

EXELON CORP
Form DEF 14A
February 22, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY**
(AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

EXELON CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**NOTICE OF THE ANNUAL MEETING
AND 2012 PROXY STATEMENT**

February 22, 2012

To the shareholders of Exelon Corporation:

Our Annual Meeting of Shareholders will be held on Monday, April 2, 2012 at 9:30 a.m. Central Time at Exelon Corporation headquarters, 10 South Dearborn, Chicago, Illinois to:

- 1) Elect director nominees named in the attached proxy statement;
- 2) Ratify PricewaterhouseCoopers LLP as Exelon's independent accountant for 2012;
- 3) Approve the compensation of our named executive officers as disclosed in the attached proxy statement; and
- 4) Conduct any other business that properly comes before the meeting.

Shareholders of record as of February 7, 2012 are entitled to vote at the annual meeting.

On or about February 22, 2012, we will mail to our shareholders a Notice Regarding the Availability of Proxy Materials, which will indicate how to access our proxy materials on the Internet. By furnishing the Notice Regarding Availability of Proxy Materials, we are lowering the costs and reducing the environmental impact of our annual meeting.

Bruce G. Wilson

Senior Vice President, Deputy General Counsel and Corporate Secretary

Your vote is important. We encourage you to vote promptly.

Internet and telephone voting are available through 11:59 p.m. Eastern Time on April 1, 2012.

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Status of the Merger with Constellation

On April 28, 2011, Exelon Corporation and Constellation Energy Group, Inc. (Constellation) announced their agreement (the Merger Agreement) to combine the two companies in a stock-for-stock transaction (the Merger). Exelon and Constellation currently expect to complete the Merger before the Annual Meeting on April 2, 2012. When completed, the Merger will bring together Exelon's large, environmentally-advantaged generation fleet and Constellation's industry-leading customer-facing businesses, creating a platform for growth and delivering stakeholder benefits.

Following completion of the Merger, Exelon shareholders will own approximately 78 percent of the combined company and Constellation shareholders approximately 22 percent on a fully diluted basis.

The transaction has been approved by the stockholders of both Exelon and Constellation. At the time this proxy statement was printed for distribution to shareholders, completion of the Merger remained subject to approval by the Federal Energy Regulatory Commission. Given the uncertainty of the timing of that approval and the Merger closing date, the slate of directors who will be nominated and stand for election at Exelon's Annual Meeting on April 2, 2012 will vary, depending on the status of the Merger at the time of the Annual Meeting.

The Merger Agreement provides that, upon the closing of the Merger, four people who now serve on the Constellation board of directors will be appointed to the Exelon board of directors. The Constellation directors who have been designated by Constellation to serve on the Exelon board of directors upon consummation of the Merger are Ms. Ann Berzin and Messrs. Yves de Balmann, Robert Lawless and Mayo Shattuck III. The Merger Agreement also provides that Mr. Shattuck, the current Chairman and Chief Executive Officer of Constellation, will serve as Chairman of the Board for Exelon. Each of the three other new directors must qualify as independent directors on the Exelon board under NYSE independence rules and must be appointed to one or more of the following committees of the Exelon board of directors: compensation, corporate governance, audit, and risk oversight. In addition, one of those three new independent directors must be named as the chair of one of those four committees.

Mr. John W. Rowe and Dr. John M. Palms will retire from the Exelon board of directors upon consummation of the Merger, and they will not be nominated or stand for reelection to the board at the Annual Meeting if the Merger has closed before April 2, 2012. Ms. Berzin and Messrs. de Balmann, Lawless and Shattuck will be appointed to the Exelon board upon consummation of the Merger, and they will be nominated and stand for reelection to the Exelon board at the Annual Meeting if the Merger has closed before April 2, 2012.

In the event that the Merger has not closed prior to the Annual Meeting, all of the current Exelon directors, including Mr. Rowe and Dr. Palms, will be nominated for and stand for reelection to the Exelon board. In that event, Ms. Berzin and Messrs. de Balmann, Lawless and Shattuck will not be nominated or stand for election to the Exelon board at the Annual Meeting and will be appointed to the Exelon board only when the Merger closes at a later date.

Mr. Rowe will resign from his position of Chairman and Chief Executive Officer of Exelon upon consummation of the Merger. Mr. Christopher Crane, who will become the Chief Executive Officer of the combined company upon consummation of the Merger, will be nominated for election to the Exelon board regardless of the Merger closing date. If the Merger has not closed before April 2, 2012, Mr. Rowe intends to ask the Exelon board to appoint Mr. Crane as Chief Executive Officer at that time while Mr. Rowe retains the title of Chairman of the Board until he retires later at the Merger closing.

Communication with the Board of Directors

Process for Shareholder Communications with the Board

Shareholders and other interested persons can communicate with the Lead Director or with the independent directors as a group by writing to them, c/o Bruce G. Wilson, Senior Vice President, Deputy General Counsel and Corporate Secretary, Exelon Corporation, 10 South Dearborn Street, P.O. Box 805398, Chicago, Illinois 60680-5398. The board

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has instructed the corporate secretary to review communications initially and transmit a summary to the directors and to exclude from transmittal any communications that are commercial advertisements, other forms of solicitation, general shareholder service matters or individual service or billing complaints. Under the board policy, the corporate secretary will forward to the directors any communication raising substantial issues. All communications are available to the directors upon request. Shareholders may also report an ethics concern with the Exelon Ethics Hotline by calling 1-800-23-Ethic (1-800-233-8442). You may also report an ethics concern via the Internet at EthicsOffice@ExelonCorp.com.

Shareholder Proposals

If you want to submit a proposal for possible inclusion in next year's proxy statement, you must submit it in writing to the Corporate Secretary, Exelon Corporation, 10 South Dearborn Street, P.O. Box 805398, Chicago, Illinois 60680-5398. Exelon must receive your proposal on or before October 25, 2012. Exelon will consider only proposals meeting the requirements of the applicable rules of the Securities and Exchange Commission (SEC). Under our Bylaws, the proposal must also disclose fully all ownership interests the proponent has in Exelon and contain a representation as to whether the shareholder has any intention of delivering a proxy statement to the other shareholders of Exelon.

We strongly encourage any shareholder interested in submitting a proposal to contact our Corporate Secretary in advance of this deadline to discuss the proposal, and shareholders may want to consult knowledgeable counsel with regard to the detailed requirements of applicable securities laws. Submitting a shareholder proposal does not guarantee that we will include it in our proxy statement. Our corporate governance committee reviews all shareholder proposals and makes recommendations to the board for action on such proposals.

Additionally, under our Bylaws, for a shareholder to bring any matter before the 2013 annual meeting that is not included in the 2013 proxy statement, the shareholder's written notice must be received by the Corporate Secretary not less than 120 days prior to the first anniversary of the 2012 annual meeting, which will be December 3, 2012.

Director Nominations

A shareholder who wishes to recommend a candidate (including a self-nomination) to be considered by the Exelon corporate governance committee for nomination as a director must submit the recommendation in writing to Mr. M. Walter D. Alessio, Chair of the Corporate Governance Committee, c/o Bruce G. Wilson, Senior Vice President, Deputy General Counsel and Corporate Secretary, Exelon Corporation, 10 South Dearborn Street, P.O. Box 805398, Chicago, Illinois 60680-5398. The corporate governance committee will consider all recommended candidates and self-nominees when making its recommendation to the full board of directors to nominate a slate of directors for election.

- n **Nominations for 2012.** Under the Exelon Bylaws, the deadline has passed for a shareholder to nominate a candidate (or nominate himself or herself) for election to the board of directors at the 2012 annual meeting.

- n **Nominations for 2013.** To nominate a candidate for election as a director or to stand for election at the 2013 annual meeting, a shareholder must either submit a recommendation to the corporate governance committee or provide the proper notice and the other information required by Exelon's Bylaws. The Bylaws currently require the following: (1) notice of the proposed nomination must be received by Exelon no later than October 25, 2012; (2) the notice must include information required under the Bylaws, including: (a) information about the nominating shareholder, (b) information about the candidate that would be required to be included in a proxy statement under the rules of the SEC, (c) a representation as to whether the shareholder intends to deliver a proxy statement to the other shareholders of Exelon, and (d) the signed consent of the candidate to serve as a director of Exelon, if elected. Exelon's Bylaws are amended from time to time. Please review the Bylaws on our website to determine if any changes to the nomination process or requirements have been made.

Availability of Corporate Documents

The Exelon Corporate Governance Principles, the Exelon Code of Business Conduct, the Exelon Amended and Restated Bylaws, and the charters for the audit, corporate governance, compensation and other committees of the board of directors are available on the Exelon website at www.exeloncorp.com, on the corporate governance page under the investor relations tab. Copies may be printed from the Exelon website and copies are available without charge to any shareholder who requests them by writing to Bruce G. Wilson, Senior Vice President, Deputy General Counsel and

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Corporate Secretary, Exelon Corporation, 10 South Dearborn Street, P.O. Box 805398, Chicago, Illinois 60680-5398. In addition, our Articles of Incorporation, Compensation Consultant Independence Policy, Political Contributions Guidelines, biographical information concerning each director, and all of our filings submitted to the SEC are available on our website. Access to this information is free of charge to any user with internet access. Information contained on our website is not part of this proxy statement.

Frequently Asked Questions

Why did I receive these proxy materials?

We are providing these proxy materials in connection with the solicitation by the board of directors of Exelon Corporation (Exelon, the company, we, us, or our), a Pennsylvania corporation, of proxies to be voted at our 2012 annual meeting of shareholders and at any adjournment or postponement.

You are invited to attend the annual meeting of shareholders. It will take place on April 2, 2012, beginning at 9:30 a.m., Central Time, at Exelon Corporation Headquarters, 10 South Dearborn, Chicago, Illinois.

Can I access the Notice of Annual Meeting and Proxy Statement and the 2011 Financial Report on the Internet?

As permitted by SEC rules, we are making this proxy statement and our annual report available to shareholders electronically via the internet at www.proxyvote.com. On February 22, 2012, we began mailing to our shareholders a notice containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice.

In addition, shareholders may request to receive proxy materials in printed form or electronically by email on an ongoing basis. Exelon encourages shareholders to take advantage of the availability of the proxy materials on the Internet in order to save Exelon the cost of producing and mailing documents to you, reduce the amount of mail you receive and help preserve resources.

Shareholders of Record: If you vote on the internet at www.proxyvote.com, simply follow the prompts for enrolling in the electronic delivery service.

Beneficial Owners: You also may be able to receive copies of these documents electronically. Please check the information provided in the proxy materials sent to you by your bank, broker or other holder of record regarding the availability of this service.

Do I need a ticket to attend the annual meeting?

You will need an admission ticket or proof of ownership to enter the annual meeting. You may present any of the following in order to enter: (1) the Notice Regarding Availability of Proxy Materials, which contains instructions on how to access this proxy statement; (2) the bottom half of your proxy card; or (3) if you received your proxy materials through the internet, the e-mail with your control number.

If your shares are held in the name of a bank, broker, or other holder of record and you plan to attend the meeting, you must present proof of your ownership of Exelon stock as you enter the meeting, such as a bank or brokerage account statement. If you would rather have an admission ticket, you can obtain one in advance by mailing a written request, along with proof of your ownership of Exelon stock, to:

Annual Meeting Admission Tickets c/o Bruce G. Wilson, Senior Vice President, Deputy General Counsel and Corporate Secretary, Exelon Corporation, 10 South Dearborn Street, P.O. Box 805398 Chicago, Illinois 60680-5398.

Shareholders also must present a form of personal photo identification in order to be admitted into the meeting.

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No cameras, audio or video recording equipment, similar electronic devices, large bags, briefcases or packages will be permitted into the meeting or adjacent areas. Cell phones and similar wireless communication devices will be permitted in the meeting only if turned off. All items brought into the meeting will be subject to search.

Who is entitled to vote at the annual meeting?

Holders of Exelon common stock as of 5:00 p.m. New York Time on February 7, 2012 are entitled to receive notice of the annual meeting and to vote their shares at the meeting. As of that date, there were 663,653,503 shares of common stock outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the meeting.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

If your shares are registered directly in your name with Exelon's transfer agent, Wells Fargo Shareowner Services, you are the shareholder of record of those shares. This Notice of Annual Meeting and Proxy Statement and accompanying documents have been provided directly to you by Exelon.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of those shares. This Notice of Annual Meeting and Proxy Statement and the accompanying documents have been forwarded to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote your shares by using the voting instruction card or by following their instructions for voting by telephone or on the Internet.

How do I vote?

Your vote is important. We encourage you to vote promptly. Internet and telephone voting are available through 11:59 p.m. Eastern Time on April 1, 2012. You may vote in the following ways:

- n **By Internet.** If you have Internet access, you may vote by Internet. You will need the control number included on your Notice Regarding the Availability of Proxy Materials, proxy card or voting instruction form (VIF), as applicable. You may vote in a secure manner at www.proxyvote.com 24 hours a day. You will be able to confirm that the system has properly recorded your votes and you do not need to return your proxy card or VIF.
- n **By Telephone.** If you are located in the United States or Canada, you can vote by calling the toll-free telephone number and following the recorded instructions. You will need the control number included on your Notice Regarding the Availability of Proxy Materials, proxy card or VIF, as applicable. You may vote by telephone 24 hours a day. The telephone voting system has easy-to-follow instructions and allows you to confirm that the system has properly recorded your votes. If you vote by telephone, you do not need to return your proxy card or your VIF.
- n **By Mail.** If you are a holder of record and received a full paper set of materials, you can vote by marking, dating and signing your proxy card and returning it by mail in the postage-paid envelope provided. If you are a beneficial holder of shares held of record by a bank or broker or other street name, please complete and mail the VIF provided by the holder of record.
- n **At the Annual Meeting.** If you are a shareholder of record and attend the annual meeting in person, you may use a ballot provided at the meeting to cast your vote. If you are a beneficial owner, you will need to have a legal proxy from your broker, bank or other holder of record in order to vote by ballot at the meeting.

May I revoke a proxy?

Yes. You may revoke a proxy at any time before the proxy is exercised by filing with the Corporate Secretary a notice of revocation, or by submitting a later-dated proxy by mail, telephone or electronically through the Internet. You may also revoke your proxy by attending the annual meeting and voting in person.

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What is householding and how does it affect me?

Exelon has adopted a procedure approved by the SEC called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of this Notice of Annual Meeting and Proxy Statement and the 2011 Financial Report, unless we are notified that one or more of these shareholders wishes to continue receiving individual copies. This procedure will reduce our printing costs and postage fees.

