentive based upon actual performance for the year in which termination o
written notice period for plan amendments adverse to participants from 12 months to six months
Change in Control, Disability, Cause and Confidential Information to generally conf
Peabody Energy Corporation 2017 Incentive Plan. The 2019 Severance Plan participants receive
February 2019.

The following table highlights the key provisions of the Severance Plan in effect during 2018 (ce
table are defined in the Severance Plan):

Element	Severance Plan Provisions
NEOs Covered	All NEOs.
Term of Arrangement	The Severance Plan may be modified, amended or terminated at an to plan participants (Participants) with certain exceptions. For a period of two years following a Change in Control, the Sever terminated or amended in such a manner that decreases the Severa Participant or that makes any provision less favorable for any Parti Participant. The Severance Plan may not be modified, amended or terminated i as of the date of the modification, amendment or termination witho of such modification, amendment or termination. Either Peabody or the executive may terminate employment at any cause) by delivery of notice 90 days in advance of the termination

Severance Benefits	Upon termination other than for cause or upon resignation for gooc multiplier for the following (or, in the event termination occurs wit Control for the CEO, the severance multiplier changes to 2.5x): base salary; average annual cash incentive award paid for the three years 6% of base salary (to compensate for company contributions under our 401(k) plan). Upon termination other than for cause or upon resignation for gooc certain medical and other benefits for up to 18 months.
Restrictive Covenants (post-termination)	Confidentiality (perpetual). Non-compete (1 year). Non-solicitation (1 year). Breach will result in forfeiture of any unpaid amounts or benefits; c the severance payment previously paid to him or her.
Tax Gross-Ups	None.

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The table set forth on the next page reflects the amount of compensation that would have been pa
termination of employment, including certain benefits upon an involuntary termination related to
terms of the Severance Plan and equity award agreements, as applicable. Certain terms used in th
Plan or applicable award agreement. The amounts shown assume a termination effective as of De
amounts that would be payable can be determined only at the time of the NEO s termination. Th
each NEO upon retirement is not included in the table, as none of the NEOs were eligible for reti
service) as of December 31, 2018.

Under the award agreement applicable to RSU awards (other than Emergence RSU awards), such
grantee s death or disability (as defined in the award agreement). If the grantee becomes eligi
award agreement) after the grant date, the award will begin to vest on a quarterly basis (rather tha
subject to continued employment.

Under the award agreements applicable to Emergence RSU awards, such awards generally vest i
without cause, for good reason, or due to death or disability (as each such term is define

Under the award agreements applicable to the PSU awards, in the event of the grantee s termina
disability (as defined in the award agreement), such awards generally become earned and vest
achievement of the applicable performance goals for the entire performance period. In the event
on account of retirement (as defined in the award agreement), or on account of a termination w
each such term is defined in the award agreement), other than following a change in control, a pr
based on the number of days that the grantee provided services to the company or a subsidiary du
relative achievement of the applicable performance goals for the entire performance period.

Generally, in the event of a change in control (as defined for purposes of the awards), if outsta
assumed or replaced by the acquiring or surviving entity, unless otherwise determined by the Co
Compensation Committee will either (1) make such adjustment to the awards then outstanding as
deems appropriate to reflect the change in control or (2) cause any such outstanding awards to be
rights by the acquiring or surviving entity after the change in control. If the awards are not to be
the Compensation Committee will generally cancel such awards in exchange for consideration (w
based on the price paid per share as part of the change in control, and, with respect to Emergence
Committee may in such circumstances convert the awards into cash-settled awards based on the
stockholders receive in the change in control, as determined by the Compensation Committee in
the Code.

If a grantee s service is terminated without cause or for good reason within two years after
awards held by such grantee will generally vest in full. PSU awards will generally vest in such ci
achievement of the applicable performance goals for the full performance period.

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POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE I

Name and Event of Termination	Cash Severance ($)	Continued Benefits and Perquisites ($)	Other Cash Payment ($)	Accelerated and/ Continued Vesti Earnout of Unve Equity Compensation ($ (1)
Glenn L. Kellow				
For Cause Termination or Voluntary Termination				
Death or Disability (2)			884,783	17,935,3
Involuntary Termination Without Cause or For Good Reason (3)	4,891,047	22,206	884,783	14,789,0
Involuntary Termination Related to a Change in Control (5)	6,113,808	22,206	884,783	17,935,3
Amy B. Schwetz				
For Cause Termination or Voluntary Termination				
Death or Disability (2)			772,174	5,892,9
	2,246,949	22,206	772,174	5,062,2

Involuntary Termination Without Cause or For Good Reason (3)				
Involuntary Termination Related to a Change in Control (4)	2,246,949	22,206	772,174	5,892,9
Charles F. Meintjes				
For Cause Termination or Voluntary Termination				
Death or Disability (2)			629,000	5,573,0
Involuntary Termination Without Cause or For Good Reason (3)	2,242,355	22,206	629,000	4,848,9
Involuntary Termination Related to a Change in Control (4)	2,242,355	22,206	629,000	5,573,0
Kemal Williamson				
For Cause Termination or Voluntary Termination				
Death or Disability (2)			572,117	5,490,8
Involuntary Termination Without Cause or For Good Reason (3)	2,021,582	22,206	572,117	4,832,6
Involuntary Termination Related to a Change in Control (4)	2,021,582	22,206	572,117	5,490,8

A. Verona Dorch				
For Cause Termination or Voluntary Termination				
Death or Disability (2)			490,318	4,016,9
Involuntary Termination Without Cause or For Good Reason (3)	1,828,771	20,406	490,318	3,417,3
Involuntary Termination Related to a Change in Control (4)	1,828,771	20,406	490,318	4,016,9

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(1) Reflects the value the NEO could realize as a result of the accelerated vesting of unvested RS
vesting of unvested PSUs. Value attributed to RSU and PSU awards is based on the Decemb
$30.48.

