

CORPORATE GOVERNANCE COMMITTEE CHARTER

(Effective September 25, 2019)

Membership

The Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Exelon Corporation (the “**Company**”) shall be composed of three or more independent directors (as defined in the Company’s Corporate Governance Principles). The Board appoints Committee members and the Committee Chair and may make changes upon the recommendation of the Committee at any time.

Meetings and Resources

The Corporate Governance Committee regularly meets four times each year or more frequently as the Committee Chair deems appropriate. Regular meetings are scheduled in accordance with the annual schedule approved by the Board. The Secretary or an Assistant Secretary shall record minutes of Committee meetings. A majority of the members of the Corporate Governance Committee shall constitute a quorum for the transaction of business and approval by a majority of the members present at a meeting shall constitute approval by the Corporate Governance Committee. The Corporate Governance Committee may also act by unanimous written consent without a meeting.

The Committee has the authority to retain and terminate, without Board or management approval, the services of one or more outside advisors and consultants to assist it in performing its duties. Such advisors and consultants will report directly to the Committee. The Committee has the sole authority to approve such advisors’ and consultants’ fees and other retention terms. The Company will fund the cost of the Committee’s advisors and consultants.

Purpose and Responsibilities

In addition to the responsibilities detailed below, the primary purposes of the Corporate Governance Committee are to (a) identify individuals qualified to become Board members, (b) recommend Board approval of director nominees for election at the annual meeting of shareholders, (c) develop and recommend to the Board a set of governance guidelines applicable to the Company; and (d) oversee of the evaluation processes for the Board, Board Committees, each director, and management, and (e) take a leadership role in shaping the corporate governance practices of the Company. In addition, the Corporate Governance Committee shall have the following regular and recurring responsibilities:

1. Act on behalf of the Board when the full Board is not in session, and have the full authority of the Board when acting in that capacity subject to the Bylaws and applicable law.
2. Annually evaluate and recommend to the Board the appropriate size and composition of the Board.

3. Collaborate with the Board Chair and the Lead Independent Director (unless the position is vacant) to determine the appropriate mix of skills and characteristics required by the Board and to determine the attributes the Board deems important for Board service, including diversity, tenure, and the core competencies identified in the Corporate Governance Principles; periodically assess these criteria to ensure they remain appropriate.
4. Identify and assess the qualifications, eligibility, and suitability of potential board candidates and, if qualified and considered to be in the best interests of the Company, recommend the candidate's election to the Board, and for whom the Company should solicit proxies.
5. Assess and make recommendations to the Board regarding director nominees' independence.
6. Periodically review and make recommendations to the Board on the compensation of outside directors.
7. Periodically review and make recommendations to the Board regarding revisions to the Company's Corporate Governance Principles.
8. Review and approve any transaction between the Company and any related person in accordance with the Company's Related Person Transactions Policy.
9. Consult periodically with the Board Chair, the Lead Independent Director (unless the position is vacant), and the Chief Executive Officer on the appropriate size and composition of the Board Committees and recommend the designation of Committee Chairs to the Board for approval.
10. In consultation with the Board Chair, Corporate Governance Committee Chair, or Lead Independent Director (unless the position is vacant), review and recommend changes or enhancements to the process and criteria used for annual performance evaluations of the Board, Board Committees, and individual directors.
11. Coordinate the Board's establishment of performance criteria and the process used to assess the performance of the Board Chair (if employed by the Company) and the Chief Executive Officer and review annual self-assessments; participate in discussions on performance and compensation for the Board Chair (if employed by the Company) and Chief Executive Officer.
12. Review succession planning and make recommendations to the Board for the positions of Board Chair (if employed by the Company), Chief Executive Officer, and President.
13. Oversee director orientation to be administered by the Corporate Secretary to enable new directors to become familiar with the Company's vision, strategic direction, financial matters, corporate governance practices, Code of Business Conduct, and other key policies and practices and continuing education opportunities for all directors.
14. Make recommendations to the Board on the number of regular Board meetings and one meeting each year devoted to corporate strategy and planning.

15. Approve or amend the delegations of authority for the Company and its subsidiaries as necessary or desirable.
16. Oversee the Company's strategies and efforts to protect and improve the quality of the environment, including, but not limited to, the Company's climate change and sustainability policies and programs.
17. Annually review the adequacy of the Committee Charters, recommend Board approval of any revisions to the Charters, and post the Charters on the Company's web site.
18. Annually review the performance of the Committee in the fulfillment of its functions and performance of its responsibilities.

The Committee shall act on behalf of the full Board on matters for which the Board has delegated authority to the Committee.

Reporting Responsibility

All action taken by the Committee shall be reported to the Board at the next regularly scheduled Board meeting following such action.

In addition, corporate governance matters will be discussed in executive session with the non-management directors at least two times during the course of the year.