



## CORPORATE GOVERNANCE PRINCIPLES

The Board of Directors (the "Board") of Exelon Corporation ("Exelon" or the "Company") has adopted these principles, which together with the articles of incorporation, bylaws, Committee charters, and other policies and practices, form the governance framework for the Company. The Board periodically reviews and approves updates to these principles upon the recommendation of the Corporate Governance Committee.

### I. BOARD RESPONSIBILITY AND ROLE

The Board is primarily responsible for overseeing the Company for the long-term benefit of the Company's shareholders and the employees, customers and communities served by the Company and its subsidiaries. The Board's responsibilities include, but are not limited to, oversight of the Company's development and execution of strategy and long-

Expertise that is useful to the enterprise and complementary to the background and experience of other Board members, so that an optimum balance of expertise among members on the Board can be achieved and maintained;

Willingness to remain current with industry and other developments relevant to the Company's strategic direction;

Willingness to devote the required amount of time to carrying out the duties and responsibilities of Board membership and a commitment to serve on the Board over a period of years to develop knowledge about the Company's principal operations;

A commitment to representing the long-term interests of the shareholders, employees, customers, and communities served by the Company and its subsidiaries; and

Involvement only in activities or interests that do not create a conflict with the director's responsibilities to the Company and its shareholders.

The Board as a whole should reflect diversity and a balance of short- and longer-term tenured members who possess core competencies in the following areas, among others:

Accounting and financial reporting;

CEO or executive management leadership;

Talent management;

Technology and innovation;

Safety, physical security, and cybersecurity;

Industry and infrastructure experience;

Regulatory affairs, public policy, or government experience;

x Risk management experience;

Customer service, marketing, public relations or other areas supporting customer experience;

Corporate governance, compliance, and ethics;

Environmental and climate issues and sustainability practices; and

Business development and transformation.

The Corporate Governance Committee applies these attributes, among others, and core competencies in recommending nominees for election to the Board. The Corporate Governance Committee periodically reassesses these criteria to ensure they appropriately reflect the issues to be considered in evaluating director nominees.

### C. Board Independence

(1) Number of Independent Directors. The Board believes a substantial majority of its directors should be independent. The Board determines the independence of each director, upon the recommendation of the Corporate Governance Committee, and discloses the determinations in the Company's annual proxy statement in accordance with regulatory requirements. Each director shall







In the event a Lead Independent Director has been appointed, all subsequent references to the Board Chair







#### E. Agendas and Advance Distribution of Meeting Materials

The Board Chair, with input from the CEO (if such positions are held by separate individuals) establishes Board meeting agendas. The Corporate Secretary distributes copies of preliminary agendas sufficiently in advance of the meeting to apprise directors of the principal matters to be considered. Each director is free to suggest additional items for meeting agendas.

Information and data that are important to the Board's understanding of the business and of matters to be

## I. Communicating with Directors

Interested parties may communicate directly and confidentially with the Board Chair or with the non-employee directors as a group by writing to them, in care of the Corporate Secretary at Corporate Headquarters. The Corporate Secretary may initially review such communications and transmit

#### D. Committee Meetings and Agendas

Committee meetings and annual agendas comprising regularly recurring items to be considered by each Committee are established on an annual basis when the Board calendar is developed. Each Committee Chair has authority to determine additional meeting topics on meeting agendas in consultation with appropriate members of management. Each Committee Chair may also consult with the Board Chair to place additional items on meeting agendas and to schedule special meetings as needed, subject to the requirements of notice and quorum.

Executive sessions of Committee meetings are regularly scheduled and may be held at the request of any Committee member, with the Committee Chair's approval. The Audit and Risk Committee meets routinely in executive session with the internal and external auditors. Executive sessions may be held with other members of management at the request of the Audit and Risk Committee Chair. All directors are welcome to attend the meetings of any Committee, even if not a member of the Committee, with the approval of the Committee Chair or Board Chair and may participate in executive session discussions with the approval of the Committee Chair.

Each Committee Chair reports to the Board at its next meeting with respect to matters considered and actions taken by the Committee.

### VI. ADDITIONAL MATTERS

#### A. Succession Planning

The Corporate Governance Committee is responsible for reviewing succession planning for the roles of independent Board Chair and the CEO (including emergency succession planning for the CEO) and for making any appropriate recommendations to the Board.

The Talent Management and Compensation Committee shall elect all officers other than the Board Chair, CEO and President upon the recommendation of the CEO, and is responsible for reviewing long-term succession plans for key executive management positions other than the CEO.

The CEO reports on executive career development and succession planning in an executive session of directors at least annually. The Board shall also annually review succession planning for contingencies, such as departures, death, or disability of the CEO or other key executives so that, in the

#### C. Oversight of Exelon Utility Boards Governance

The Corporate Governance Committee oversees the governing documents, policies, and practices of the Company's wholly- or majority-owned Utility boards to ensure alignment with Exelon interests and best practices for controlled company governance.

#### D. Board Oversight of Risk

The Board oversees significant risks, primarily through direct engagement with management and through delegation of ongoing risk oversight responsibilities to Board Committees. Specific areas for which the full Board has oversight responsibility generally include

Appendix A  
Categorical Standards of Independence

The Board has determined that the following categories of relationships do not affect an Exelon director's independence unless any such relationship affects a director's independence by reason of the independence standards set forth in the Nasdaq listing rules.

**Immaterial position and ownership interest:** The relationship arises solely from (1) such director's (or a family member's) position as a director, trustee, advisory board member, or similar position with another company or organization; (2) such director's (or a family member's) direct or indirect ownership of a 10% or less equity interest in another company or organization; or (3) a combination of the relationships described in clauses (1) and (2).

**Immaterial business relationships:** A director's (or a family member's) relationship with another company that participates in a transaction with Exelon or its consolidated subsidiaries (collectively, the "Exelon Companies") where: the rates or charges involved are determined by competitive bid or are competitive with current prices generally available to the public for similar goods and services; the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; the transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services, or commercial banking services provided on arm's length terms and in the ordinary course of business; the provider of goods or services in a transaction is determined by the purchaser to be the only practical source to obtain the goods or services; or the interest arises solely from direct or indirect ownership of debt or equity securities of the Company or its subsidiaries where all holders of the same class of securities have the same rights and receive the same benefits on a pro rata basis.

**Immaterial transactions:** A director's (or family member's) relationship with another company that has made payments to, or received payments from, any Exelon Company for property or services in an amount which, in the last fiscal year, does not exceed the greater of \$200,000 or 5% of such other company's consolidated gross revenues for such year.

**Immaterial indebtedness:** A director's (or family members') relationship as an executive officer of any other company which is indebted to any Exelon Company, or to which an Exelon Company is indebted, in each case excluding normal trade debt, and the total principal amount of such indebtedness is less than the greater of \$200,000 or 5% of the total consolidated assets of such other company.

**Immaterial investment:** A director's (or family member's) relationship with another company (1) in which the Exelon Companies (including any benefit plan or arrangement sponsored by Exelon) or other segregated investment fund maintained by any Exelon Company makes investments or places funds for investment management or (2) which underwrites or invests in securities issued by an Exelon Company, all in the ordinary course of such other company's business on terms and under circumstances similar to those available to or from entities unaffiliated with such director.

**Immaterial non-profit relationships:** A director's relationship as a current employee or where any family member