(2) For all NEOs, compensation payable upon death or disability would include: (1) accrued but
unpaid STIP for the year of termination; and (3) the value the NEO could realize as a result o
vesting of any unvested RSUs and PSUs. Amounts do not include life insurance payments in

(3) For all NEOs, compensation payable would include: (1) severance payments of two times ba
two times the average of the actual annual incentives paid in the three prior years; (3) a paym
salary to compensate the NEO for company contributions the NEO otherwise might have rec
earned but unpaid annual incentive for the year of termination; (5) continuation of benefits fo
could be realized based on vesting of outstanding RSU and PSU awards.

(4) The amounts the NEOs other than Mr. Kellow would receive in the event of an involuntary t
Change in Control, as defined in the Severance Plan or applicable award agreement, are simi
above.

(5) For the CEO, compensation payable would include: (1) severance payments of two and one h
equal to two and one half times the average of the actual annual incentives paid in the three p
two and one half times 6% of base salary to compensate the CEO for company contributions
received under our 401(k) plan; (4) any earned but unpaid annual incentive for the year of ter
benefits for 18 months; and (6) the value that could be realized based on vesting of outstandi

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PAY RATIO DISCLOSURE

The pay ratio information is provided pursuant to the SEC s guidance under Item 402(u) of Reg
permitted use of reasonable estimates and assumptions in preparing this pay ratio disclosure, the
imprecision, and thus this pay ratio disclosure is a reasonable estimate calculated in a manner co
Regulation S-K using the data and assumptions described below. The pay ratio was not used to m
Board does not use this pay ratio to determine executive compensation adjustments.

**The median employee remains unchanged from last year because there has been no change
employee compensation arrangements that we reasonably believe would significantly impa**

Methodology to Determine Median Employee

In determining such median employee, we evaluated our 4,520 U.S. and 2,645 non-U.S. employe
October 1, 2017 (the Determination Date). From this total number, we excluded 17 non-U.S.
employees in the United Kingdom, seven employees in China and one employee in India, or coll
workforce), in accordance with a *de minimis* exception. The remaining 7,148 employees consiste
and temporary employees (other than our CEO) in the United States and Australia as of the Dete
employee was selected using a total cash compensation approach, consisting of base salary, over
levels for the period beginning on January 1, 2017 and ending on December 31, 2017, and salari
who were not employed for all of 2017 as permitted by the applicable rules.

Median Employee to CEO Pay Ratio

For 2018, as in 2017, we calculated annual total compensation for the median employee using th
NEOs as described in the 2018 Summary Compensation Table within this Proxy Statement. The
compensation details for our CEO (the same amount as reported for Mr. Kellow for 2018 under t
Table above) and our median employee:

Individual	Total A Compen ($)
Glenn L. Kellow President and Chief Executive Officer	7,3
Median Employee	1
Pay Ratio	5

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PROPOSAL 2   ADVISORY APPROVAL OF THE COMPANY S NAMED EXECUTI

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the   Dodd-Frank Act) and
Exchange Act of 1934 (the   Exchange Act) require that we permit our stockholders to vote to a
basis, the compensation of our named executive officers as disclosed in the CD&A, the Summar
accompanying executive compensation tables, and the related narrative disclosure accompanying
Annual Meeting, our stockholders approved, on an advisory basis, that an advisory vote on name
should be held annually. Based on such result, our Board determined that the advisory vote on ou
compensation will be held every year until the next advisory vote on the frequency of future advi
officers   compensation. We expect the next advisory vote to approve our named executive offic
2020 Annual Meeting.

We believe that our compensation programs and policies reflect an overall pay-for-performance
the interests of our stockholders. We are committed to utilizing a mix of incentive compensation
in achieving the company s financial objectives and growing value for stockholders, and continu
maximize company performance. The Compensation Committee of the Board has overseen the d
program designed to achieve pay-for-performance and alignment with stockholder interests, as d
section above. The compensation program was designed in a manner that we believe is reasonab
balances the goals of attracting, motivating, rewarding and retaining our executives.

The company and the Board continually evaluate our compensation policies and practices to ens
and are consistent with corporate governance best practices. As part of that process, the Compen
consider the results of our stockholder advisory vote on executive compensation. The Compensa
routinely evaluate and, as appropriate, take into account the views of our stockholders to enhanc

For the reasons discussed in the CD&A section above, the Board recommends that stockholders
of the following   Say-on-Pay   resolution:

**Resolved, that the compensation paid to the company s named executive officers, as discl
disclosure rules of the Securities and Exchange Commission, including the Compensation D
compensation tables, narrative discussion and any related material disclosed in this Proxy S**

Because your vote is advisory, it will not be binding upon the company, the Board or the Compe
value the views of our stockholders and the Compensation Committee expects to continue to tak
vote when considering future executive compensation arrangements.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE   FOR   PR

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AUDIT COMMITTEE REPORT

The company s management is responsible for preparing financial statements in accordance wit
accepted in the United States (GAAP) and the financial reporting process, including the comp
procedures and internal control over financial reporting. The company s independent registered
for (i) auditing the company s financial statements and expressing an opinion as to their conforn
effectiveness of the company s internal control over financial reporting and expressing an opinio
Committee of the Board, composed solely of independent directors, meets periodically with man
President, Internal Audit (the employee with primary responsibility for the company s internal a
company, and the company s independent registered public accounting firm to review and overs
financial statements, audit services (internal audit) activities, disclosure controls and procedures,
reporting and non-audit services provided by the independent accountants.