What are the voting requirements to elect the directors and to approve each of the proposals discussed in the Proxy Statement?

The presence of the holders of a majority of the outstanding shares of common stock entitled to vote at the annual meeting, in person or represented by proxy, is necessary to constitute a quorum.

Election of Directors: Majority Vote Policy

Under our Bylaws, directors must be elected by a majority of votes cast in uncontested elections. This means that the number of votes cast for a director nominee must exceed the number of votes cast against the nominee. In contested elections, the vote standard would be a plurality of votes cast.

Our Bylaws provide that, in an uncontested election, each director nominee must submit to the board before the annual meeting a letter of resignation that is conditioned on not receiving a majority of the votes cast at the annual meeting. The resignation of a director nominee who is not an incumbent director is automatically accepted by the board. The resignation of an incumbent director is tendered to the independent directors of the board for a determination of whether or not to accept the resignation. The board's decision and the basis for the decision would be disclosed within 90 days following the certification of the final vote results.

Ratification of PricewaterhouseCoopers as Independent Accountant

The appointment of PricewaterhouseCoopers LLP as Exelon Corporation's independent accountant requires an affirmative vote of a majority of shares of common stock represented at the annual meeting and entitled to vote thereon in order to be adopted.

Executive Compensation

The vote on executive compensation is advisory and is not binding on the company, the board of directors, or the compensation committee in any way, as provided by law. Our board and the compensation committee will review the results of the vote and will take it into account in making a determination concerning executive compensation consistent with our record of shareowner engagement.

How often will I vote on executive compensation?

Every year. Based on its recommendation to shareholders in favor of an annual vote and the vote of over 77% of Exelon's shares in favor of an annual vote, the Exelon board of directors has decided to hold the advisory vote on executive compensation annually until the next required vote on the frequency of shareholder votes on the compensation of executives.

Could other matters be decided at the annual meeting?

At the date this proxy statement went to press, we did not know of any matters to be raised at the annual meeting other than those referred to in this proxy statement.

Who will count the votes?

Representatives of Broadridge Financial Communications and Exelon's Office of Corporate Governance will tabulate the votes and act as inspectors of the election.

Where can I find the voting results?

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We will report the voting results in a Form 8-K to be filed with the SEC within four business days following the end of our annual meeting.

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Who will pay for the cost of this proxy solicitation?

Exelon will pay the cost of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, electronic transmission and facsimile transmission. We have hired Alliance Advisors, LLC to distribute and solicit proxies. We will pay Alliance Advisors, LLC a fee of \$15,000 plus reasonable expenses for these services.

Corporate Governance at Exelon

Exelon is committed to maintaining the highest standards of corporate governance. We believe that strong corporate governance is critical to achieving our performance goals and maintaining the trust and confidence of investors, employees, customers, regulatory agencies and other stakeholders. The Corporate Governance Principles are revised from time to time to reflect emerging governance trends and to better address the particular needs of the company as they change over time. A summary of our Corporate Governance Principles is set forth below.

Corporate Governance Principles

Our Corporate Governance Principles, together with the board committee charters, provide the framework for the effective governance of Exelon. The board of directors has adopted our Corporate Governance Principles to address matters including qualifications for directors, standards of independence for directors, election of directors, responsibilities and expectations of directors, and evaluating board, committee and individual director performance. The Corporate Governance Principles also address director orientation and training, the evaluation of the chief executive officer and succession planning.

The Board's Function and Structure

Exelon's business, property and affairs are managed under the direction of the board of directors. The board is elected by shareholders to oversee management of the company in the long-term interest of all shareholders. The board considers the interests of other constituencies, which include customers, employees, annuitants, suppliers, the communities we serve, and the environment. The board is committed to ensuring that Exelon conducts business in accordance with the highest standards of ethics, integrity, and transparency.

Lead Director; Chairman of the Board

Exelon's Corporate Governance Principles establish the position of Lead Director. The Lead Director is an independent director elected by the independent directors of the Exelon board, upon the recommendation of the corporate governance committee, with responsibilities to act at any time when (1) the positions of Chairman of the Board and the Chief Executive Officer are held by the same person; or (2) for other reasons the person holding the position of Chairman of the Board is not an independent director under the applicable director independence standards.

As specified in the Corporate Governance Principles, the role of the Lead Director includes:

- n presiding at executive sessions of non-management or independent directors;
- n calling meetings of the independent directors;
- n serving as an advisor to the Chairman and the Chief Executive Officer (CEO);
- n functioning as the non-exclusive liaison between the non-management directors and the Chairman and the CEO;

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- n adding items to agendas for board meetings;

- n assuring the sufficiency of the time for discussion at board meetings;

- n leading, in conjunction with the corporate governance and compensation committees, the process for evaluating the performance of the CEO and determining his compensation;

- n leading on corporate governance initiatives relevant to board and committee operations;

- n in the event of the death or incapacity of the Chairman of the Board, serving as the acting Chairman of the Board until such time as a Chairman of the Board is selected;

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n receiving and responding to mail addressed to the board of directors; and

n having such additional powers and responsibilities as the board of directors may from time to time assign or request.

The board of directors appointed John W. Rowe to hold the positions of Chairman of the Board and Chief Executive Officer. The board determined that Mr. Rowe should serve in the combined roles of Chairman and CEO because it believes that Exelon has in place effective arrangements and structures to ensure that the company maintains the highest standard of corporate governance and board independence and independent board leadership and continued accountability of the chairman and the CEO to the board. These arrangements and structures include:

n 14 of the 15 directors on the board are independent and meet the independence requirements under the NYSE listing standards and the additional independence requirements under the company's Corporate Governance Principles.

n In 2010, the board elected M. Walter D. Alessio as the independent Lead Director. Mr. D. Alessio has been a member of our board since 2000 and served as the Presiding Director and the chair of the corporate governance committee and is a member of our compensation committee. Mr. D. Alessio's responsibilities as Lead Director complement Mr. Rowe's role as Chairman and CEO while providing independent board leadership and the necessary checks and balances to hold both the board and the Chairman and the CEO accountable in their respective roles.

n All of the board's committees, including audit, compensation and corporate governance, as well as the energy delivery, generation, investment and risk oversight committees, have been composed solely of and chaired by independent directors.

n A significant portion of the business of the Exelon board is reviewed or approved by the board's committees, and the agendas of the board's committees are driven by the independent chairs through their discussions with management.

n The board agendas, in turn, are determined in large part by the committee agendas, and discussions at board meetings are driven to a significant degree by the reports the committee chairs present to the full board.

n Mr. Rowe's performance and compensation are reviewed annually by the full board in executive session under the leadership of the Lead Director and the corporate governance and compensation committees.

Although the Exelon board concluded that separation of the roles of Chairman and CEO are not necessary while Mr. Rowe holds those positions, the board retained the right to separate those roles if the board should determine that such a separation would be in the best interest of Exelon and its shareholders. The Merger Agreement provides that, upon consummation of the Merger, Mr. Shattuck, the current Chairman and CEO of Constellation, will become Chairman of the Exelon board and Mr. Crane will become Exelon's CEO. In order to further enhance corporate governance and independent board leadership and continued accountability of the Chairman and the CEO to the board, the Exelon board of directors has revised the Corporate Governance Principles to reflect the potential separation of the positions of the Chairman and the CEO and clarify the separate duties and responsibilities of the Lead Director and the chair of the corporate governance committee.

Information About the Board of Directors and Committees

The board of directors held ten meetings during 2011. The board also attended a two-day strategy retreat with the senior officers of Exelon and subsidiary companies. All directors attended at least 75% of all board and committee meetings that they were eligible to attend, with an average attendance of 99.5% across all directors for all board and committee meetings. Although Exelon does not have a formal policy requiring attendance at the annual shareholders meeting, all directors generally attend the annual meeting and all of them did so in 2011.

The Chairman and the CEO are invited guests and are welcome to attend all committee meetings, except when the independent directors meet in executive session, such as when they conduct their performance evaluations or discuss their compensation.

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In 2011, six standing committees and one subcommittee assisted the board in carrying out its duties: the audit committee, the compensation committee, the corporate governance committee, the energy delivery oversight committee, the generation oversight committee, the risk oversight committee, and the risk oversight committee investment subcommittee. We describe the committees, their membership during 2011 and their principal responsibilities below:

Audit	Compensation	Corporate Governance	Energy Delivery	Generation Oversight	Risk Oversight	Risk Oversight Committee Investment Subcommittee (1)
John A. Canning, Jr.	John A. Canning, Jr.	M. Walter D. Alessio	Nicholas DeBenedictis	Nicholas DeBenedictis	Nelson A. Diaz	Sue L. Gin
Sue L. Gin	M. Walter D. Alessio	Nicholas DeBenedictis	Nelson A. Diaz	Nelson A. Diaz	Sue L. Gin	Paul L. Joskow
Paul L. Joskow	Rosemarie B. Greco	Sue L. Gin	Rosemarie B. Greco	Richard W. Mies	Paul L. Joskow	William C. Richardson
Richard W. Mies	William C. Richardson	Rosemarie B. Greco	Paul L. Joskow	John M. Palms	Richard W. Mies	John W. Rogers, Jr. (Chair)
John M. Palms (Chair)	Stephen D. Steinour	John M. Palms	Thomas J. Ridge		John M. Palms	
William C. Richardson		William C. Richardson	Don Thompson		William C. Richardson	
Stephen D. Steinour		John W. Rogers, Jr.			Thomas J. Ridge	
					John W. Rogers, Jr.	

(1) The Risk Oversight Committee Investment Subcommittee was terminated on January 24, 2012 and the Investment Oversight Committee was created as a committee of the board of directors. The chair and membership remain the same.

Board Oversight of Risk

The company operates in a market and regulatory environment that involves significant risks, many of which are beyond its control. The company has an enterprise risk management group consisting of a Chief Risk Officer and a full-time staff of 56 persons. The risk management group draws upon other company personnel for additional support on various matters related to the identification, assessment and management of enterprise risks. The company also has a risk management committee of company officers and other management personnel, who meet regularly to discuss matters related to enterprise risk management generally and particular risks associated with new developments or proposed transactions under consideration. Management of the company regularly meets with the Chief Risk Officer and the risk management committee to identify and evaluate the most significant risks of the businesses and appropriate steps to manage and mitigate those risks. In addition, the Chief Risk Officer and risk management group staff perform an annual assessment of enterprise risks, drawing upon resources throughout the company for an assessment of the likelihood and magnitude of the identified risks. The Chief Risk Officer and senior executives of the company discuss those risks with the risk oversight and audit committees of the Exelon board of directors and, when appropriate, the Commonwealth Edison Company (ComEd) and PECO Energy Company (PECO) boards of directors. In addition, the Exelon board's generation oversight and energy delivery oversight committees, respectively, evaluate risks related to the company's generation and energy delivery businesses. The committees of the Exelon board regularly report to the full board on the committees' discussions of enterprise risks. In addition, the Exelon board regularly discusses enterprise risks in connection with consideration of emerging trends or developments and in connection with the evaluation of capital investments and other business opportunities.

Board/Committee/Director Evaluation

The board has a three-part annual evaluation process that is coordinated by the Lead Director and the corporate governance committee: committee self-evaluations; a full board evaluation; and the evaluation of the individual directors. The committee self-evaluations consider whether and how well each committee has performed the responsibilities in its charter, whether the committee members possess the right skills and experience to perform their responsibilities or whether additional education or training is required, whether there are sufficient meetings covering the right topics, whether the meeting materials are effective, and other matters. The full board evaluation considers the following factors, among others, in light of the committee self-assessments: (1) the effectiveness of the board organization and committee

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structure; (2) the quality of meetings, agendas, presentations and meeting materials; (3) the effectiveness of director preparation and participation in discussions; (4) the effectiveness of director selection, orientation and continuing education processes; (5) the effectiveness of the process for establishing the CEO's performance criteria and evaluating his performance; and (6) the quality of administrative planning and logistical support.

Individual director performance assessments involve a discussion among the Lead Director and other directors, including members of the corporate governance committee, of each director's performance using the performance expectations for directors contained in the Corporate Governance Principles. In addition, Lead Director, the chairman of the corporate governance committee or the chairman of the board provides individual feedback, as necessary. All assessments focus on both strengths and opportunities for improvement.

Director Education

The board has a program for orienting new directors and providing continuing education for all directors that is overseen by the corporate governance committee. The orientation program is tailored to the needs of each new director depending on his or her level of experience serving on other boards and knowledge of the company or industry acquired before joining the board. All new directors receive materials about Exelon, the board and board policies and operations. Each new director is scheduled for meetings with the CEO and each executive vice president and members of his or her staff for a briefing on the executive's responsibilities, programs and challenges. New directors are also scheduled for tours of various company facilities, depending on their orientation needs (incumbent directors are also invited to participate in the site visits, if available).

Continuing director education is provided during portions of regular board and committee meetings and focuses on the topics necessary to enable the board to consider effectively issues before them at that time (such as new regulatory or accounting standards). The education often takes the form of white papers, covering timely subjects or topics, which a director can review before the meeting and ask questions about during the meeting. The audit committee devotes a meeting each year to educating the committee members about new accounting rules and standards, and topics that are necessary to having a good understanding of our accounting practices and financial statements. Both the energy delivery oversight committee and the generation oversight committee use site visits as a regular part of education for their members: (1) the generation oversight committee holds each meeting at a different generating station (nuclear, fossil or hydro) and the agenda always includes a briefing by local plant management, a tour of the facility and lunch with plant personnel; and (2) the energy delivery oversight committee periodically tours substations, transmission and distribution lines, call centers and other facilities. Continuing director education also involves individual directors' attendance at director education seminars. The company pays the cost for any director to attend outside director education seminars on corporate governance or other topics relevant to their service as directors.

Audit Committee

The audit committee is composed entirely of independent directors and is governed by a board-approved charter stating its responsibilities. The audit committee met seven times in 2011. Under its charter, the audit committee's principal duties include:

- n Reviewing financial reporting, accounting practices and internal control functions;
- n With the assistance of the risk oversight committee, reviewing and making recommendations to the full board regarding risk management policy and legal and regulatory compliance;
- n Recommending the independent accountant;
- n Approving the scope of the annual audits by the independent accountant and internal auditors; and
- n Reviewing and making recommendations to the full board regarding officers' and directors' expenses and compliance with Exelon's Code of Business Conduct.

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The committee meets outside the presence of management for portions of its meetings to hold separate discussions with the independent accountant, the internal auditors and the chief legal officer.

Audit Committee Financial Experts

The board of directors has determined that each of the members of the audit committee is an audit committee financial expert for purposes of the SEC's rules.

