



CORPORATE GOVERNANCE PRINCIPLES

The Board of Directors (the "Board

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;

will assess any such relationship to Exelon (including its consolidated subsidiaries) both from the standpoint of the director and from that of organizations with which the director has an affiliation. The Corporate Governance Committee will also consider Board tenure when assessing independence to ensure that longer-tenured directors continue to fulfill their responsibilities effectively with an undiminished level of independence.

The Corporate Governance Committee assesses the independence of directors and director nominees and makes recommendations to the Board on matters related to independence. All members of the Corporate Governance Committee, Talent Management and Compensation Committee and Audit and Risk Committee must be independent and meet the additional requirements set forth below.

Under Nasdaq listing rules,

If the Board Chair is independent under the Board's Independence Standards for Directors, serve as principal liaison between the Board and management and assist the Talent Management and Compensation Committee in the annual evaluation of performance and compensation of the CEO.

Oversee Board meeting schedules, agendas, and materials and collaborate with the Lead Independent Director (unless the position is vacant) and Committee Chairs to ensure coordination of Board and Committee meeting schedules, agendas, and materials.

Work with the Corporate Governance Committee to maintain strong governance practices and assist the Corporate Governance Committee in the annual review and evaluation of Board and director performance.

Represent the Company with various constituencies, when needed and appropriate.

- (2) Lead Independent Director. Because the Board is committed to continued independent oversight at all times, the independent members of the Board shall select and elect a Lead Independent Director at all times when (a) the roles of Board Chair and CEO are held by the same individual or (b) the person holding the role of Board Chair is not independent under the Board's Independence Standards for Directors. At any time during which the position of Lead Independent Director may be required pursuant to the circumstances described in clause (a) or (b) but is vacant, the Chair of the Corpog

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 considered at the meeting should be distributed for review at least one week prior to the meeting, unless circumstances require a later distribution. Sensitive matters may be discussed at the meeting without the prior distribution of written materials.

F. Board Access to Senior Management

Board members have full and open access to senior management and other staff members. Any meetings or contacts that a director wishes to initiate may be arranged through senior management. Directors shall use good judgment to ensure contact is not distracting to the business operations of the Company. Generally, the Board Chair and the CEO will be advised of significant business contacts between directors and employees of the

D. Committee