The Audit Committee has reviewed and discussed with management and Ernst & Young LLP (
registered public accounting firm, the company s audited financial statements for the fiscal year
Committee has also discussed with EY the matters required to be discussed by Auditing Standard
Standard No. 1301), Communications with Audit Committees issued by the Public Company
(PCAOB). In addition, the Audit Committee received from EY the written disclosures and the
requirements of the PCAOB regarding EY s communications with the Audit Committee concer
its independence from the company and the company s management, and considered whether E
the company is compatible with maintaining the auditor s independence.

The Audit Committee conducted its own self-evaluation and evaluation of the services provided
December 31, 2018. Based on its evaluation of EY, the Audit Committee reappointed EY as the
public accounting firm for the fiscal year ending December 31, 2019.

Based on the reviews and discussions referred to above, the Audit Committee recommended to t
financial statements be included in the Annual Report on Form 10-K for the fiscal year ended De
SEC.

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AUDIT FEES

Fees Paid to Independent Registered Public Accounting Firm

Ernst & Young LLP served as our independent registered public accounting firm for the fiscal ye
2017. The following fees were paid to Ernst & Young LLP for services rendered during our last

Audit Fees: $4,185,909 (for the fiscal year ended December 31, 2018) and $7,526,866 (f
31, 2017) for fees associated with the annual audit of our consolidated financial statemer
control over financial reporting, the reviews of our Quarterly Reports on Form 10-Q, ser
statutory and regulatory filings or transactional requirements, assistance with and review
and accounting and financial reporting consultations including the application of fresh st
approximately $3 million of the fees during the year ended December 31, 2017.

Audit-Related Fees: $67,507 (for the fiscal year ended December 31, 2018) and $66,426
31, 2017) for assurance-related services for internal control reviews, and other attest serv

Tax Fees: $157,548 (for the fiscal year ended December 31, 2018) and $209,929 (for the
2017) for tax compliance, tax advice and tax planning services.

All Other Fees: $1,995 (for the fiscal year ended December 31, 2018) and $1,995 (for th
2017) for fees related to an online research tool.

Under the Board s established procedures, the Audit Committee is required to pre-approve all au
by our independent registered public accounting firm to ensure that the provisions of such servic
independence. The Audit Committee may delegate its pre-approval authority to one or more of it
The member or members to whom such authority is delegated must report any pre-approval deci
next scheduled meeting.

Each fiscal year, the Audit Committee reviews with management and the independent registered
services that are likely to be required throughout the year. Those services are comprised of four c
audit-related services, tax services and all other permissible services. At that time, the Audit Con
specific services that may be provided within each of these categories, and sets fee limits for eac
Management is then authorized to engage the independent registered public accounting firm to p
needed throughout the year, subject to providing the Audit Committee with regular updates. The
the amount of all billings submitted by the independent registered public accounting firm to ensu
pre-defined limits. The Audit Committee must review and approve in advance, on a case-by-case
and fees to be performed by or paid to the independent registered public accounting firm.

Under our policy and/or applicable rules and regulations, our independent registered public acco
providing the following types of services to us: (1) bookkeeping or other services related to our a
statements, (2) financial information systems design and implementation, (3) appraisal or valuati
contribution-in-kind reports, (4) actuarial services, (5) internal audit outsourcing services, (6) ma
resources, (8) broker-dealer, investment advisor or investment banking services, (9) legal service

audit,

(11) any services entailing a contingent fee or commission (not including fees awarded by a bank
to any of our officers whose role is in a financial reporting oversight capacity (regardless of whet
the services).

During the fiscal years ended December 31, 2018 and 2017, all the services described under Au
Fees and All Other Fees were approved by the Audit Committee in accordance with the proc

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PROPOSAL 3 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGIST FIRM

The Board s Audit Committee has appointed Ernst & Young LLP (EY) as the company s indep
firm to audit the company s financial statements for the fiscal year ending December 31, 2019. A
governance, the Audit Committee submits its selection of EY to our stockholders for ratification,
stockholders when appointing our independent registered public accounting firm in the future. A
attend the 2019 Annual Meeting to respond to appropriate questions and will have an opportunity
additional information regarding the company s relationship with EY, please refer to the Audit
sections above.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE

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STOCK OWNERSHIP

Section 16(a) Beneficial Ownership Reporting Compliance

Our officers and directors and persons beneficially holding more than 10% of our Common Stoc
Act to file reports of ownership and changes in ownership of our Common Stock with the SEC a
of ownership and changes in ownership on behalf of our officers and directors.

To the best of our knowledge, based solely on our review of the copies of such reports furnished
December 31, 2018, filings with the SEC and written representations from certain reporting pers
required, all required reports were timely filed for such fiscal year, except that for each of A. Ve
Charles F. Meintjes, Paul V. Richard, George J. Schuller Jr., Amy B. Schwetz, and Kemal Willi
transaction on March 5, 2018 was filed on June 6, 2018.

Security Ownership of Directors and Management and Certain Beneficial Owners

The following table sets forth information as of March 18, 2019, with respect to persons or entit
to beneficially own more than 5% of our outstanding Common Stock, each current director, each
Summary Compensation Table, and all directors and executive officers as a group.