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The board of directors also has determined that each of the members of the audit committee is independent as defined by the rules of the NYSE and our Corporate Governance Principles.

Report of the Audit Committee

In fulfilling its responsibilities, the audit committee has reviewed and discussed the audited financial statements contained in the 2011 Annual Report on SEC Form 10-K with Exelon Corporation's management and the independent accountant. The Exelon audit committee discussed with the independent accountant the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. In addition, the Exelon audit committee has received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee regarding independence and has discussed with the independent accountant the independent accountant's independence.

In reliance on the reviews and discussions referred to above, the Exelon audit committee recommended to the Exelon board of directors (and the Exelon board of directors has approved) that the audited financial statements be included in Exelon Corporation's Annual Report on Form 10-K for the year ended December 31, 2011, for filing with the SEC.

The committee has a charter that has been approved by the Exelon board of directors.

February 7, 2012

The Audit Committee

John M. Palms, Chair

John A. Canning, Jr.

Sue L. Gin

Paul L. Joskow

Richard W. Mies

William C. Richardson

Stephen D. Steinour

Compensation Committee

The compensation committee is composed entirely of independent directors and is governed by a board-approved charter stating its responsibilities. The compensation committee met eight times in 2011.

The compensation committee's principal duties, as discussed in its charter, include:

- n Ensuring that executive compensation levels and targets are aligned with, and designed to achieve, Exelon's strategic and operating objectives; and
- n Reviewing recommendations from management and outside consultants and approving or recommending approval of matters of executive compensation for officers of Exelon and its subsidiaries, including base salary, incentive awards, equity grants, perquisites, and other forms of compensation.

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Executive officers are involved in evaluation of the performance and development of initial recommendations with respect to compensation adjustments; however, the compensation committee (and the independent directors and the full board of directors, respectively, with respect to the compensation of executive vice presidents and higher officers and the ComEd CEO) makes the final determinations with respect to compensation programs and adjustments. The Chairman and the CEO are considered invited guests and are welcome to attend the meetings of the compensation committee, except when the compensation committee meets in executive session to discuss, for example, the Chairman or the CEO's own compensation. The Chairman and the CEO cannot call meetings of the compensation committee.

Management, including the executive officers, makes recommendations as to goals for the incentive compensation programs that are aligned with Exelon's business plan. The compensation committee reviews the recommendations and

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establishes the final goals. The compensation committee strives to ensure that the goals are consistent with the overall strategic goals set by the board of directors (including the individual goals of subsidiaries, as appropriate), that they are sufficiently difficult to meaningfully incent management performance, and, if the targets are met, that the payouts will be consistent with the design for the overall compensation program. Executive officers take an active role in evaluating the performance of the executives who report to them, directly or indirectly, and in recommending the amount of compensation their subordinate executives receive. Executive officers review peer group compensation data for each of their subordinates in conjunction with their annual performance reviews to formulate a recommendation for base salary and whether to apply an individual performance multiplier to the subordinate executive's annual incentive payout, and if so, the amount of the multiplier. Executive officers generally do not make recommendations with respect to annual and long-term incentive target percentages or payouts. The CEO reviews all of the recommendations of the executive officers before they are presented to the compensation committee. The human resources function provides to the compensation committee and the independent directors data showing the history of the CEO's compensation and data that analyzes the cost of a range of several alternatives for changes to the CEO's compensation, but neither the executive officers nor the CEO makes any recommendation to the compensation committee or the independent directors with respect to the compensation of the CEO.

The compensation committee has delegated to the CEO the authority to make off-cycle awards to employees who are not subject to the limitations of Section 162(m), are not executive officers for purposes of reporting under Section 16 of the Securities Exchange Act of 1934, and are not executive vice presidents or higher officers of Exelon, provided that such authority is limited to making grants of up to 1,200,000 options in the aggregate, and 20,000 options per recipient in any year. The compensation committee reviews and ratifies these grants. On rare occasions, stock options are granted to new hires on the date they commence employment.

Compensation Consultant

Pursuant to the compensation committee's charter, the committee is authorized to retain and terminate, without board or management approval, the services of an independent compensation consultant to provide advice and assistance, as the committee deems appropriate. The committee has the sole authority to approve the consultant's fees and other retention terms, and reviews the independence of the consultant and any other services that the consultant or the consultant's firm may provide to the company. The chair of the compensation committee reviews, negotiates and executes an engagement letter with the compensation consultant. The compensation consultant directly reports to the committee. For many years the committee has relied on Mr. Richard Meisheid of Pay Governance LLC as its independent compensation consultant.

As part of its ongoing services to the compensation committee, the compensation consultant supports the committee in executing its duties and responsibilities with respect to Exelon's executive compensation programs by providing information regarding market trends and competitive compensation programs and strategies. In supporting the compensation committee, the compensation consultant does the following:

- n Prepares market data for each senior executive position, including evaluating Exelon's compensation strategy and reviewing and confirming the peer group used to prepare the market data;
 - n Provides the committee with an independent assessment of management recommendations for changes in the compensation structure;
 - n Works with management to ensure that the company's executive compensation programs are designed and administered consistent with the committee's requirements; and
 - n Provides ad hoc support to the committee, including discussing executive compensation and related corporate governance trends.
- Exelon's human resources staff and senior management use the data provided by the compensation consultant to prepare documents for use by the compensation committee in preparing their recommendations to the full board of directors or, in the case of the CEO, the independent directors, on compensation for the senior executives. In addition to its general responsibilities, the compensation consultant attends the compensation committee's meetings, if requested. The committee, or Exelon's management on behalf of the committee, may also ask the compensation consultant to perform other executive and non-executive compensation-related projects. The committee has established a process for determining whether any significant additional services will be needed and whether a separate engagement for such services is necessary.

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The committee adopted a formal compensation consultant independence policy in July 2009 that codified its past practices. The compensation consultant independence policy is available on the Exelon website at www.exeloncorp.com, under the investor relations tab. The purpose of the policy is to ensure that the advisers or consultants retained by the committee are independent of the company and its management, as determined by the committee using its reasonable business judgment. The committee considers all facts and circumstances it deems relevant, such as the nature of any relationship between a compensation consultant, the compensation consultant's firm, and the company and the nature of any services provided by the compensation consultant's firm to the company that are unrelated to the compensation consultant's work for the committee. Under the policy, a compensation consultant shall not be considered independent if the compensation consultant or the compensation consultant's firm receives more than one percent of its annual gross revenues for services provided to the company. Under the policy, the compensation consultant reports directly to the chair of the compensation committee, and the committee approves the aggregate amount of fees to be paid to the compensation consultant or the compensation consultant's firm. The policy requires that the compensation consultant and any associates providing services to the compensation committee have no direct involvement with any other aspects of the compensation consultant's firm's relationship with Exelon (other than any director compensation services that may be performed for the corporate governance committee), and that no element of the compensation consultant's compensation may be based on any consideration of the revenues for other services that the firm may provide to Exelon. For 2011, the amount of fees paid to Pay Governance for additional services beyond its work as consultant to the Compensation Committee was less than \$120,000.

Compensation Committee Interlocks and Insider Participation

During fiscal 2011 and as of the date of this proxy statement, none of the members of the compensation committee was or is an officer or employee of the company, and no executive officer of the company served or serves on any compensation committee or board of any company that employed or employs any members of the company's compensation committee or board of directors.

Corporate Governance Committee

The corporate governance committee met five times in 2011. All members of the committee are independent directors.

In addition to its other duties described elsewhere in this proxy statement, the corporate governance committee's principal duties, as discussed in its charter, include:

- n Reviewing and making recommendations on corporate, board and committee structure, organization, committee membership, functions, compensation and effectiveness;
- n Monitoring corporate governance trends and making recommendations to the board regarding the Corporate Governance Principles;
- n Identifying potential director candidates and coordinating the nominating process for directors;
- n Coordinating the board's role in establishing performance criteria for the CEO and evaluating the CEO's performance;
- n Monitoring succession planning and executive leadership development;
- n Overseeing Exelon's strategies and efforts to protect and improve the environment, including climate change, sustainability and the Exelon 2020 plan;
- n Approving or amending delegations of authority for Exelon and its subsidiaries; and

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n Overseeing Exelon's efforts to promote diversity among its directors, officers, employees and contractors. The committee may act on behalf of the full board when the board is not in session. The committee utilizes an independent compensation consultant to assist it in evaluating directors' compensation, and for this purpose it periodically asks the consultant to prepare a study of the compensation of the company's directors compared to the directors of companies in the same peer group used for executive compensation. This study is used as the basis for the corporate governance committee's recommendations to the full board with respect to director compensation. The corporate governance committee may utilize other consultants, such as specialized search firms to identify candidates for director.

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Energy Delivery Oversight Committee

The energy delivery oversight committee met five times in 2011.

The energy delivery oversight committee's principal duties, as discussed in its charter, include:

- n Overseeing the operating utilities (ComEd, PECO and Exelon Transmission Company) performance trends, compared to benchmarks, focusing on issues having cross-utility impact or opportunities for sharing best practices and lessons learned;
- n Reviewing issues having significant impact on utility capital budgets and resource adequacy to meet utility service obligations;
- n Overseeing the establishment of and compliance with policies and procedures for the management and mitigation of risks associated with the security and integrity of the transmission and distribution assets of ComEd, PECO and Exelon Transmission Company;
- n Reviewing significant legislative, regulatory and investment and recovery strategies, focusing on those with potential multi-state or multi-utility impact;
- n Reviewing significant labor and human relations policies or issues related to the operating utilities, focusing on those with potential cross-utility impact and sharing of best practices and lessons learned; and
- n Reviewing significant environmental, health and safety policies or practices related to the operating utilities.

Generation Oversight Committee

The generation oversight committee met six times in 2011.

The generation oversight committee's principal duties, as discussed in its charter, include:

- n Advising and assisting the full board in fulfilling its responsibilities to oversee the safe and reliable operation of all generating facilities owned or operated by Exelon or its subsidiaries, including those in which Exelon has significant equity or operational interests;
- n Reviewing major investments and changes in strategy regarding the generating facilities;
- n Reviewing the budget and business plans of Exelon Generation Company and monitoring its operating and financial performance;
- n Overseeing the establishment of and compliance with policies and procedures to manage and mitigate risks associated with the security and integrity of Exelon Generation Company's assets; and
- n Reviewing environmental, health and safety issues related to Exelon Generation Company.

Investment Oversight Committee; Formerly the Risk Oversight Committee Investment Subcommittee

In January 2012, the board established the investment oversight committee in place of the former investment subcommittee of the risk oversight committee. The investment oversight committee is responsible for general oversight of Exelon's investment management functions. The committee serves as a resource and advisory panel for Exelon's management-level investment management team and reports to the board.

The risk oversight investment subcommittee met four times in 2011.

The investment oversight committee's principal duties, as discussed in its charter, include:

- n Overseeing the management and investment of the assets held in trusts established or maintained by the company or any subsidiary for the purpose of funding the expense of decommissioning nuclear facilities;
- n Monitoring the performance of the nuclear decommissioning trusts and the trustees, investment managers and other advisors and service providers for the trusts;
- n Overseeing the evaluation, selection and retention of investment advisory and management, consulting, accounting, financial, clerical or other services with respect to the nuclear decommissioning trusts;

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- n Overseeing the evaluation, selection and appointment of trustees and other fiduciaries for the nuclear decommissioning trusts;

- n Overseeing the administration of the nuclear decommissioning trusts; and

- n Monitoring and receiving periodic reports concerning the investment performance of the trusts under the pension and post-retirement welfare plans and the investment options under the savings plans.

Risk Oversight Committee

The risk oversight committee met six times in 2011.

The risk oversight committee's principal duties, as discussed in its current charter, include:

- n Overseeing the company's risk management functions;

- n Reporting to the audit committee and to the full board regarding corporate risk management policy (including financial risks, legal and regulatory risks), power marketing, power trading risk management strategy, nuclear fuels procurement and performance, and the hedged condition of the generation portfolio; and

- n Reviewing and approving risk policies relating to power marketing, hedging and the use of derivatives.

Director Independence

Under Exelon's Corporate Governance Principles, a substantial majority of the board must be composed of independent directors, as defined by the NYSE. In addition to complying with the NYSE rules, Exelon monitors the independence of audit and compensation committee members under rules of the SEC (for members of the audit and compensation committees) and the Internal Revenue Service (for members of the compensation committee). The board has adopted independence criteria corresponding to the NYSE rules for director independence and the following categorical standards to address those relationships that are not specifically covered by the NYSE rules:

1. A director's relationship with another company with which Exelon does business will not be considered a material relationship that would impair the director's independence if the aggregate of payments made by Exelon to that other company, or received by Exelon from that other company, in the most recent fiscal year, is less than the greater of \$1 million or 5% of the recipient's consolidated gross revenues in that year. In making this determination, a commercial transaction will not be deemed to affect a director's independence, if and to the extent that: (a) the transaction involves rates or charges that are determined by competitive bidding, set with reference to prevailing market prices set by a well-established commodity market, or fixed in conformity with law or governmental authority; or (b) the provider of goods or services in the transaction is determined by the purchaser to be the only practical source for the purchaser to obtain the goods or services.

2. If a director is a current employee, or a director's immediate family member is an executive officer, of a charitable or other tax-exempt organization to which Exelon has made contributions, the contributions will not be considered a material relationship that would impair the director's independence if the aggregate of contributions made by Exelon to that organization in its most recent fiscal year is less than the greater of \$1 million or 2% of that organization's consolidated gross receipts in that year. In any other circumstance, a director's relationship with a charity or other tax-exempt organization to which Exelon makes contributions will not be considered a material relationship that would impair the director's independence if the aggregate of all contributions made by Exelon to that organization in its most recent fiscal year is less than the greater of \$1 million or 5% of that organization's consolidated gross receipts in that year. Transactions and relationships with charitable and other tax-exempt organizations that exceed these standards will be evaluated by the board to determine whether there is any effect on a director's independence.

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Each year, directors are requested to provide information about their business relationships with Exelon, including other boards on which they may serve, and their charitable, civic, cultural and professional affiliations. We also gather information on significant relationships between their immediate family members and Exelon. All relationships are evaluated by Exelon's Office of Corporate Governance for materiality. Data on transactions between Exelon and companies for which an Exelon director or an immediate family member serves as a director or executive officer are presented to the corporate governance committee, which reviews the data and makes recommendations to the full board regarding the materiality of such relationships for the purpose of assessing director independence. The same information is considered by the full board in making the final determination of independence.

