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In addition to the powers and responsibilities expressly delegated to the Committee herein, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board. The Committee's standing responsibilities are listed below, without limitation to the purposes described in this paragraph.

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1. Oversee the Company's overall compensation philosophy and strategy. The Committee shall seek to appropriately align its philosophy and strategy with Exelon's strategic and operating objectives, based on sound compensation practices consistent with the long-term interests of shareholders, and establish appropriate incentives for management and employees.
 2. Review and approve the objectives, metrics, performance goals, target award levels, and goal weighting under the annual and long-term incentive compensation plans for the Executive Officers. The Committee's review may include, among other things, consideration of Exelon's strategic goals and objectives, competitive practices of Exelon's peer group, emerging "best practices" in executive compensation, and input received from investors (including from the results of shareholder advisory votes).
 3. Evaluate the attainment of applicable performance goals and other criteria the Committee deems relevant prior to the payment of incentive compensation to Executive Officers.
 4. Annually review and approve the base salary and annual and long-term incentive awards to be granted to all Executive Officers. Approve any additional cash or stock-based awards to Executive Officers.

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1. Coordinate the Board's establishment of performance criteria and the process used to assess the performance of the CEO, including the review of an annual self-assessment completed by the CEO

1. Oversee engagement with proxy advisory firms and shareholders on executive compensation matters.

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