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Beneficial Owners of More Than Five Percent, Directors and Management

Name and Address of Beneficial Owner (1)	Amount a of Beneficia (2)(
Elliott Associates, L.P., Elliott International, L.P., and Elliott International Capital Advisors Inc. c/o Elliott Management Corporation 40 West 57th Street New York, NY 10019	28,16
Capital Ventures International, CVI Opportunities Fund I, LLLP, CVI Opportunities Fund II, LLLP, G1 Execution Services, LLC, Susquehanna Advisors Group, Inc. and Susquehanna Securities c/o Susquehanna Advisors Group, Inc. 401 E. City Avenue, Suite 220 Bala Cynwyd, PA 19004	9,48
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	8,36

Contrarian Capital Management, L.L.C. 411 West Putnam Avenue, Suite 425 Greenwich, CT 06830	8,27
Orbis Investment Management Limited Orbis House, 25 Front Street Hamilton, Bermuda HM11	8,02
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	5,63
Andrea E. Bertone	
Nicholas J. Chirekos	
A. Verona Dorch	5
Stephen E. Gorman	
Glenn L. Kellow	38
Joe W. Laymon	

Teresa S. Madden	
Robert A. Malone	
Charles F. Meintjes	9
Kenneth W. Moore	
Amy B. Schwetz	13
Michael W. Sutherlin	
Shaun A. Usmar	
Kemal Williamson	12
All Directors and Executive Officers as a Group (16 People)	**81**

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(1) The address for all officers and directors listed is c/o Peabody Energy Corporation, Peabody
Missouri 63101.

(2) Beneficial ownership is determined in accordance with SEC rules and includes voting and in
shares. Unless otherwise indicated, persons and entities named in the table have sole voting a
all shares beneficially owned.

(3) Excludes restricted stock units that remain unvested except that it includes restricted stock u
available within 60 days of March 18, 2019.

(4) Excludes deferred stock units beneficially owned by our non-employee directors as of March
1,162; Mr. Chirekos, 8,348; Mr. Gorman, 8,348; Mr. Laymon, 8,348; Ms. Madden, 8,348; M
Mr. Sutherlin, 8,348; Mr. Usmar, 8,348 and all directors and executive officers as a group, 6

(5) Applicable percentage ownership is based on 108,211,999 shares of Common Stock outstand
(*) indicates that the applicable person beneficially owns less than 1% of the outstanding sha
for our directors are described on page 27 under the heading Non-Employee Director Share
requirements for our executives are described on page 42 under the heading Share Ownersh

(6) This information is based solely on a Schedule 13D/A filed jointly by Elliott Associates, L.P
(Elliott International) and Elliott International Capital Advisors Inc. (EICA) with the S
such Schedule 13D/A, Elliott beneficially owns 9,013,135 shares, and has sole voting power
respect to such shares, and Elliott International and EICA each beneficially owns 19,153,066
power and shared dispositive power with respect to such shares.

(7) This information is based solely on a Schedule 13G/A filed by Capital Ventures Internationa
CVI Opportunities Fund II, LLLP, G1 Execution Services, LLC, Susquehanna Advisors Gro
with the SEC on February 14, 2019. According to such Schedule 13G/A, the foregoing repor
aggregate of 9,482,342 shares. Each of the foregoing reporting persons has shared voting and
respect to 9,482,342 shares. Capital Ventures International has sole voting power and sole di
the shares; CVI Opportunities Fund I, LLLP has sole voting power and sole dispositive powe
Opportunities Fund II, LLLP has sole voting power and sole dispositive power over 1,187,69
Services, LLC has sole voting power and sole dispositive power over 23 of the shares; Susqu
sole voting power and sole dispositive power over none of the shares; Susquehanna Securitie
dispositive power over 147,016 of the shares. Susquehanna Advisors Group, Inc. is the inves
International, CVI Opportunities Fund I, LLLP and CVI Opportunities Fund II, LLLP and, a
dispositive power over the shares owned by Capital Ventures International, CVI Opportuniti
Opportunities Fund II, LLLP, respectively.

(8) This information is based solely on a Schedule 13G/A filed by The Vanguard Group (Vang
2019. According to such Schedule 13G/A, Vanguard beneficially owns 8,365,048 shares, ha
77,631 of the shares and shared voting power with respect to 15,900 of the shares, and has s
8,279,682 of the shares and shared dispositive power with respect to 85,366 of such shares.

(9) This information is based solely on a Schedule 13G/A filed by Contrarian Capital Managem
SEC on February 14, 2019. According to such Schedule 13G/A, Contrarian beneficially own
power with respect to 8,272,095 of the shares and shared voting power with respect to none
dispositive power with respect to 8,272,095 of the shares and shared dispositive power with

(10) This information is based solely on a Schedule 13G filed by Orbis Investment Management
February 14, 2019. According to such Schedule 13G, OIML beneficially owns 8,029,729 sh
respect to 8,029,729 of the shares and shared voting power with respect to none of the share
with respect to 8,029,729 of the shares and shared dispositive power with respect to none of

(11) This information is based solely on a Schedule 13G/A filed by BlackRock, Inc. (BlackRoc
According to such Schedule 13G/A, BlackRock beneficially owns 5,635,579 shares, has sol
5,523,116 of the shares and shared voting power with respect to none of the shares, and has
to 5,635,579 of the shares and shared dispositive power with respect to none of such shares.