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Mr. Rowe is not considered an independent director because of his employment as Chairman and Chief Executive Officer of Exelon. If elected to the board, Mr. Crane will not be considered an independent director because of his employment with Exelon. Each of the other current Exelon directors was determined by our board of directors to be independent under applicable guidelines presented above. The amounts involved in the transactions between Exelon and its subsidiaries, on the one hand, and the companies with which a director or an immediate family member is associated, on the other hand, all fell below the thresholds specified by the NYSE rules and the categorical standards specified in the company's Corporate Governance Principles. Because Exelon provides utility services through its subsidiaries ComEd, PECO and Exelon Energy and many of its directors live in areas served by the Exelon subsidiaries, many of the directors are affiliated with businesses and charities that receive utility services from Exelon's subsidiaries. The corporate governance committee does not review transactions pursuant to which Exelon sells gas or electricity to these businesses or charities at tariffed rates. Similarly, because Exelon and its subsidiaries are active in their communities and make substantial charitable contributions, and many of Exelon's directors live in communities served by Exelon and its subsidiaries and are active in those communities, many of Exelon's directors are affiliated with charities that receive contributions from Exelon and its subsidiaries.

None of the directors or their immediate family members is an executive officer of any charitable organizations to which Exelon or its subsidiaries contribute. All such payments to charitable organizations were immaterial under the applicable independence criteria.

We describe below various transactions and relationships considered by the board in assessing the independence of each current Exelon director.

M. Walter D. Alessio

Mr. D. Alessio is the non-executive chairman and a director of a company that received \$5,500,000 from Exelon for health care coverage for Exelon employees.

Nicholas DeBenedictis

Mr. DeBenedictis serves as the chairman, president and chief executive officer of a public utility company that received approximately \$825,000 from Exelon for water supplies. Exelon made these purchases under tariffed utility rates. Mr. DeBenedictis serves as a director of a company that received \$5,500,000 from Exelon for health care coverage for Exelon employees. Mr. DeBenedictis serves as a director of a public company that received approximately \$250,000 from Exelon for renewable energy credits.

Nelson A. Diaz

Mr. Diaz was Of Counsel to a law firm that provided legal services to Exelon. In 2011, Exelon paid the law firm approximately \$200,000. Mr. Diaz did not work on any matters relating to Exelon and derived no financial benefit from any legal services that the law firm provides to Exelon. The board does not consider that Exelon's relationship with the law firm impairs Mr. Diaz's independence. Mr. Diaz is no longer employed by this firm.

Sue L. Gin

Ms. Gin is the chairman and chief executive officer of a company that is a customer of Exelon Energy. The company paid Exelon Energy approximately \$621,000 for natural gas in 2011 under contracts that were competitively bid.

Rosemarie B. Greco

Ms. Greco served as the director of a public company that is a supplier of fuel oil to Exelon Generation and PECO. In 2011, Exelon paid the company approximately \$17,000,000.

Richard W. Mies

Admiral Mies serves as the director of a public company that provides services to Exelon Generation. In 2011, Exelon paid that company approximately \$6,400,000.

Dr. William C. Richardson

Dr. Richardson serves as a director of a public company that provided financial services to Exelon. In 2011, Exelon paid the company approximately \$2,560,000.

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Thomas J. Ridge

Governor Ridge is a senior advisor to a major accounting firm that provided non-audit services to Exelon. In 2011, Exelon paid the firm approximately \$17,800,000.

John W. Rogers, Jr.

Mr. Rogers serves as a director of a company that provides benefit administration services to Exelon. In 2011, Exelon paid the company approximately \$5,300,000. Mr. Rogers also serves a director of a company that is a customer of Exelon Energy. The company paid Exelon Energy approximately \$7,000,000 in 2011. For additional information, see Related Person Transactions below.

Stephen D. Steinour

Mr. Steinour is the chairman, president and chief executive officer of a company that is a customer of Exelon Energy. The company paid Exelon Energy approximately \$338,000 in 2011.

Don Thompson

Mr. Thompson is the president and chief executive officer of a company that is a customer of Exelon Energy. The company paid Exelon Energy approximately \$7,000,000 in 2011. For additional information, see Related Person Transactions below.

Related Person Transactions

Exelon has a written policy for the review and approval or the ratification of related person transactions. Transactions covered by the policy include commercial transactions for goods and services and the purchase of electricity or gas at non-tariffed rates from Exelon or any of its subsidiaries by an entity affiliated with a director or officer of Exelon. The retail purchase of electricity or gas from ComEd or PECO at rates set by tariff, and transactions between or among Exelon or its subsidiaries are not considered. Charitable contributions approved in accordance with Exelon's Charitable Contribution Guidelines are deemed approved or ratified under the Related Persons Transaction policy and do not require separate consideration and ratification.

As required by the policy, the board reviewed all commercial, charitable, civic and other relationships with Exelon in 2011 that were disclosed by directors and executive officers of Exelon, ComEd and PECO, and by executive officers of Exelon Generation that required separate consideration and ratification. The Office of Corporate Governance collected information about each of these transactions, including the related persons and entities involved and the dollar amounts either paid by or received by Exelon. The Office of Corporate Governance also conducted additional due diligence, where required to determine the specific circumstances of the particular transaction, including whether it was competitively bid or whether the consideration paid was based on tariffed rates.

The corporate governance committee and the board reviewed the analysis prepared by the Office of Corporate Governance, which identified those related person transactions which required ratification or approval, under the terms of the policy, or disclosure under the SEC regulations. The corporate governance committee and the board considered the facts and circumstances of each of these related person transactions, including the amounts involved, the nature of the director's or officer's relationship with the other party to the transaction, whether the transaction was competitively bid and whether the price was fixed or determined by a tariffed rate.

The committee recommended that the board ratify all of the transactions. On the basis of the committee's recommendation, the board did so. Several transactions were ratified because the related person served only as a director of the affiliated company, was not an officer or employee of the affiliated company and did not have a pecuniary or material interest in the transaction. For some of these transactions, the value or cost of the transaction was very small, and the board considered the de minimus nature of the transaction as further reason for ratifying it. The board approved and ratified other transactions that were the result of a competitive bidding process, and therefore were considered fairly priced, or arms length, regardless of any relationship. The remaining transactions were approved by the board, even though the director is an executive officer of the affiliated company, because the transactions involved only retail electricity or gas purchases under set, tariffed rates or the price and terms were determined as a result of a competitive bidding process. Only one of the related person transactions required disclosure in this proxy statement.

McDonald's Corporation and its subsidiaries purchase both gas and electricity from Exelon in the ordinary course of business. McDonald's independently-owned and operated franchisees also purchase gas and electricity from Exelon in

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the ordinary course of business. Purchases from ComEd and PECO are at tariffed rates and therefore do not require disclosure. Gas purchases from Exelon Energy are made based on fixed prices for a portion of the contract quantities with differences settled at market prices based on an independent, publicly available index. Electricity purchases made from Exelon Energy are made at the fixed price for power in the ComEd Zone within the PJM Interconnection. In 2011, McDonald's USA procured electricity services from Exelon Energy at market rates in the amount of approximately \$4.4 million and gas services at market rates in the amount of approximately \$1.3 million. McDonald's USA will procure electricity and gas from Exelon Energy under the same agreements in 2012. Director Don Thompson is President and Chief Operating Officer of McDonald's Corporation. Director John Rogers is also a director of McDonald's Corporation, of which McDonald's USA is a subsidiary.

The corporate governance committee and the Exelon board reviewed the sales at market prices to McDonald's as related person transactions and concluded that the transactions were in the best interests of Exelon because they involved the sale of electricity and gas in the ordinary course at prices based on independent, publicly available indices. There was no indication that either of Exelon's directors was involved in the negotiations of the contracts or had any direct or indirect material interest in the transactions or influence over them. As compared to Exelon's and McDonald's overall sales, the transactions are immaterial, individually and in the aggregate.

Director Nomination Process

The corporate governance committee serves as the nominating committee and recommends director nominees. The board of directors receives the proposed nominations from the corporate governance committee and approves the nominees to be included in the Exelon proxy materials that are distributed to shareholders.

The corporate governance committee considers all candidates for director, including directors currently serving on the board and candidates recommended by shareholders and others. The committee may also utilize specialized search firms to identify and assess potential candidates.

The committee determines the appropriate mix of skills and characteristics required to best fill the needs of the board and periodically reviews and updates the criteria as deemed necessary. The board believes that diversity in personal background, race, gender, age and nationality are important considerations in selecting candidates. All candidates are considered in light of the following standards and qualifications for director that are contained in the Exelon Corporate Governance Principles:

- n Highest personal and professional ethics, integrity and values;

- n An inquiring and independent mind;

- n Practical wisdom and mature judgment;

- n Broad training and experience at the policy-making level in business, government, education or technology;

- n Expertise useful to Exelon and complementary to the background and experience of other Exelon board members;

- n Willingness to devote the required amount of time to the duties and responsibilities of board membership;

- n A commitment to serve over a period of years to develop knowledge about Exelon; and

- n Involvement only in activities or interests that do not create a conflict with responsibilities to Exelon and its shareholders.

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The satisfaction of these criteria is implemented and assessed through consideration of directors and nominees by the corporate governance committee and the board of directors and through the process for evaluation of the board's effectiveness. The corporate governance committee and the board believe that the criteria have been satisfied to create an effective mix of experience, skills, specialized knowledge, diversity, and other qualifications and attributes among members of the board of directors.

Composition of the Board of Directors and Committees

The corporate governance committee believes that the current membership of the board and the committees represents an effective mix of directors in terms of the range of backgrounds and experience and diversity. The current board

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consists of directors who range in age from 48 to 78, with an average age of 65 and a median age of 66. The tenure of the directors is similarly varied, with six directors having served since the company's creation in 2000, one since 2002, one since 2004, two since 2005, three since 2007, and one each since 2008 and 2009. Five directors come from the Chicago area and five from the Philadelphia area, the company's two primary markets, while five come from other parts of the country. Two directors are African-Americans, two are women, one is Hispanic, and one is Asian-American. The addition of four new directors from the Constellation board will further enhance the Exelon board's range of experience and diversity.

The current directors have a wide diversity of experiences that fill the needs of the board and its committees. Eight directors are current or former CEOs of corporations; two are former CEOs of universities. Two directors have strong nuclear experience. Four directors have experience in banking and investment management. Four have served in government and one has flag officer military experience. Individual directors have experience or expertise in real estate, utility and environmental matters, law, the economics of energy, and engineering and operations.

In determining the membership of the committees, the corporate governance committee has sought to have each committee reflect a range of backgrounds and experience and diversity. Every member of the audit committee qualifies as an audit committee financial expert, as defined by SEC rules, and most of the members serve or have served on audit committees of other companies. Two members of the generation oversight committee have nuclear expertise. The chairs of the audit and risk oversight committees sit on each other's committees, and there is significant overlap in the membership of the committees reflecting the overlap in responsibilities. Similarly, the chairs of the corporate governance and compensation committees sit on each other's committees, which is helpful in the company's process for evaluating the CEO's performance and setting his compensation. Almost all of the members of the corporate governance committee serve or have served on the corporate governance committees of other corporations. The chair of the compensation committee has experience in human relations, and several of the members have served on the compensation committees of other corporations. The energy delivery oversight committee includes members with experience in utility operations, environmental matters, the economics of energy, law, and governmental affairs, facilitating the committee's oversight of the heavily-regulated energy delivery businesses. The risk oversight committee includes members with experience in the economics of energy, nuclear operations, and banking and investment management, reflecting experience in dealing with the range of risks that the company faces. Biographical information about each of the directors and nominees follows.

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Proposal 1: Election of Directors

Upon the recommendation of the corporate governance committee, the board nominated the following candidates for election as directors, each to serve a term ending with the annual meeting in 2013. Each of the following nominees has agreed to be named in this proxy statement and to serve as a director, if elected. If any director is unable to stand for election, the board may reduce the number of directors or designate a substitute. In that case, shares represented by proxies may be voted for a substitute director. Exelon does not expect that any director nominee will be unable to serve. However, Mr. Rowe and Dr. Palms will retire upon consummation of the Merger and will not be nominated or stand for re-election if the Merger is consummated before the Annual Meeting.

Given the uncertainty of the timing of the remaining regulatory approval required to complete the Merger and the resulting uncertainty regarding the Merger closing date, the slate of directors who will be nominated and stand for election at Exelon's Annual Meeting will vary, depending on the status of the Merger on April 2, 2012.

The Merger Agreement provides that, upon the closing of the Merger, four people who now serve on the Constellation board of directors will be appointed to the Exelon board of directors. The four Constellation directors who have been designated by Constellation to serve on the Exelon board will be appointed to the Exelon board only when the Merger closes. If the Merger closes before April 2, 2012, those four people will be appointed to the Exelon board and will be nominated for reelection to the Exelon board at the Annual Meeting.

In the event that the Merger has not closed before the Annual Meeting, all of the current Exelon directors, including Mr. Rowe and Dr. Palms, will be nominated and stand for reelection to the Exelon board. In that event, four Constellation directors who have been designated by Constellation to serve on the Exelon board will not be nominated or stand for election to the Exelon board at the Annual Meeting but will be appointed to the Exelon board at the Merger closing when it occurs at a later date.

Mr. Christopher Crane, who will become the Chief Executive Officer of the combined company upon consummation of the Merger, will be nominated for election to the Exelon board regardless of the Merger closing date.

The board of directors recommends a vote **FOR
each of the director nominees below.**

John A. Canning, Jr.

Director since 2008

Age 67

Member-Audit Committee

Member-Compensation Committee

Mr. Canning is the Chairman and co-founder of Madison Dearborn Partners, LLC (MDP), which specializes in management buyout and structured equity investing. MDP has raised investment funds with more than \$18 billion in limited partner commitments from over 400 endowments, pension funds and other sophisticated investors. MDP has made significant investments in the energy and power industry. Prior to co-founding MDP, Mr. Canning spent 24 years with First Chicago Corporation, where he managed the bank's venture investments. Altogether he has 30 years of experience in private equity investing, including reviewing financial statements and audit results and making

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investment and acquisition decisions. Mr. Canning also serves on the board of directors of TransUnion Corp. (credit services), and Corning Incorporated (specialty glass and ceramics) where he is a member of the finance committee. Mr. Canning is a former director and Chairman of the Federal Reserve Bank of Chicago, giving him insight into economic trends important to the business of Exelon. He is also a Commissioner of the Irish Pension Reserve Fund. Mr. Canning has also served on the board of directors of Jefferson Smurfit Group plc. He has served on the audit committees of several charitable organizations, including the Irish Reserve Pension Fund. In addition to his business experience, he also has a law degree. Mr. Canning is a recognized leader in the Chicago business community with knowledge of the

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economy of the Midwestern United States and the northern Illinois communities that Exelon serves. Mr. Canning's business experience and service on the boards of other companies and organizations enable him to contribute to the work of the Exelon board. Mr. Canning's experience in banking and in managing investments, and his experience on the audit committees of other organizations, make him a valued member of the audit and compensation committees.

