

Adopted as Effective on January 24, 2005
Amended as of January 25, 2005
Amended as of February 23, 2005
Amended as of June 27, 2006
Amended as of February 26, 2007
Approved by the Board on January 29, 2008
Amended by the Board on January 26, 2010
Amended by the Board on April 27, 2010
Amended by the Board on January 24, 2012

EXELON CORPORATION

RISK OVERSIGHT COMMITTEE CHARTER

ORGANIZATION

Membership

The Risk Oversight Committee shall consist of three or more directors of Exelon Corporation. The Board of Directors, upon the recommendation of the Corporate Governance Committee, determines membership annually, and may change the membership at other times. The Board appoints the Committee Chair on the recommendation of the Corporate Governance Committee. The Board fills vacancies in the membership of the Committee upon the recommendation of the Corporate Governance Committee.

Meetings

The Risk Oversight Committee shall meet quarterly or more frequently as circumstances require. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Approval of action by a majority of the members shall constitute approval by the Committee. The Committee may act at a meeting at which a quorum is present or by written consent without a meeting. The Corporate Secretary or an Assistant Secretary or another person designated by the Committee shall record minutes of meetings of the Committee.

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

BASIC FUNCTION AND PURPOSE

The Risk Oversight Committee is established to assist the Exelon Board of Directors and the boards of directors of Exelon's subsidiaries in their responsibility for management and oversight of matters relating to financial and other risk exposure faced by the Company and the assessment, monitoring and control of such risks. The Committee assists the Audit Committee in reviewing, making recommendations to the Board of Directors and overseeing Company-wide risk management strategy, policies and procedures, risk mitigation programs, such as the insurance program, and legal and regulatory compliance. The Committee shall oversee Company-wide risk management strategy, policies, procedures, and mitigation efforts, including

insurance programs. The Committee shall also oversee the strategy and performance of risk management policies relating to risk associated with marketing and trading of energy and energy-related products.

The Risk Oversight Committee is also responsible for ensuring that there is a Risk Management Program within the Company and its subsidiaries that measures, prioritizes, monitors and responds to risks and monitors and evaluates compliance with risk management policies. The management level Risk Management Committee shall report periodically to the Risk Oversight Committee on the Company's Risk Management Program.

The Risk Oversight Committee also considers the Company's financial planning and significant financial decisions or transactions before presentation to the Board of Directors.

The Risk Oversight Committee or an authorized subcommittee shall be responsible for oversight of 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 (the "Nuclear Trusts"), and shall be authorized to review and approve the charter(s) and delegations of authority for the management-level committee(s) (the "Management Committees") responsible for direct oversight of the management and investment of the assets held in the Nuclear Trusts.

The Risk Oversight Committee or an authorized subcommittee shall be authorized to establish and determine the membership of the Management Committee(s) that oversee the fiduciaries responsible for the investment of trust assets under the Company's material pension and post-retirement benefit plans and the selection of investment options under Exelon's material savings plans (collectively, the "Benefit Trusts"), and to review and approve the charter(s) and delegations of authority for such Management Committee(s).

The Management Committees shall report periodically to the Risk Oversight Committee or an authorized subcommittee on the financial status and performance of the Nuclear Trusts and the Benefit Trusts.

The Committee may appoint a subcommittee, which shall consist of one or more members of the Committee and, at the discretion of the Committee, one or more other directors of the Company to perform responsibilities that would otherwise be performed by the Committee related to the Nuclear Trusts and the Benefit Trusts. Any subcommittee so established shall report to the Committee and shall have such delegated authority from the Committee and such other responsibilities as may be established by resolutions of the Committee or by the subcommittee's charter as approved by the Committee.

RESPONSIBILITIES

With respect to its general risk management duties, the Committee shall:

1. Oversee management's monitoring and evaluation of the Company's major financial and other risk exposures, including operational, legal, regulatory, business, financial and commodity market (including marketing and trading of energy and energy-related products and hedging of generation portfolio obligations), strategic, credit, liquidity and reputation risks.
2. Oversee the development of Company policies and procedures relating to risk assessment, management and reporting, including limits and tolerances, risk roles and responsibilities, risk mitigation decisions and risk-related assumptions.

3. Act on behalf of the Board of Directors in approving Company policies and procedures that allow financial speculation (transacting in commodities or financial products for the sole purpose of generating financial gain) or the use of financial derivatives for any purpose.
4. Approve all policies and limits relating to Power Team's hedging and trading activities.
5. Annually review and approve the nuclear fuel procurement strategy and act on behalf of the Board of Directors in approving transactions involving the purchase of nuclear fuel and related processing services.
6. Act on behalf of the Board of Directors, to the extent the Board of Directors has delegated authority to the Committee, in approving transactions involving the sale of energy, standard load serving transactions and other commodities, tolling/power purchase agreements, capacity and weather derivatives, and similar transactions.
7. Monitor the steps management has taken to assess, monitor, manage and control material risk exposures, including legal and regulatory compliance.
8. Develop and implement appropriate measures to address failures in compliance with established risk management policies and procedures.
9. Oversee the Company's insurance program and make recommendations to the Board of Directors and management regarding insurance, including directors' and officers' liability insurance.
10. Perform such other functions as the Board of Directors shall delegate to the Committee from time to time.
11. Evaluate annually the performance of the Committee in the fulfillment of its functions and the performance of its responsibilities.

With respect to its duties regarding financial planning and transactions, the Committee shall:

1. Review and make recommendations to the Board of Directors regarding the Company's financial policies and planning and significant financial decisions or transactions.
2. Act on behalf of the Board of Directors on matters for which the Board of Directors has delegated authority to the Committee.

REPORTING RESPONSIBILITY

The Chair of the Risk Oversight Committee shall report all matters discussed and actions taken by the Committee to the Board of Directors at the next regularly scheduled Board meeting following such action.

The Risk Oversight Committee shall report to the Audit Committee annually, or more frequently as the Audit Committee shall request, and shall otherwise advise and assist the Audit Committee, on the processes by which management of the Company and the Risk Oversight Committee assess and manage the Company's exposure to risk and the Company's compliance with legal and regulatory requirements.