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REVIEW OF RELATED PERSON TRANSACTIONS

Policy for Approval of Related Person Transactions

Under a written policy adopted by the Board, the Nominating and Corporate Governance Comm approving all transactions between the company and certain related persons, such as our execu more than 5% of our voting securities. In reviewing a transaction, the Nominating and Corporate the relevant facts and circumstances, including the benefits to us, any impact on director indepen consistent with a transaction available on an arms-length basis. Only those related person transac not inconsistent with) our best interests and the best interests of our stockholders are permitted to member may participate in any review of a transaction in which the member or any of his or her person. A copy of the policy can be found on our website (www.peabodyenergy.com) by clickin Documents, and then Related Person Transactions Policy and is available in print to any stoc the following related person transactions occurred.

2018 Share Repurchase

On August 1, 2017, we announced that our Board had authorized a $500 million share repurchas increased to $1.5 billion. Repurchases under the share repurchase program may be made from tin expiration date has been set for the share repurchase program, and the program may be suspende

Pursuant to the share repurchase program, on August 14, 2018, we entered into a Share Repurcha Repurchase Agreement) by and among the company and Elliott Associates, LP, Liverpool Lim Investments Inc. to repurchase 7,173,601 shares of our Common Stock for an aggregate purchase $300,000,000. Pursuant to the Share Repurchase Agreement, the purchase price per share of $41 from the closing sale price of our Common Stock on the NYSE on August 13, 2018. The repurch 21, 2018 and was approved by the Nominating and Corporate Governance Committee.

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ADDITIONAL INFORMATION

Communications with the Board

The Board has adopted the following procedures for stockholders and other interested persons to
and/or individual directors (collectively, Stockholder Communications).

Stockholders and other interested persons seeking to communicate with the Board and/or individ
written communications to the Chair, Peabody Energy Corporation, Peabody Plaza, 701 Market
The Chair will forward such Stockholder Communications to each Board member (excluding rou
solicitations, as instructed by the Board), and provide a report on the disposition of matters stated
Communications at the next regular meeting of the Board. If a Stockholder Communication (exc
business solicitations) is addressed to a specific individual director, the Chair will forward that S
named director, and will discuss with that director whether the full Board and/or one of its comm
matter.

If a Stockholder Communication raises concerns about management s or the company s ethical
our Chief Legal Officer at Peabody Energy Corporation, Peabody Plaza, 701 Market Street, St. L
Legal Officer will review the Stockholder Communication and, if appropriate, forward a copy of
Committee and, if appropriate, the Chair of the Board, and see that the subject matter is addresse
committee, management and/or the full Board.

If a stockholder or other interested person seeks to communicate exclusively with our non-manag
group, such Stockholder Communication should be sent directly to the Corporate Secretary, who
of the Board. The Corporate Secretary will first consult with and receive the approval of the Cha
otherwise discussing the Stockholder Communication with members of management or directors

At the direction of the Board, we reserve the right to screen all materials sent to our directors for
and/or other inappropriate content.

At our 2019 Annual Meeting, stockholders will have an opportunity to pose questions to the dire

Process for Stockholder Proposals and Director Nominations

Stockholder Proposals Included in Our Proxy Materials

If you wish to submit a proposal for inclusion in next year s proxy statement, we must receive th
28, 2019, which is 120 calendar days prior to the anniversary of this year s mailing date. Upon t
we will determine whether to include such proposal in the proxy statement and proxy in accordan
governing the solicitation of proxies. Any proposals should be submitted, in writing, to the Corpo
Corporation, Peabody Plaza, 701 Market Street, St. Louis, Missouri 63101.

***Director Nominations (including Proxy Access) and Other Matters to be Brought Before the 2
Stockholders***

Under our bylaws, the following process applies if you wish to nominate a director or bring othe
the 2020 Annual Meeting without having your proposal included in next year s proxy statement

You must notify the Corporate Secretary in writing at our principal executive offices betwe
2020; however, if we advance the date of the meeting by more than 20 days or delay the da
9, 2020, then such notice must be received no earlier than 120 days before the date of the a
close of business on the later of the 90th day before such date or the 10th day after public d
and

Your notice must contain the specific information required by our bylaws regarding the pro
limited to, name, address, shares held, a description of the proposal or information regardin
matters. Our new proxy access bylaw, discussed below, has additional requirements for nor
access process. We modified our bylaws in 2015 to implement proxy access, a means fo
stockholder-nominated director candidates in our proxy materials for annual meetings of st
process under the bylaws was first available to stockholders for our 2018 Annual Meeting.
stockholder, or group of not more than 20 stockholders, meeting specified eligibility requir
in our proxy materials for annual meetings. In order to be eligible to use the proxy access p
among other requirements, must have owned 3% or more of our outstanding Common Stoc
years. The maximum number of stockholder-nominated candidates under the proxy access
the greater of two directors or the largest whole number that does not exceed 20% of the nu
the last day on which a proxy access notice may be delivered. The submission process desc
submitted through this proxy access process.

You can obtain a copy of our bylaws, without charge, by writing to the Corporate Secretary at th
accessing our website (www.peabodyenergy.com) and clicking on Investor Info, and then C
website is not considered part of this Proxy Statement. These requirements are separate from and
stockholder must meet to have a proposal included in our proxy statement. The foregoing time li
whether notice is timely for purposes of SEC rules relating to the exercise of discretionary voting

Householding of Proxies

SEC rules permit companies and intermediaries such as brokers to satisfy delivery requirements
and notices of internet availability with respect to two or more stockholders sharing the same add
report and/or proxy statement and/or notices of internet availability addressed to those stockhold
commonly referred to as householding, potentially provides extra convenience for stockholde
and some brokers household annual reports, proxy statements and notices of internet availability
proxy statement and notice of internet availability to multiple stockholders sharing an address un
received from the affected stockholders.