Christopher M. Crane

First Nominated in 2012

Age 53

Mr. Crane is President and Chief Operating Officer of Exelon and President of Exelon Generation. Mr. Crane is one of the leading executives in the power industry. Mr. Crane has worked in the nuclear industry in progressively more responsible positions for 30 years. He joined Exelon (then ComEd) in 1998, and was named Chief Nuclear Officer in 2004. He was a key player in the dramatic turnaround of ComEd nuclear performance, and the development of Exelon's proprietary Nuclear Management Model, a codification of industry-leading operational, safety, management, regulatory, workforce and financial practices. The Management Model is the key to Exelon Nuclear's sustained excellence in production, cost and overall effectiveness. Mr. Crane assumed responsibility for Exelon's fossil, hydro and renewables facilities, in addition to the nuclear fleet, in 2007. He has directed a broad range of generation and business development initiatives, including new nuclear development, nuclear operating services, development of the nation's largest urban solar project, innovative decommissioning strategies, and asset optimization. He was instrumental in establishing corporate citizenship and public outreach as a plant priority. He was named Exelon's President and Chief Operating Officer in September 2008. In addition to generation, he directs the work of Exelon's power trading organization, corporate development functions, and corporate transmission activities. Prior to joining Exelon, Mr. Crane served as Browns Ferry Nuclear site vice president for the Tennessee Valley Authority, and worked in new plant start-up at the Comanche Peak Nuclear Plant in Texas and Palo Verde Nuclear Generating Station in Arizona. Mr. Crane is an acknowledged leader in both the U.S. and international nuclear industry. Mr. Crane serves as a director of Alexis International, Inc. since 2010 (manufacture and sale of aluminum rolled and extruded products), where he serves on the compensation committee. He is a member of the board of directors of the Institute of Nuclear Power Operations, the industry organization promoting the highest levels of safety and reliability in nuclear plant operation. He is a member of the executive committee of the Nuclear Energy Institute, the nation's nuclear industry trade association, where he has also served as chairman of the New Plant Oversight Committee, and as a member of the Nuclear Strategic Issues Advisory Committee, the Nuclear Fuel Supply Committee and the Materials Initiative Group. He is Chairman of the World Nuclear Association, promoting the peaceful worldwide use of nuclear energy. He is on the board of the Foundation for Nuclear Studies.

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M. Walter D Alessio

Director since 2000

Age 78

Lead Director

Chair-Corporate Governance Committee

Member-Compensation Committee

Mr. D Alessio serves as Lead Director. He is senior managing director of NorthMarq Advisors (a real estate consulting group), a position he has held since July 2003. Prior to that, he was the Chairman and CEO of Legg Mason Real Estate Services, Inc. (1982-July 2003) and the Vice Chairman of NorthMarq Capital (a real estate investment banking firm) (2003-2011). He is the Chairman of the board of Brandywine Realty Trust, where he has been a trustee since 1996, and has been a director of Independence Blue Cross since 1991, and also currently serves as chairman of the board. Mr. D Alessio has served as a director of the Federal Home Loan Bank Board of Pittsburgh from 2008 through 2010, serving on the governance, human resources and community investment and public policy committees, and a trustee of the Pennsylvania Real Estate Investment Trust since 2005, where he serves as Lead Director and is a member of the compensation committee. He also serves on the Board of PECO, an Exelon subsidiary. Mr. D Alessio is a leader in the Philadelphia business community and has knowledge of the greater Philadelphia metropolitan area and economic trends in the region, particularly with respect to real estate development. Mr. D Alessio contributes to the Exelon board through his long history as a business leader and as a director of other business organizations. Through his leadership of other boards and his leadership and participation in the work of committees of other boards, Mr. D Alessio is valued as a leader of the Exelon board and its corporate governance committee and makes important contributions to the work of the compensation committee, including its evaluation of the performance and compensation of the Exelon CEO. Mr. D Alessio's knowledge and expertise in corporate governance has been recognized by his being appointed a member of the Advisory Board of the Drexel University Business School Corporate Governance Program.

Nicholas DeBenedictis

Director since 2002

Age 66

Chair-Energy Delivery Oversight Committee

Member-Corporate Governance Committee

Member-Generation Oversight Committee

Mr. DeBenedictis is the Chairman (since 1993), President and Chief Executive Officer (since 1992) of Aqua America Inc., a water utility with operations in 14 states. Aqua America is the second largest U.S.-based, publicly-traded water and wastewater company in the country, and as its CEO Mr. DeBenedictis has experience in

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dealing with many of the same development, land use and utility regulatory issues that affect Exelon and its subsidiaries. Mr. DeBenedictis also has extensive experience in environmental regulation and economic development, having served in two cabinet positions in the Pennsylvania government, as Secretary of the Pennsylvania Department of Environmental Resources and as Director of the Office of Economic Development. He also spent eight years with the U.S. Environmental Protection Agency and was President of the Greater Philadelphia Chamber of Commerce for three years. Mr. DeBenedictis has also served as a director of P.H. Glatfelter, Inc. (global supplier of specialty papers and engineered products) since 1995, where he serves on the audit, compensation, and nominating and corporate governance committees. Mr. DeBenedictis served as a director of Met-Pro Corporation from 1997 until his resignation in February 2010 (global provider of solutions and products for product recovery, pollution control, and fluid handling applications). While a director of Met-Pro, he served as presiding independent director, chair of the corporate governance and nominating committee and a member of the audit committee. Mr. DeBenedictis has a master's degree in

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environmental engineering and science. Mr. DeBenedictis is a leader in the greater Philadelphia business community and has knowledge of the communities and local economies served by PECO. Mr. DeBenedictis' contribution to the Exelon board is enhanced by his experience as the CEO of a public company, his experience on the boards of other companies, his experience as a utility executive, and his experience with environmental regulation, all of which bring useful perspectives to the Exelon board's energy delivery oversight committee and the generation oversight committee. His prior experience as the presiding director and chair of the corporate governance committee of another public company offer additional insight to the functions of the Exelon corporate governance committee.

Nelson A. Diaz**Director since 2004**

Age 64

Member-Energy Delivery Oversight Committee

Member-Generation Oversight Committee

Member-Risk Oversight Committee

Judge Diaz is a contract partner at Dilworth Paxson LLP, a Philadelphia-based regional law firm, where he serves as Chair of the firm's Diversity Committee. Previously, he was Of Counsel to Cozen O'Connor (a law firm), from May 2007 through June 2011. He was previously a partner of Blank Rome LLP (a law firm), from March 2004 through May 2007, and from February 1997 through December 2001. He served as the City Solicitor for the City of Philadelphia from December 2001 through January 2004, and Judge of the Court of Common Pleas, First Judicial District of Pennsylvania (1981-1993), where he served as Administrative Judge responsible for supervising judges and staff and managing the budget. He also served as General Counsel, United States Department of Housing and Urban Affairs (1993-1997). He also serves as a director of PECO and formerly served as Chairman of the board of trustees of Paradigm Multi Strategy Fund I, LLC. His accounting and business background has been utilized in urban economic development and on the non-profit board of the National Association for Credit Counseling. Judge Diaz is a Trustee of Temple University. His undergraduate education was in accounting, and he has participated in a number of seminars and conferences on corporate governance. Judge Diaz's legal and governmental experience at the federal level and in a city and state where a significant portion of Exelon's business is conducted has enabled him to contribute to the board and its committees on matters related to federal, state and local regulation and public policy. In addition, Judge Diaz's Puerto Rican heritage adds diversity to the Exelon board. He also serves on the board of the National Association for Hispanic Elderly, and formerly served on the boards of the U.S. Hispanic Leadership Institute and the United States Hispanic Advocacy Association. He is active in Philadelphia government and community affairs and neighborhood development and has made contributions to Exelon's outreach to diverse groups within Philadelphia and neighboring communities. Judge Diaz serves as Chair of the Corporate Advisory Board of APM, Inc. (Association of Puerto Ricans on the March) in Philadelphia, is on the Board of Trustees for the Philadelphia Museum of Art and is a member of the President's Commission on White House Fellowships. Judge Diaz serves on the Exelon board's energy delivery, generation, and risk oversight committees, where his experience in legal matters and government regulation is best utilized in overseeing Exelon's business operations and the legal and regulatory risks that Exelon faces.

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Sue L. Gin

Director since 2000

Age 70

Chair-Risk Oversight Committee

Member-Audit Committee

Member-Corporate Governance Committee

Member-Investment Oversight Committee

Ms. Gin, a Chicago-based entrepreneur, is founder (1983), owner, chairman and CEO of Flying Food Group, LLC, a wholesale food production company with 17 US kitchens providing quality meals to over 70 airlines primarily international and for retail partners in grocery, food service and specialty markets. She is also president and founder of New Management, Ltd., the real estate sales, management and development firm. Flying Food Group is consistently ranked as one of the Chicago area's leading woman-owned companies. Ms. Gin is also a director of ComEd. She is the first non-French citizen and one of the first women to join the board of Servair, the global Air France catering arm. Other board affiliations include The Foundation for the National Archives, and the boards of key Chicago-area institutions: DePaul University, The Field Museum, Chicago Botanic Gardens and Rush University Medical Center. She is also president of the board of the William G. McGowan Charitable Fund, founded in memory of her late husband, Bill McGowan. A leader of the Chicago-area business and philanthropic communities, Ms. Gin brings to the ComEd board full awareness of the needs of Chicago-area corporate customers. As an Asian-American woman, Ms. Gin adds to the diversity of the boards and enhances Exelon's diversity initiatives and community outreach.

Rosemarie B. Greco

Director since 2000

Age 65

Chair-Compensation Committee

Member-Corporate Governance Committee

Member-Energy Delivery Oversight Committee

Ms. Greco is the founding principal of GRECOVentures Ltd., a private consulting firm.

Ms. Greco served as a Senior Advisor to the Governor of Pennsylvania-Health Care Reform through January 2011. She served as the director of the Governor's Office of Health Care Reform for the Commonwealth of Pennsylvania from January 2003 through December 2008. She was formerly President, CEO and director of First Fidelity Bank,

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N.A., and Senior Executive Vice President and director of First Fidelity Bancorporation and formerly President of CoreStates Financial Corporation and director, President and CEO of CoreStates Bank, N.A. She served from 1998 through May 2011 as a director of Sunoco, Inc. (energy), where she served on the audit, compensation (chair) and governance committees, and served from 1997 through June 2011 as a trustee of Pennsylvania Real Estate Investment Trust, where she served as chair of the executive compensation and human resources committee. She has also served since 1999 as a trustee of SEI Investment Management Corp., a subsidiary of SEI Investments, Co., and serves on the governance (chair) and audit committees. She also serves as a director of PECO. While serving in the banking industry she served for a time as head of a human resources department, experience that has been valuable to her service as chair of Exelon's compensation committee. Her experience in the banking industry in Philadelphia has given her insight into the needs of the banks' clients, who are also customers of PECO. Ms. Greco's role as a female executive has brought diversity to Exelon's board, and she has contributed to Exelon's diversity initiatives. Her experience as a CEO with responsibility for overseeing the quality of operations is a useful background for her work on the energy delivery oversight committee, with its focus on operational issues at ComEd and PECO. Ms. Greco's experiences as a CEO, a management consultant, and a member of a number of corporate boards and governance committees

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contribute to her effectiveness as a member of the corporate governance committee. In addition, her service as chair of the compensation committee while also serving as a member of the corporate governance committee is designed to facilitate communications between the committees with respect to performance evaluations and succession planning for the executives in conjunction with executive compensation decisions.

Paul L. Joskow, Ph. D.**Director since 2007**

Age 64

Member-Audit Committee

Member-Energy Delivery Oversight Committee

Member-Risk Oversight Committee

Member-Investment Oversight Committee

Professor Joskow has been the President of the Alfred P. Sloan Foundation since January 1, 2008. The Sloan Foundation is a philanthropic institution that supports research and education in science, technology and economic performance. He is also the Elizabeth and James Killian Professor of Economics and Management, Emeritus at the Massachusetts Institute of Technology (MIT). Professor Joskow joined the MIT faculty in 1972 and served as head of the MIT Department of Economics (1994-1998) and Director of the MIT Center for Energy and Environmental Policy Research (1999-2007). At MIT he was engaged in teaching and research in the areas of industrial organization, energy and environmental economics, competition policy, and government regulation of industry for over 35 years. Much of his research and consulting activity has focused on the electric power industry, electricity pricing, fuel supply, demand, generating technology, and regulation. He is a Fellow of the American Academy of Arts and Sciences and the Econometric Society. He has served on the U.S. Environmental Protection Agency's (EPA) Acid Rain Advisory Committee, on the Environmental Economics Committee of EPA's Science Advisory Board, and on the National Commission on Energy Policy. He is the chair of the National Academies Board on Science, Technology and Economic Policy. He is a trustee of the Putnam Mutual Funds. In addition to his teaching, research, publishing and consulting activities, he has experience in the energy business, serving as a director of New England Electric System, a public utility holding company (1987-2000), until it was acquired by National Grid. He then served as a director of National Grid plc, an international electric and gas utility holding company, and one of the largest investor-owned utilities in the world (2000-2007). Since 2004 he has been a director of TransCanada Corporation, which is an energy infrastructure company with gas pipelines, electric power operations, and natural gas storage facilities. He currently serves on the audit and governance committees of TransCanada. He previously served on the audit committee of National Grid (2000-2005) and was chair of its finance committee until 2007. He also served on the audit committee of New England Electric System and as the chair of the audit committee of the Putnam Mutual Funds (2002-2005). With his experience in the energy industry and economics, Mr. Joskow makes a contribution to the Exelon board discussions of economics, energy markets, energy policy, industry trends, and risk and the work of the audit, risk oversight, and energy delivery oversight committees in these fields.