Once you have received notice from your broker or us that your broker or we will be householdi
householding will continue until you are notified otherwise or until you revoke your consent. If,
participate in householding and would prefer to receive a separate annual report, proxy statement
availability in the future, please notify your broker if your shares are held in a brokerage account
telephone number below if you hold registered shares. If, at any time, you and another stockhold
participate in householding and prefer to receive a single copy of our annual report, proxy statem
availability, please notify your broker if your shares are held in a brokerage account or notify us

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At any time, you may request a separate copy of our annual report or proxy statement by sending
Secretary at Peabody Energy Corporation, Peabody Plaza, 701 Market Street, St. Louis, Missour
342-3400.

Additional Filings

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form
reports are available without charge through our website as soon as reasonably practicable after t
furnished to, the SEC. They may be accessed at our website (www.peabodyenergy.com) by click
Filings.   Information on our website is not considered part of this Proxy Statement.

In accordance with SEC rules, the information contained in the Report of the Audit Committee a
Committee shall not be deemed to be   soliciting material,   or to be   filed   with the SEC or sub
liabilities of Section 18 of the Exchange Act, except to the extent that we specifically request tha
soliciting material or specifically incorporate it by reference into a document filed under the Secu
the Exchange Act.

Costs of Solicitation

We are paying the cost of preparing, printing and mailing these proxy materials. We have engage
distributing proxy materials, soliciting proxies and in performing other proxy solicitation service
out-of-pocket expenses. Proxies may be solicited personally or by telephone by our regular empl
compensation as well as by employees of Morrow Sodali. We will reimburse banks, brokerage fi
expenses in forwarding proxy materials to beneficial owners and obtaining their voting instructio

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OTHER BUSINESS

The Board is not aware of any matters requiring stockholder action to be presented at the 2019 A
stated in the 2019 Notice of Annual Meeting. Should other matters be properly introduced at the
persons named in the enclosed proxy will have discretionary authority to act on such matters and
with their best judgment.

We will provide to any stockholder, without charge and upon written request, a copy (without ex
our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 as filed with the S
directed to Investor Relations, Peabody Energy Corporation, Peabody Plaza, 701 Market Street,

Executive Vice President, Chief Legal Officer, Governn

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APPENDIX A: QUESTIONS AND ANSWERS

Q: Why did I receive a notice in the mail regarding the internet availability of proxy m set of proxy materials?

A: In accordance with rules and regulations adopted by the SEC, instead of mailing a printe materials to each stockholder of record, we may furnish proxy materials, including this P Peabody Energy Corporation 2018 Annual Report to Stockholders, by providing access t believe this allows us to provide our stockholders with the information they need, while r the environmental impact of our 2019 Annual Meeting.

Some stockholders will not receive printed copies of the proxy materials unless they request ther Availability of Proxy Materials (the Notice) was mailed which tells them how to access and re internet. The Notice also provides information about how to submit a proxy on the internet or by and would like to receive a paper or email copy of our proxy materials, you should follow the ins Notice.

Q: Why am I receiving these materials?

A: We are providing these proxy materials to you on the internet or delivering printed versi in connection with our solicitation of proxies to be voted at our 2019 Annual Meeting, w These materials were first made available on the internet or mailed to stockholders on or invited to attend the 2019 Annual Meeting and requested to vote on the items described i

Q: What is included in these materials?

A: These materials include:

Our Proxy Statement for the 2019 Annual Meeting; and

Our 2018 Annual Report to Stockholders, which includes our audited consolidated finan

If you received printed versions of these materials, they also include the proxy card/voting instru Meeting.

Q: What am I being asked to vote on?

A: You are being asked to vote on the following proposals:

Election of Andrea E. Bertone, Nicholas J. Chirekos, Stephen E. Gorman, Glenn L. Kell
Madden, Bob Malone, Kenneth W. Moore, Michael W. Sutherlin and Shaun A. Usmar a

Approval, on an advisory basis, of our named executive officers compensation;

Ratification of the appointment of Ernst & Young LLP as our independent registered pu

Any other matter properly introduced at the 2019 Annual Meeting.

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Q: What are the Board s voting recommendations?

A: The Board recommends the following votes:

FOR the election of Andrea E. Bertone, Nicholas J. Chirekos, Stephen E. Gorman, Glen
S. Madden, Bob Malone, Kenneth W. Moore, Michael W. Sutherlin and Shaun A. Usma
(Proposal 1);

FOR the approval, on an advisory basis, of our named executive officers compensation

FOR the ratification of the appointment of Ernst & Young LLP as our independent regis
2019 (Proposal 3).

Q: Will any other matters be voted on?

A: We are not aware of any other matters that will be brought before the stockholders for a
any other matter is properly brought before the 2019 Annual Meeting, your proxy will au
Sutherlin and A. Verona Dorch to vote on such matters in his or her discretion.

Q: How do I vote?

A: If you are a stockholder of record as of the record date you may vote using any of the fol

Via the internet, by visiting the website www.proxyvote.com and following the instru
Notice or proxy card/voting instruction form;

By dialing 1-800-690-6903 and following the instructions for telephone voting on your N
instruction form;

If you received your proxy materials by mail, by completing and mailing your proxy car

By casting your vote in person at the 2019 Annual Meeting.

If you vote over the internet, you may incur costs such as telephone and internet access charges f
The telephone and internet voting facilities for the stockholders of record of all shares will close
8, 2019. The internet and telephone voting procedures are designed to authenticate stockholders
allow you to confirm that your instructions have been properly recorded.

If you vote by internet or telephone, or return your signed proxy card/voting instruction form, yo
indicate. If you do not indicate how your shares are to be voted on a matter, your shares will be v
with the Board s voting recommendations.

If your shares are held in a brokerage account in your broker s name (also known as street nam
for voting provided by your broker or nominee. You may submit voting instructions by internet o
proxy materials by mail, you may complete and mail a proxy card/voting instruction form to you
specific voting instructions by telephone, internet or mail, your broker or nominee will vote your
will be provided during the 2019 Annual Meeting to anyone who wants to vote in person at the 2
shares in street name, you must request a confirmation of beneficial ownership from your broker
2019 Annual Meeting.

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Q: Can I change my vote?

A: Yes. If you are a stockholder of record, you can change your vote or revoke your proxy b

Submitting a valid, later-dated proxy card/voting instruction form;

Submitting a valid, subsequent vote by telephone or the internet at any time prior to 10:5

Notifying our Corporate Secretary in writing that you have revoked your proxy; or

Completing a written ballot at the 2019 Annual Meeting.

If your shares are held in a brokerage account in your broker s or nominee s name, you should
revoking your vote provided by your broker or nominee.

Q: Is my vote confidential?

A: Yes. All proxies, ballots and vote tabulations that identify how individual stockholders v
not be disclosed to our directors, officers or employees, except in limited circumstances,

When disclosure is required by law;

During any contested solicitation of proxies; or

When written comments by a stockholder appear on a proxy card/voting instruction form

Q: What will happen if I do not instruct my broker how to vote?

A: If your shares are held in street name and you do not instruct your broker how to vote, or
depending on the type of proposal. Under NYSE rules, brokers have discretionary power
matters, but they do not have discretionary power to vote your shares on non-routine
that will be considered routine under NYSE rules is Proposal 3, which means your broke
discretion on that item if you have not provided instructions. This is known as broker d

**The election of directors - Proposal 1 - and Proposal 2 are considered non-routine matters.
vote your shares with respect to these items if you have not provided instructions. This will**

We strongly encourage you to submit your proxy and exercise your right to vote as a stockhold

Q: How many shares must be present to hold the 2019 Annual Meeting?

A: Holders of record of a majority of the shares of outstanding Common Stock as of the rec person or by proxy at the 2019 Annual Meeting in order to conduct business. This is call shares will be part of the quorum. Abstentions, Withheld votes and broker non-votes a whether a quorum exists.

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Q: What vote is required to approve the proposals?

A: In the election of directors (Proposal 1), the number of shares voted For a nominee mu
cast with respect to such nominee s election for such nominee to be elected. Votes cast e
non-votes. If the number of shares voted For a nominee does not exceed 50% of the n
such nominee s election, our Corporate Governance Guidelines require that such nomin
resignation to the Chair of the Board following certification of the stockholder vote. The
advisory basis, our named executive officers compensation (Proposal 2) and to ratify th
(Proposal 3), will require approval by the holders of a majority of the shares present in p
Annual Meeting and entitled to vote. Abstentions will count as a vote against these propo
will have no effect on these proposals. Votes will be tabulated by the independent inspec
2019 Annual Meeting, who will separately tabulate affirmative and negative votes, abste

Q: What does it mean if I receive more than one Notice or proxy card or voting instruc

A: It means your shares are registered differently or are held in more than one account at the
brokers. Please vote all your shares.

Q: Who may attend the 2019 Annual Meeting?

A: All our stockholders as of the close of business on March 18, 2019 may attend the 2019

Q: What do I need to do to attend the 2019 Annual Meeting?

A: An admission card or other proof of ownership, together with valid government-issued p
license or passport, are required to attend the 2019 Annual Meeting. The registration des
on the day of the meeting, and the meeting will begin at 9:00 a.m. Central time. Please n
is limited and stockholders may be required to view the meeting from a secondary room.
If you own shares in street name, you will need to ask your bank or broker for an admission card
beneficial ownership. You will need to bring a confirmation of beneficial ownership with you to
you do not receive your confirmation of beneficial ownership in time, bring your most recent bro
2019 Annual Meeting. We can use that to verify your share ownership and admit you to the meet
to vote your shares at the 2019 Annual Meeting without a confirmation of beneficial ownership.

For safety reasons, we will not allow anyone to bring large bags, briefcases, packages or other si
secondary rooms, or to record or photograph the meeting.

Q: Where can I find the voting results of the 2019 Annual Meeting?

A: We plan to announce preliminary voting results at the 2019 Annual Meeting and to publi
on Form 8-K filed with the SEC within four business days after the 2019 Annual Meetin

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APPENDIX B: RECONCILIATION OF CERTAIN NON-GAAP M

Revenues
Weighted Average Diluted Shares Outstanding
Reconciliation of Non-GAAP Financial Measures
Income from Continuing Operations, Net of Income Taxes
Depreciation, Depletion and Amortization
Asset Retirement Obligation Expenses
Provision for North Goonyella Equipment Loss

Changes in Deferred Tax Asset Valuation Allowance and Reserves and Amortization of Basis Difference Related to Equity Affiliates
Interest Expense
Loss on Early Debt Extinguishment
Interest Income
Net Mark-to-Market Adjustment on Actuarially Determined Liabilities
Reorganization Items, Net
Unrealized Gains on Economic Hedges
Unrealized Losses on Non-Coal Trading Derivative Contracts
Fresh Start Take-or-Pay Contract-Based Intangible Recognition
Income Tax Provision