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Richard W. Mies

Director since 2009

Age 67

Chair-Generation Oversight Committee

Member-Audit Committee

Member-Risk Oversight Committee

Admiral Mies has experience in oversight of nuclear operations, with a combination of nuclear, policy and business experience gained through military service and providing strategic counsel on national security. He is President and Chief Executive Officer of The Mies Group, Ltd., a private consulting firm. Admiral Mies retired from the United States Navy in 2002 following 35 years of service. A nuclear submariner, Admiral Mies has a wide range of operational command experience; he commanded the United States Strategic Command for four years prior to his retirement. Following his military service, Admiral Mies served as a Senior Vice President of Science Applications International Corporation and as President and Chief Executive Officer of its wholly-owned subsidiary, Hicks and Associates, until September 2007. Admiral Mies served from 2008 to 2010 as a director of McDermott International, Inc., an engineering and construction company focused on energy infrastructure, where he served on the audit and governance committees. In 2010, he transitioned to the Babcock and Wilcox Company board when that company was spun off of McDermott International. He is chair of the Babcock and Wilcox board's safety and security committee and serves on the governance committee. Since 2002 he has served as a director of Mutual of Omaha, an insurance and banking company, where he served on the audit committee (2002-2007), as chair of the corporate governance committee and currently serves as a member of the investment, audit and executive committees. He is also a member of the Board of Governors of Los Alamos and Lawrence Livermore National Security LLCs. In addition to an undergraduate degree in mechanical engineering and mathematics, he has a master's degree in government administration and international relations. Admiral Mies makes a contribution to the Exelon board through his experience with the Navy and in business and his experience on boards of other companies. He contributes to Exelon's generation oversight committee through his training as an engineer and his experience with nuclear power. His contribution to the audit and risk oversight committees is enhanced by his business experience and his experience on the boards and audit committees of other companies.

John M. Palms, Ph. D.

Director since 2000

Age 76

Chair-Audit Committee

Member-Corporate Governance Committee

Member-Generation Oversight Committee

Member-Risk Oversight Committee

Dr. Palms has had a distinguished career in academia and business and is a leading expert on nuclear power operations. He is Distinguished President Emeritus and Distinguished University Professor Emeritus of the University of South Carolina. He served as the President of the University of South Carolina (1991-June 2002), overseeing major budgets and approving significant financial and other transactions. He was Distinguished University Professor at the University of South Carolina (2002-2007). He is the former President of Georgia State University and the former Vice President for Academic Affairs and the Charles Howard Chandler Professor of Radiological and Environmental Physics at Emory University. He was recognized for his nuclear energy and operations expertise by serving for five years as a member of the National Nuclear Accreditation Board and the Advisory Council for the Institute of Nuclear Power Operations and its National Academy of Nuclear Training. He also served on the Three Mile Island Public Health Fund Committee to design a Public Acceptable Environmental Monitoring

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Program. In 2003 he became the non-executive chairman of the board of directors of Assurant Inc., a provider of specialty insurance and related services with risk management expertise, strong distribution partnerships and complex administrative skills, where he has been a director since 1990 and serves on the nominating and corporate governance and audit committees, and he has also served since 2002 as a director of Computer Task Group, Inc., a provider of information technology solutions and services, where he serves on the executive, nominating and corporate governance, and compensation committees and formerly served on the audit committee, and he has served as a director of The Geo Group, a world leader in the privatized development and management of correction and retention facilities. In addition, Dr. Palms is the former Chairman of the board of trustees of the Institute for Defense Analyses, a non-profit, federally-funded research and development organization that advises the U.S. Secretary of Defense and the U.S. Congress. Dr. Palms makes a contribution to the Exelon board through his extensive knowledge of nuclear power and his experience on the boards and board committees of other public companies. His knowledge and experience with nuclear power makes Dr. Palms a valuable member of the generation oversight and risk oversight committees. His service as chair of the audit committee and a member of the risk oversight committee reinforces the role of the audit committee in overseeing risk matters and ensures full communication between the two committees, given the close relationship between audit and risk issues. Dr. Palms' experience in the management of large business, academic and other organizations enables him to offer useful perspectives to Exelon's corporate governance committee.

William C. Richardson, Ph. D.**Director since 2005**

Age 71

Member-Audit Committee

Member-Compensation Committee

Member-Corporate Governance Committee

Member-Risk Oversight Committee

Member- Investment Oversight Committee

Dr. Richardson is the President and Chief Executive Officer Emeritus of the W.K. Kellogg Foundation, a private foundation, and the President and Chief Executive Officer Emeritus of Johns Hopkins University. Dr. Richardson served as the President and CEO of the W. K. Kellogg Foundation until his retirement (1995-2005). He also served as chairman of the Kellogg Trust (1996-2007). In that position he and two other trustees directly oversaw the management of an approximately \$7.7 billion fund, including a significant position in Kellogg Company (cereal and convenience foods). He was the President of Johns Hopkins University (1990-1995), and Executive Vice President and Provost of Pennsylvania State University (1984-1990). He is a member of the Institute of Medicine, National Academy of Sciences. Dr. Richardson has served as a director of The Bank of New York Mellon Corporation since 1998 and he served as a director of CSX Corporation (railroad) (1992-2008), and he also served as a director of Kellogg Company (1996-2007). Dr. Richardson serves on the audit and examining and corporate governance and nominating committees of Bank of New York Mellon Corporation, and previously served on the audit, governance, and compensation committees of CSX. He was chair of the governance and compensation committees and lead director of CSX, and chair of the finance committee of Kellogg. Dr. Richardson has an MBA and PhD. from the University of Chicago Graduate School of Business. Dr. Richardson's experience as CEO of a large international research university and in leading a large investment fund and serving as a director of three major corporations and as a member of their governance, audit, risk and compensation committees make him qualified to serve as a director of Exelon. Through his experience, including experience on the committees of other organizations, Dr. Richardson contributes to the work of the Exelon audit, compensation, risk oversight, investment oversight committee, and

corporate governance committees.

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Thomas J. Ridge

Director since 2005

Age 66

Member-Energy Delivery Oversight Committee

Member-Risk Oversight Committee

Governor Ridge is President of Ridge Global LLC, a consulting firm. He is also a strategic limited partner in Doheny Global Group, a U.S.-based international developer of energy facilities. He served as Secretary of the United States Department of Homeland Security from January 2003 through January 2005, and Assistant to the President for Homeland Security (an Executive Office created by President George W. Bush) from October 2001 through December 2002. He served as Governor of the Commonwealth of Pennsylvania (1994-October 2001) and in the U.S. House of Representatives (1982-1994). He is also a director of The Hershey Company (chocolate and sugar confectionery) since 2007, serving on the finance and risk management and governance committees, and Brightpoint, Inc. since 2009, serving on the strategy committee. Gov. Ridge previously served as a director of Vonage Holdings Corp. (software technology for voice and messaging services) from 2005 to 2011, serving on the nominating and governance and compensation committees. He also previously served as a director of Home Depot Corporation (home improvement specialty retailer) (2005-2007). Gov. Ridge also serves as a director of PECO. Governor Ridge's governmental service at the federal level and in Pennsylvania is valued by the board. His Department of Homeland Security experience provides valuable insight into issues relating to the security of Exelon's generation and transmission and distribution facilities. His service as a director of other companies brings additional perspective to the Exelon board. Exelon's energy delivery and risk oversight committees benefit greatly from Governor Ridge's insights from his experience in state government and his expertise on matters relating to the security of critical infrastructure.

John W. Rogers, Jr.

Director since 2000

Age 53

Chair-Investment Oversight Committee

Member-Corporate Governance Committee

Member-Risk Oversight Committee

Mr. Rogers is the founder, Chairman and CEO of Ariel Investments, LLC, an institutional money management firm with \$5 billion in assets under management, and he serves as trustee of the Ariel Investment Trust. He has served as a director of Aon Corporation (risk management services, insurance and reinsurance brokerage and human capital and management consulting services) since 1993, where he has served on the audit committee, serves on the governance and nominating committee and as chair of the finance committee, and McDonald's Corporation (global foodservice retailer) since 2003, where he has served on the compensation and corporate responsibility committees.

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He served as a director of ComEd until May 2010 and served as a member of the ComEd audit committee. Previously he served as a director of GATX corporation (rail, marine and industrial equipment leasing) (1998-2004), where he served on the audit committee, and on the board of Bank One Corporation (bank) (1998-2004), where he served on the audit and risk management and public responsibility committees, and Bally Total Fitness (fitness and health clubs) (2003-2006), where he served as the lead independent director and as chair of the compensation committee. Mr. Rogers also serves as the Chair of the President's Advisory Council on Financial Capability. Mr. Rogers' experience on the boards of a number of major corporations based in Chicago in a variety of industries has made him a leader in the Chicago business community with perspective into Chicago business developments. His role in Chicago's and the nation's African-American community brings diversity to the board and emphasis to Exelon's diversity initiatives and community outreach. His experience in investment

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management and financial markets and as a director of an insurance brokerage and services company are useful to Exelon, particularly with respect to risk management and the management of Exelon's extensive nuclear decommissioning and pension and post-retirement benefit trust funds, which in 2011 were overseen by a subcommittee of the risk oversight committee on which he served as chair. Mr. Rogers' service on the boards and committees of other companies has given him experience that adds further depth to the Exelon corporate governance committee. He has spoken at and participated in a number of corporate governance conferences. He was named by the Outstanding Directors Exchange as one of six 2010 Outstanding Directors.

John W. Rowe**Director since 2000**

Age 66

Mr. Rowe has served as a Director and as Chief Executive or Co-Chief Executive Officer of Exelon since its formation in October 2000. He has served as Chairman and Chief Executive Officer since April 2002. At various times since 2000, he has also held the title of President of Exelon. He previously served as Chairman, President and Chief Executive Officer of Unicom Corporation and ComEd. He also serves as a director of The Northern Trust Corporation (banking) since 2002, where he serves as the Lead Director, chairs the corporate governance committee and serves on the executive and business strategy committees, and Allstate Corporation (insurance), which he joined in February 2012. He serves as Chairman and director of PECO, an Exelon subsidiary, and as a director of ComEd, another Exelon subsidiary. He served as a director of Sunoco, Inc. (energy) from 2003 through December 2011, where he served on the compensation and executive committees and chaired the corporate responsibility committee. Previously, Mr. Rowe served as a director of UnumProvident Corporation (insurance) upon the merger of Unum Corporation into Provident Companies, Inc. in 1999 until 2005, serving on the audit, executive and finance committees (he had previously served as a director of Unum Corporation (1988-1999)); Fleet Boston Financial Corporation (bank) when BankBoston was acquired by Fleet Boston (1999-2002) serving on the community investment and public policy committees; and Wisconsin Central Transportation Corporation (railroad) when it was acquired by Canadian National Railway in 1998 until 2001, serving on the audit committee. Mr. Rowe has an aggregate of over 27 years experience as the CEO of Exelon and other utilities.

Stephen D. Steinour**Director since 2007**

Age 53

Member-Audit Committee

Member-Compensation Committee

In January 2009, Mr. Steinour was elected the Chairman, President and Chief Executive Officer of Huntington Bancshares Incorporated, a \$54 billion regional bank holding company. He was the Chairman and Managing Partner of CrossHarbor Capital Partners, a private equity firm (2008- January 2009). He was previously President and CEO of Citizens Financial Group, Inc., a multi-state commercial bank holding company (2006-2008). He served as Vice Chairman and Chief Executive Officer of Citizens Mid-States regional banking (2005-2006). He served as Vice Chairman and Chief Executive Officer of Citizens Mid-Atlantic Region (2001-2005). At the beginning of his career, Mr. Steinour was an analyst for the U.S. Treasury Department and subsequently worked for the Federal Deposit Insurance Corporation. Mr. Steinour serves on the board of trustees of the Liberty Property Trust (an office and

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industrial property real estate investment trust), and he serves on its audit committee. Mr. Steinour is a member of council of The Pennsylvania Society, a non-profit, charitable organization which celebrates service to the Commonwealth of Pennsylvania. Mr. Steinour serves as a trustee of the National Constitution Center and the Eisenhower Fellowships and is a member of the Columbus Partnership, a trustee of the Columbus Downtown Development Corporation and a member of the American Bankers

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Association. Mr. Steinour also was a member, and served on the policy and legal affairs committees, of the Pennsylvania Business Roundtable, an association of CEOs in large Pennsylvania companies representing significant employment and economic activity in the Commonwealth. He also has served on the board of and as the chairman of the Greater Philadelphia Chamber of Commerce. His experience at Citizens Bank gave him knowledge of the markets that Exelon Generation and PECO serve. His experience as a banker, with strong credit and risk management experience and knowledge of credit and capital markets, and his experience as Chairman and CEO of Huntington Bank enhances Mr. Steinour's value to the Exelon board and to the audit and compensation committees.

Don Thompson**Director since 2007**

Age 48

Member-Energy Delivery Oversight Committee

Mr. Thompson is President and Chief Operating Officer of McDonald's Corporation, a global foodservice retailer and he also serves on the McDonald's board of directors. Mr. Thompson previously served as President of McDonald's US operations from August 2006 through January 2010, Executive Vice President and Chief Operations Officer for McDonald's USA from January 2005 through August 2006, as Executive Vice President, Restaurant Solutions Group from May 2004 through January 2005, and President, West Division, from October 2001 through May 2004. Mr. Thompson has served on the board of the Johnnetta B. Cole Global Diversity and Inclusion Institute, a partnership of academic institutions, corporations and civic and community organizations to advance the goals of diversity and inclusion in the workplace through education, training and research. Mr. Thompson also serves on the boards of trustees of Northwestern Memorial Hospital and Purdue University. Mr. Thompson is also a former board member of the San Diego Ronald McDonald House Charities and has served as a Trustee of the Goodman Theater in Chicago. Mr. Thompson has a degree in electrical engineering, and at McDonald's, one of the things he has focused on is developing systems and procedures to ensure consistency in the quality of service. Mr. Thompson's experience as a senior corporate executive and his training as an engineer and focus on quality and consistency of service enhance his contribution to the Exelon board and add value to his service on the energy delivery oversight committee. In addition, Mr. Thompson's role in the African-American community brings additional diversity of thought to the Exelon board and contributes to Exelon's diversity initiatives and community outreach.

Election of Additional Directors if the Merger with Constellation Energy Group, Inc. has been Consummated by April 2, 2012

The Merger Agreement provides that, upon the closing of the Merger, four people who now serve on the Constellation board of directors will be appointed to the Exelon board of directors. The Constellation directors who have been designated by Constellation to serve on the Exelon board of directors upon consummation of the Merger are Ms. Ann Berzin and Messrs. Yves de Balmann, Robert Lawless and Mayo Shattuck III. If the Merger has closed before April 2, 2012, Ms. Berzin and Messrs. de Balmann, Lawless and Shattuck will be appointed to the Exelon board and will be nominated and stand for reelection to the Exelon board at the Annual Meeting. In the event that the Merger has not closed before the Annual Meeting, Ms. Berzin and Messrs. de Balmann, Lawless and Shattuck will not be nominated or stand for election to the Exelon board at the Annual Meeting and will be appointed to the Exelon board only when the Merger closes at a later date.

The Merger Agreement requires that Mr. Shattuck, the current Chairman and CEO of Constellation, be named as the Chairman of the Board of Exelon upon consummation of the Merger. Mr. Shattuck will be an employee of Exelon and will not qualify as an independent director on the Exelon board. The Merger Agreement requires that the three other new Exelon directors designated by Constellation must qualify as independent directors on the Exelon board under NYSE independence rules. The Exelon Office of Corporate Governance has determined that Ms. Berzin and Messrs. de

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Balmann and Lawless meet the objective standards for independence under NYSE rules. The Exelon board of directors will verify the independence of Ms. Berzin and Messrs. de Balmann and Lawless prior to their appointment or nomination for election to the Exelon board.

The Merger Agreement also provides that each of those three new independent directors must be appointed to one or more of the following committees of the Exelon board of directors: compensation, corporate governance, audit, and risk oversight. In addition, one of those three new independent directors must be named as the chair of one of those four committees. The Exelon corporate governance committee has recommended that Ms. Berzin and Messrs. de Balmann and Lawless be named to the Exelon board committees identified in the biographical information provided below. The Exelon board of directors could ultimately make different or additional committee assignments.

Ann C. Berzin

Director at Constellation since 2008

Age 59

Ms. Berzin has been a private investor since 2001. From 1992 to 2001, she served as Chairman and Chief Executive Officer of Financial Guaranty Insurance Company, an insurer of municipal bonds and structured finance obligations. Ms. Berzin is a director of Ingersoll-Rand plc and Kindred Healthcare, Inc. Ms. Berzin's qualifications to serve as director include her broad business and executive leadership experience as well as expertise in the financial services sector, which is valuable particularly in the area of risk management. The Exelon corporate governance committee has recommended that Ms. Berzin serve on the Exelon audit, energy delivery oversight, and risk oversight committees.

Yves C. de Balmann

Director at Constellation since 2003

Age 65

Mr. de Balmann has been the Co-Chairman of Bregal Investments LP, a private equity investing firm, since September 2002. He was Vice-Chairman of Bankers Trust Corporation, in charge of Global Investment Banking until its merger with Deutsche Bank in 1999 when he became Co-Head of Deutsche Bank's Global Investment Bank, and Co-Chairman and Co-Chief Executive Officer of Deutsche Banc Alex. Brown from June 1999 to April 2001, and then a Senior Advisor to Deutsche Bank AG from April 2001 to June 2003. Mr. de Balmann is a director of Laureate Education, Inc. He also has served as a director of ESI Group, a technology company based in France, in the past five years. Mr. de Balmann's qualifications to serve as a director include his extensive experience in corporate finance, including the derivatives and capital markets. The Exelon corporate governance committee has recommended that Mr. de Balmann serve on the Exelon audit, investment oversight, and risk oversight committees.

Robert J. Lawless

Director at Constellation since 2002

Age 65

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Mr. Lawless served as Chairman of the Board of McCormick & Company, Inc. (food manufacturing industry) from January 1997 until March 2009, having also served as President until December 2006 and Chief Executive Officer until January 2008, and is now retired. He is also a director of The Baltimore Life Insurance Company. Mr. Lawless qualifications to serve as director include his extensive executive leadership and strategic planning experience. As a former chief executive officer of a public company, he can provide a critical perspective on issues affecting public companies. The Exelon corporate governance committee has recommended that Mr. Lawless serve on the Exelon compensation committee and serve as chair of the corporate governance committee.

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Mayo A. Shattuck III

Director at Constellation since 1999

Age 57

Mr. Shattuck has been Chairman of Constellation Energy since July 2002 and President and Chief Executive officer since November 2001. Mr. Shattuck also served as Chairman of the Board of Baltimore Gas & Electric Company from July 2002 to April 2007. He is also a director of Capital One Financial Corporation, Gap, Inc. and the Edison Electric Institute and Chairman of the Institute of Nuclear Power Operations. Mr. Shattuck's qualifications to serve as director include his familiarity with Constellation Energy's business and industry, gained from his service as Constellation Energy's Chief Executive Officer, which enabled him to effectively identify strategic priorities and execute Constellation Energy's strategy. His financial expertise gained from his years of experience in the financial services industry prior to joining Constellation Energy also brings a valuable perspective to the board.

Director Retirement Policy

For several years prior to 2010, the board had a retirement policy under which a director must retire at the end of the calendar year in which he or she reached the age of 72. In 2010, the corporate governance committee and the board re-evaluated the company's retirement policy and matters related to director succession. The board found that directors can normally continue to provide a valuable service to the company for several years beyond age 72. In addition, the board noted that under the retirement policy there have been repeated instances where a number of director retirements would fall in the same year. For these reasons, the board has been generally flexible in the application of the retirement policy and has waived or suspended the policy when the purposes of the policy are outweighed by factors such as a desire for director continuity, the desire to retain the leadership or experience of a particular director, a need to identify equally qualified successors, a desire to avoid multiple retirements in one year, or other factors that mitigate against mandatory retirement. The board also recognized that, beginning with the annual meeting in 2010, shareholders are entitled to vote for the election of the entire board of directors. Accordingly, during 2010 the board amended the director retirement policy to provide that a director must retire at the end of the calendar year in which he or she reaches the age of 75. In addition, the board suspended the retirement policy for Dr. Palms until the merger is consummated and Mr. D'Alessio until the end of 2012. Ms. Greco has also indicated she may retire from the Exelon board at the end of 2012. The suspension of the retirement policy for Dr. Palms and Mr. D'Alessio and the continued service of Ms. Greco will ensure that the company continues to benefit from their unique experience and leadership on the board and its committees and will facilitate a smooth transition through the closing of the Merger.

Table of Contents**Compensation of Non-Employee Directors**

For their service as directors of the corporation, Exelon's non-employee directors receive the compensation shown in the following table and explained in the accompanying notes. One employee director, Mr. Rowe, not shown in the table, receives no additional compensation for service as a director.

	Committee Membership	Fees Earned or Paid in Cash Annual Board & Committee Retainers	Board & Committee Meeting Fees	Stock Awards	Change in Pension Value and Nonqualified Compensation Earnings (Note 1)	All Other Compensation (Note 2)	Total
John A. Canning, Jr.	A, C	\$ 55,000	\$ 58,000	\$ 100,000		\$ 5,000	\$ 218,000
M. Walter D. Alessio	G (ch), C, L	85,000	54,000	100,000		750,000	989,000
Nicholas DeBenedictis	E (ch), G, P	65,000	64,000	100,000			229,000
Nelson A. Diaz	E, P, R	55,000	64,000	100,000			219,000
Sue L. Gin	R (ch), A, G, I	65,000	68,000	100,000			233,000
Rosemarie B. Greco	C (ch), E, G	60,000	64,000	100,000			224,000
Paul L. Joskow	A, E, I, R	55,000	68,000	100,000		500,000	723,000
Richard W. Mies	P (ch), A, R	80,000	68,000	100,000			248,000
John M. Palms (3)	A (ch), G, P, R	80,000	78,000	100,000		500,000	758,000
William C. Richardson (3)	A, C, G, I, R	55,000	86,000	100,000		5,000	246,000
Thomas J. Ridge	E, R	50,000	46,000	100,000		5,000	201,000
John W. Rogers, Jr.	I (ch), G, R	50,000	54,000	100,000		5,000	209,000
Stephen D. Steinour	A, C	55,000	56,000	100,000		5,000	216,000
Donald Thompson	E	50,000	30,000	100,000			180,000
Total All Directors		\$ 860,000	\$ 858,000	\$ 1,400,000		\$ 1,775,000	\$ 4,893,000

Committee Membership Key

Audit = A, Chairman = Ch, Compensation = C, Corporate Governance = G, Energy Delivery Oversight = E, Risk Oversight- Investment Sub-Committee = I, Generation Oversight = P, Risk Oversight = R,

Lead Director = L

Notes:

- (1) Values in this column represent that portion of the directors accrued earnings in their non-qualified deferred compensation account that were considered as above market. See the description below under the heading Deferred Compensation. For 2011, none of the directors recognized any such earnings.
- (2) Values in this column for Ms. Greco and Messrs. D. Alessio and Palms represent charitable contributions made by Exelon in honor of their service to the company and its shareholders in connection with their expected retirements in 2012. Values in this column for Messrs. Canning, Richardson, Ridge, Rogers and Steinour represent the company's matching portion of the director's contribution to qualified educational institutions pursuant to Exelon's matching gift plan described below in Other Compensation.

(3)

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In addition to the amounts shown in the table, Drs. Palms and Richardson, who also serve as directors of the Exelon Foundation, received \$6,000 each from the Foundation for attending meetings of the Foundation's board. Exelon contributes to the Foundation to pay for the Foundation's operating expenses.

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Fees Earned or Paid in Cash

The Exelon board has a policy of targeting their compensation to the median board compensation of the same peer group of companies used to benchmark executive compensation. All directors receive an annual retainer of \$50,000 paid in cash. The lead non-employee director received an annual retainer of \$25,000. Committee chairmen receive an additional \$10,000 retainer per year. In recognition of the additional time commitment and responsibility, members of the audit committee and generation oversight committee, including the committee chairs, receive an additional \$5,000 per year for their participation on these committees, and the chairmen of these committees receive a \$20,000 annual retainer.

Directors receive \$2,000 for each meeting of the board, board committee or sub-committee that they attend, whether in person or by means of teleconferencing or video conferencing equipment. Directors serving on the generation oversight committee receive \$3,000 for each meeting of that committee they attend due to the additional travel that is required and the length of those meetings. Directors also receive a \$2,000 meeting fee for attending the annual shareholders meeting and the annual strategy retreat.

Stock Awards

Rather than paying directors entirely in cash, Exelon pays a significant portion of director compensation in the form of deferred stock units. The deferred stock units are not paid out to the directors until they retire from the board, leaving these amounts at risk during the director's entire tenure on the board. Directors are required under the Exelon Corporate Governance Principles to own 5,000 shares of Exelon common stock or deferred stock units within five years after their election to the board.

Directors receive deferred stock units worth \$100,000 per year. Deferred stock units are granted and credited to a notional account maintained on the books of the corporation at the end of each calendar quarter based upon the closing price of Exelon common stock on the day the quarterly dividend is paid. Deferred stock units earn the same dividends available to all holders of Exelon common stock, which are reinvested in the account as additional units.

As of December 31, 2011, the directors held the following amounts of deferred Exelon common stock units. The units are valued at the closing price of Exelon common stock on December 31, 2011, which was \$43.37. Legacy plans include those stock units earned from Exelon's predecessor companies, PECO Energy Company and Unicom Corporation. For Mr. Rogers, the legacy deferred stock units reflect accrued benefits from the Unicom 1996 Directors Fee Plan, which was terminated in 2000.

	Year First Elected to the Board	Deferred Stock Units From Legacy Plans	Deferred Stock Units From Exelon Plan	Total Deferred Stock Units	Fair Market Value as of 12/31/11
		#	#	#	\$
John A. Canning	2008		8,099	8,099	\$ 351,254
M. Walter D. Alessio	1983		17,352	17,352	752,556
Nicholas DeBenedictis	2002		14,792	14,792	641,529
Nelson A. Diaz	2004		14,656	14,656	635,631
Sue L. Gin	1993		8,857	8,857	384,128
Rosemarie B. Greco	1998		19,307	19,307	837,345
Paul L. Joskow	2007		9,408	9,408	408,025
Richard W. Mies	2009		7,052	7,052	305,845
John M. Palms	1990		14,792	14,792	641,529
William C. Richardson	2005		12,722	12,722	551,753
Thomas J. Ridge	2005		12,449	12,449	539,913
John W. Rogers, Jr	1999	3,962	22,864	26,826	1,163,444
Stephen D. Steinour	2007		9,705	9,705	420,906
Donald Thompson	2007		9,705	9,705	420,906
Total All Directors		3,962	181,760	185,722	\$ 8,054,764

Deferred Compensation

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Directors may elect to defer any portion their cash compensation in a non-qualified multi-fund deferred compensation plan. Each director has an unfunded account where the dollar balance can be invested in one or more of several mutual

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funds, including one fund composed entirely of Exelon common stock. Fund balances (including those amounts invested in the Exelon common stock fund) will be settled in cash and may be distributed in a lump sum or in annual installment payments upon a director's reaching age 65, age 72 or upon retirement from the board. These funds are identical to those that are available to executive officers and are generally identical to those available to company employees who participate in the Exelon Employee Savings Plan. Directors and executive officers have one additional fund not available to employees that, through its composition, provides returns that can be in excess of 120% of the federal long-term rate that is used by the IRS to determine above market returns. However, during 2011 none of the directors had investments in this fund.

Other Compensation

Exelon pays the cost of a director's spouse's travel, meals, lodging and related activities when the spouses are invited to attend company or industry related events where it is customary and expected that directors attend with their spouses. The cost of such travel, meals and other activities is imputed to the director as additional taxable income. However, in most cases there is no incremental cost to Exelon of providing transportation and lodging for a director's spouse when he or she accompanies the director, and the only additional costs to Exelon are those for meals and activities and to reimburse the director for the taxes on the imputed income. In 2011, incremental cost to the company to provide these perquisites was less than \$10,000 per director and the aggregate amount for all directors as a group, a total of 14 directors, was \$21,466. The aggregate amount paid to all directors as a group (14 directors) for reimbursement of taxes on imputed income was \$13,503.

Exelon has a board compensation and expense reimbursement policy under which directors are reimbursed for reasonable travel to and from their primary or secondary residence and lodging expenses incurred when attending board and committee meetings or other events on behalf of Exelon, (including director's orientation or continuing education programs, facility visits or other business related activities for the benefit of Exelon). Under the policy, Exelon will arrange for its corporate aircraft to transport groups of directors, or when necessary, individual directors, to meetings in order to maximize the time available for meetings and discussion. Directors may bring their spouses on Exelon's corporate aircraft when they are invited to an Exelon event, and the value of this travel, calculated according to IRS regulations, is imputed to the director as additional taxable income. Exelon has a matching gift program available to directors and officers that matches their contributions to educational institutions up to \$5,000 per year and a matching gift program for other employees that matches their contributions to educational institutions up to \$2,000 per year.

Exelon's Independent Accountant for 2012

Proposal 2: The Ratification of PricewaterhouseCoopers LLP as Exelon's Independent Accountant for 2012

The audit committee and the board of directors believe that PricewaterhouseCoopers' knowledge of Exelon is invaluable. Representatives of PricewaterhouseCoopers working on Exelon matters are periodically changed, providing Exelon with audit personnel with a variety of experiences. PricewaterhouseCoopers has direct access to members of the audit committee, and PricewaterhouseCoopers' representatives regularly attend audit committee meetings. Representatives of PricewaterhouseCoopers will attend the annual meeting to answer appropriate questions, and may make a statement if they desire.