Adjusted EBITDA [1]
Pricing Collar [2]
Adjusted EBITDA-STIP [3]
Discretionary Adjustment [4]
Adjusted EBITDA-STIP, after Discretionary Adjustment [5]
Net Cash Provided By Operating Activities
Net Cash Used In Investing Activities
Add Back: Acquisition of Shoal Creek Mine
Free Cash Flow [6]
Collateral/Tax Refund Excluded from STIP Performance Metric [7]

Free Cash Flow-STIP [8]
Discretionary Adjustment [4]
Free Cash Flow-STIP, after Discretionary Adjustment [9]
Calculation of Non-GAAP Financial Measures
Adjusted EBITDA Margin [10]
Free Cash Flow-STIP per Share [11]
Free Cash Flow-STIP, after Discretionary Adjustment per Share [12]

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Note: Adjusted EBITDA; Adjusted EBITDA-STIP; Adjusted EBITDA-STIP, after Discretionar Cash Flow-STIP; Free Cash Flow-STIP, after Discretionary Adjustment; Adjusted EBITDA Ma Share and Free Cash Flow-STIP, after Discretionary Adjustment per Share are non-GAAP finan that non-GAAP performance measures are used by investors to measure our operating performa ability to incur and service debt. These measures are not intended to serve as alternatives to U.S. and may not be comparable to similarly-titled measures presented by other companies.

(1) Adjusted EBITDA is defined as income from continuing operations before deducting net int retirement obligation expenses, depreciation, depletion and amortization and reorganization item adjusted for the discrete items that management excluded in analyzing each of our segment s op the reconciliation above. Adjusted EBITDA is used by management as the primary metric to me performance.

(2) Item excluded from 2018 STIP performance metric, as described within the Proxy Statemen and Analysis.

(3) Adjusted EBITDA-STIP is equal to Adjusted EBITDA further adjusted for certain items exc performance metric.

(4) Discretionary adjustment made to the 2018 STIP formulaic results, as described within the P Discussion and Analysis.

(5) Adjusted EBITDA-STIP, after Discretionary Adjustment is equal to Adjusted EBITDA-STI discretionary adjustments to the 2018 STIP formulaic results.

(6) Free Cash Flow is defined as net cash provided by operating activities less net cash used in i outflows related to business combinations. Free Cash Flow is used by management as a measure our ability to generate excess cash flow from our business operations.

(7) For purposes of 2018 STIP, management elected to exclude from Free Cash Flow results c collateral returned and income taxes received in excess of targeted levels, resulting in a reductio Share metric results by approximately $1.16 per share.

(8) Free Cash Flow-STIP is equal to Free Cash Flow further adjusted for certain items excluded metric.

(9) Free Cash Flow-STIP, after Discretionary Adjustment is equal to Free Cash Flow-STIP furt adjustments to the 2018 STIP formulaic results.

(10) Adjusted EBITDA Margin is equal to Adjusted EBITDA divided by revenues.

(11) Free Cash Flow-STIP per Share is defined as Free Cash Flow-STIP divided by weighted av

(12) Free Cash Flow-STIP, after Discretionary Adjustment per Share is defined as Free Cash Fl Adjustment divided by weighted average diluted shares outstanding.

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PEABODY ENERGY CORPORATION

701 MARKET STREET

SAINT LOUIS, MO 63101-1830

VOTE BY INTERNET -
QR Barcode above

Use the Internet to transmit
electronic delivery of infor
Time the day before the cut
the instructions to obtain yo
electronic voting instructio

ELECTRONIC DELIVE
MATERIALS

If you would like to reduce
in mailing proxy materials,
future proxy statements, pr
electronically via e-mail or
electronic delivery, please
using the Internet and, whe
to receive or access proxy
years.

VOTE BY PHONE - 1-80

Use any touch-tone telepho
instructions up until 11:59
cut-off date or meeting date
when you call and then foll

VOTE BY MAIL

Mark, sign and date your p
postage-paid envelope we
Processing, c/o Broadridge
11717.

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

E62022-P16954 KEEP THIS

DETACH ANI

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND

PEABODY ENERGY CORPORATION

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees: **For Against Abstain**

1a. Bob Malone

1b. Andrea E. Bertone

1c. Nicholas J. Chirekos

1d. Stephen E. Gorman

1e. Glenn L. Kellow

1f. Joe W. Laymon

1g. Teresa S. Madden

1h. Kenneth W. Moore

1i. Michael W. Sutherlin

1j. Shaun A. Usmar

The Board of Directors recom you vote FOR proposal 2.

2. Approve, on an advisory b named executive officers com

The Board of Directors recom you vote FOR proposal 3.

3. Ratify the appointment of Young LLP as our independent registered public accounting fir 2019.

NOTE: Such other business as properly come before the meeti adjournment thereof.

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.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Ov

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Important Notice Regarding the Availability of Proxy Materials for the A

The Notice and Proxy Statement and Annual Report are available at www.p

PEABODY ENERGY CORPORATION

Annual Meeting of Stockholders

May 9, 2019 at 9:00 AM Central Time

This Proxy Is Solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Michael W. Sutherlin and A. Verona Dorch, or either of the to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designa all of the shares of common stock of Peabody Energy Corporation that the stockholder(s) is/are e Meeting of Stockholders to be held at 9:00 AM Central Time on May 9, 2019, at the Sheraton Cl Avenue, Clayton, Missouri 63105, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such be voted in accordance with the Board of Directors recommendations.

Continued and to be signed on reverse side