In July 2002, the Exelon audit committee adopted a policy for pre-approval of services to be performed by the independent accountants. The committee pre-approves annual budgets for audit, audit-related and tax compliance and planning services. The services that the committee will consider include services that do not impair the accountant's independence and add value to the audit, including audit services such as attest services and scope changes in the audit of the financial statements, audit-related services such as accounting advisory services related to proposed transactions and new accounting pronouncements, the issuance of comfort letters and consents in relation to financings, the provision of attest services in relation to regulatory filings and contractual obligations, and tax compliance and planning services. With respect to non-budgeted services in amounts less than \$500,000, the committee delegated authority to the committee's chair to pre-approve such services. All other services must be pre-approved by the committee. The committee receives quarterly reports on all fees paid to the independent accountants. None of the services provided by the independent accountants was provided pursuant to the de minimis exception to the pre-approval requirements contained in the SEC's rules.

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The following table presents fees for professional audit services rendered by PricewaterhouseCoopers LLP for the audit of Exelon's annual financial statements for the years ended December 31, 2011 and 2010, and fees billed for other services rendered by PricewaterhouseCoopers LLP during those periods. Fees include amounts related to the year indicated, which may differ from amounts billed.

(in thousands)	Year Ended December 31,	
	2011	2010
Audit fees	\$ 9,807	\$ 9,152
Audit related fees (a)	3,933	851
Tax fees (b)	738	472
All other fees (c)	185	21

- (a) Audit related fees consist of assurance and related services that are traditionally performed by the auditor. This category includes fees for accounting assistance and due diligence in connection with proposed acquisitions or sales and consultations concerning financial accounting and reporting standards.
- (b) Tax fees consist of the aggregate fees billed for professional services rendered by PricewaterhouseCoopers LLP for tax compliance, tax advice, and tax planning. These services included tax compliance and preparation services, including the preparation of original and amended tax returns, claims for refunds, and tax payment planning, and tax advice and consulting services, including assistance and representation in connection with tax audits and appeals, tax advice related to proposed acquisitions or sales, employee benefit plans and requests for rulings or technical advice from taxing authorities.
- (c) All other fees reflect work performed primarily in connection with research and audit software licenses.

The board of directors recommends a vote FOR

the ratification of PricewaterhouseCoopers LLP

as Exelon's Independent Accountant for 2012

Table of Contents**Ownership of Exelon Stock****Stock Ownership Requirements for Directors and Officers**

Under Exelon's Corporate Governance Principles, all directors are required to own within five years after election to the board at least 5,000 shares of Exelon common stock or deferred stock units or shares accrued in the Exelon common stock fund of the directors' deferred compensation plan. The corporate governance committee utilized an independent compensation consultant who determined that, compared to its peer group, Exelon's ownership requirement is reasonable.

Officers of Exelon (and its subsidiaries other than ComEd) are required to own certain amounts of Exelon common stock, depending on their seniority, by the later of five years after their employment or promotion to their current position. The objective is to encourage officers to think and act like owners. The ownership guidelines are expressed as both a fixed number of shares and a multiple of annualized base salary to avoid arbitrary changes to the ownership requirements that could arise from ordinary course volatility in the market price for Exelon's shares. The minimum stock ownership targets by level are the lesser of the fixed number of shares or the multiple of annualized base salary. The number of shares was determined by taking the following multiples of the officer's base salary as of the latest of September 30, 2011 or the date of hire or promotion: (1) Chairman and CEO, five times base salary; (2) executive vice presidents, three times base salary; (3) presidents and senior vice presidents, two times base salary; and (4) vice presidents and other executives, one times base salary. Ownership is measured by valuing an executive's holdings using the 60-day average price of Exelon common stock as of the appropriate date. Shares held outright, earned non-vested performance shares, and deferred shares count toward the ownership guidelines; unvested restricted stock and stock options do not count for this purpose. As of January 24, 2012, the named executive officers (NEOs) held the following amounts of stock relative to the applicable guidelines:

Name	Ownership Multiple	Ownership Guideline in Shares	Share or Share Equivalents Owned	Ownership As a Percent of Guideline
John W. Rowe	5x	107,920	419,283	389%
Matthew F. Hilzinger	2x	10,000	29,692	297%
Christopher M. Crane	3x	21,868	82,012	375%
William A. Von Hoene, Jr.	3x	17,429	52,013	298%
Frank M. Clark	N/A	N/A	97,016	N/A

Table of Contents**Beneficial Ownership Table**

The following table shows the ownership of Exelon common stock as of December 31, 2011 by each director, each named executive officer in the Summary Compensation Table, and for all directors and executive officers as a group.

	[A] Beneficially Owned Shares	[B] Shares Held in Company Plans	[C] Vested Stock Options and Options that Vest Within 60 days	[D]=[A]+[B]+[C] Total Shares Held	[E] Share Equivalents to be Settled in Cash or Stock	[F]=[D]+[E] Total Share Interest
		(Note 1)			(Note 2)	
Directors						
John A. Canning, Jr.	5,000	8,099		13,099	967	14,066
M. Walter D Alessio	13,647	17,352		30,999		30,999
Nicholas DeBenedictis		14,792		14,792		14,792
Nelson A. Diaz	1,500	14,656		16,156	4,135	20,291
Sue L. Gin	50,736	8,857		59,593	11,673	71,266
Rosemarie B. Greco	2,000	19,307		21,307	5,328	26,635
Paul L. Joskow	2,000	9,408		11,408	5,275	16,683
Richard W. Mies		7,052		7,052		7,052
John M. Palms		14,792		14,792		14,792
William C. Richardson	1,487	12,722		14,209		14,209
Thomas J. Ridge		12,449		12,449	8,854	21,303
John W. Rogers, Jr.	11,374	26,826		38,200	12,024	50,224
Stephen D. Steinour	4,520	9,705		14,225	11,038	25,263
Donald Thompson		9,705		9,705	8,073	17,778
Named Officers						
John W. Rowe	301,915	7,111	744,500	1,053,526	28,091	1,081,617
Matthew F. Hilzinger	17,815	5,627	74,825	98,267	3,034	101,301
Christopher M. Crane	44,146	15,000	203,750	262,896	10,065	272,961
William A. Von Hoene, Jr.	24,747	5,000	125,650	155,397	5,848	161,245
Frank M. Clark	24,935		66,000	90,935	6,081	97,016
Total						
Directors & Executive Officers as a group (25 people)						
See Note 3	614,697	316,629	1,740,677	2,672,003	139,617	2,811,620

- (1) The shares listed under Shares Held in Company Plans, Column [B], include restricted shares, shares held in the 401(k) plan, and deferred shares held in the Stock Deferral Plan.
- (2) The shares listed above under Share Equivalents to be Settled in Cash, Column [E], include unvested performance shares that may settled in cash or stock depending on where the named officer stands with respect to the stock ownership requirement, and phantom shares held in a non-qualified deferred compensation plan which will be settled in cash on a 1 for 1 basis upon retirement or termination.
- (3) Beneficial ownership, shown in Column [A], of directors and executive officers as a group represents less than 1% of the outstanding shares of Exelon common stock. Total includes share holdings from all directors and NEOs as well as those executive officers listed in Item 1, Executive Officers of the Registrants in Exelon's 2011 Annual Report on Form 10-K filed on February 9, 2012, who are not NEOs for purposes of compensation disclosure.

Table of Contents**Other Significant Owners of Exelon Stock**

Shown in the table below are those owners who are known to Exelon to hold more than 5% of the outstanding common stock. This information is based on the most recent Schedule 13Gs filed with the SEC by BlackRock, Inc. on February 13, 2012 and State Street Corporation on February 9, 2012.

Name and address of beneficial owner	Amount and nature of beneficial ownership	Percent of class
BlackRock, Inc. 40 East 52 nd Street New York, NY 10022	36,180,618	5.45%
State Street Corporation State Street Financial Center One Lincoln Street Boston, MA 02111	33,565,728	5.06%

BlackRock, Inc. disclosed in its Schedule 13G that it has sole power to vote or to direct the vote and sole power to dispose or direct the disposition of 36,180,618 shares.

State Street Corporation disclosed in its Schedule 13G that it has shared voting and dispositive power over 33,565,728 shares.

Projected Ownership of Exelon Stock by Nominees Designated by Constellation

The following table shows the ownership of Constellation common stock as of December 31, 2011 by each of the four Constellation directors designated for the Exelon board. Upon completion of the merger, each outstanding share of Constellation common stock will be converted into the right to receive 0.930 of a share of Exelon common stock. None of the four directors Constellation designated for the Exelon board currently owns any shares of Exelon common stock.

	Beneficially Owned Shares	Options to Purchase CEG Common Stock (Vested and those that vest within 60 days)	Restricted Stock Units	Deferred Stock Units	Total Share Interest	Ownership of Exelon Stock after conversion at 0.93 ratio
Directors						
Yves C. de Balmann	2,055	0	0	27,086	29,141	27,101
Ann C. Berzin	0	0	0	18,250	18,250	16,972
Robert J. Lawless	3,520	0	0	29,863	33,383	31,046
Mayo A. Shattuck III	365,603 (2)	2,334,611 (3)	44,954	0	2,745,168	2,553,006

Notes to Projected Ownership of Exelon Stock by Nominees Designated by Constellation Table

- (1) Deferred stock units will settle in cash when the director leaves the Exelon board.
- (2) 70,280 shares are subject to a transfer restriction until Mr. Shattuck's employment ceases.
- (3) Mr. Shattuck had an additional 975,487 options which expired unexercised on February 5, 2012.

Section 16(a) Beneficial Ownership Reporting Compliance

Based upon signed affirmations received from directors and officers, as well as administrative review of company plans and accounts administered by private brokers on behalf of directors and officers which have been disclosed to Exelon by the individual directors and officers, Exelon believes that its directors and officers made all required filings on a timely basis during 2011, with the exception of one report that the company filed late on behalf of Mr. Hilzinger, which reported the first accrual of deferred compensation shares in 2011, and Mr. Bradford, whose Form 3 and subsequent Form 4 were filed late after he became an executive officer.

Table of Contents**Stock Performance Chart**

The performance graph below illustrates a ten-year comparison of cumulative total returns based on an initial investment of \$100 in Exelon Corporation common stock, as compared with the S&P 500 Stock Index and the S&P Utility Index for the period 2002 through 2011.

The performance chart assumes \$100 invested on December 31, 2001 in Exelon Corporation common stock, in the S&P 500 Stock Index and in the S&P Utility Index, and that all dividends are reinvested.

	Value of Investment at December 31,										
	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Exelon Corporation	\$ 100.00	\$ 114.04	\$ 148.09	\$ 203.40	\$ 253.08	\$ 302.99	\$ 409.24	\$ 286.97	\$ 263.24	\$ 235.90	\$ 258.07
S&P 500	\$ 100.00	\$ 77.95	\$ 100.27	\$ 111.15	\$ 116.59	\$ 134.96	\$ 142.37	\$ 89.77	\$ 113.46	\$ 130.52	\$ 133.29
S&P Utilities	\$ 100.00	\$ 70.06	\$ 88.27	\$ 109.58	\$ 127.89	\$ 154.70	\$ 184.61	\$ 131.20	\$ 146.70	\$ 154.69	\$ 185.38

Source: Bloomberg

Compensation Discussion and Analysis**About Exelon**

Exelon Corporation is one of the nation's largest electric utility holding companies. Over half of Exelon's more than \$19 billion in annual revenues and over two-thirds of Exelon's nearly \$2.5 billion in annual net income comes from the competitive electricity generation, wholesale energy marketing and competitive retail supply operations of its subsidiary, Exelon Generation, which has a nationwide reach and strong positions in the Midwest and Mid-Atlantic. The balance comes from the regulated transmission and distribution operations of ComEd and PECO. ComEd distributes electricity to approximately 3.8 million customers in northern Illinois and PECO distributes electricity to approximately 1.6 million customers in southeastern Pennsylvania and natural gas to approximately 494,000 customers in the Philadelphia area. The extent of Exelon's reliance on revenues and profits from the competitive generation, wholesale and retail supply operations of Exelon Generation makes Exelon subject to natural gas commodity prices to a greater extent than many other utilities that rely more heavily on income from their regulated operations. Natural gas sets the price for electricity in the competitive market, so the price of Exelon stock tends to follow natural gas prices. The graph below on page 40 shows the high correlation between Exelon's stock price and spot natural gas prices. Exelon's stock price at any point in time reflects investors' future expectations about natural gas prices and the consequent effect on the price Exelon will be paid for the electricity it produces in the future. The graph on page 40 also shows Exelon's adjusted (non-GAAP)

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operating earnings per share. Exelon's earnings have not declined in parallel with the decline in spot natural gas prices because Exelon has a policy to hedge commodity risk on a ratable basis over three-year periods, which is intended to reduce the near-term financial impact of market price volatility. For additional information about Exelon's exposure to commodity risk, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Executive Overview *Economic and Market Conditions* and *Hedging Strategy* in Exelon's Annual Report on Form 10-K for 2011, filed on February 9, 2012. For additional information about adjusted (non-GAAP) operating earnings, see the Note below on Adjusted (non-GAAP) Operating Earnings.

Since 2008, commodity gas prices, which in turn set electricity prices, have been on the decline, and as a result, regulated utilities have outperformed competitive integrated utilities such as Exelon; in fact, Exelon has the largest exposure to natural gas commodity prices among its peers. All of Exelon's generation output is sold in the competitive

Note: Adjusted (non-GAAP) Operating Earnings

Adjusted (non-GAAP) operating earnings, which generally exclude significant one-time charges or credits that are not normally associated with ongoing operations, mark-to-market adjustments from economic hedging activities and unrealized gains and losses from NDT fund investments, are provided as a supplement to results reported in accordance with GAAP. Management uses such adjusted (non-GAAP) operating earnings measures internally to evaluate the company's performance and manage its operations.

Twelve Months Ended December 31, 2011**Exelon**

2011 Adjusted (non-GAAP) Operating Earnings (Loss) Per Share	\$ 4.16
Mark-to-market adjustments from economic hedging activities	(0.27)
Unrealized losses related to nuclear decommissioning trust funds	(0.00)
Retirement of fossil generating units	(0.05)
Asset retirement obligation	(0.02)
Constellation acquisition costs	(0.07)
AVSR 1 acquisition costs	(0.01)
Non-cash charge resulting from Illinois tax rate change legislation	