

INVESTMENT OVERSIGHT COMMITTEE CHARTER

(Last amended as of January 30, 2018)

Membership

The Committee shall be composed of three or more directors of Exelon Corporation ("**Exelon**" or the "**Company**"). The Board of Directors appoints Committee members and the Committee Chair and may make changes upon the recommendation of the Corporate Governance Committee at any time.

Meetings

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

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

Purpose and Responsibilities

The Committee shall provide oversight of Exelon's investment management functions.

The Committee shall provide 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**").

The Committee also is authorized to establish and determine the membership of the management committee(s) that oversee the fiduciaries responsible for the investment of trust assets under Exelon's material pension, post-retirement welfare 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) described in this and the preceding paragraph (the "**Management Committees**").

The Committee shall serve as a resource and advisory panel for the Management Committees.

The Management Committees shall report periodically to the Committee on the financial status and performance of the Nuclear Trusts and Benefit Trusts.

The Committee assists the Finance and Risk Committee in overseeing management's monitoring and evaluation of the Company's major financial and other risk exposures related to the Nuclear Trusts and the Benefit Trusts.

Nuclear Trust Related Responsibilities

With respect to the Nuclear Trusts, the Committee shall oversee the activities of the appropriate Management Committee in the discharge of its responsibilities with respect to the Nuclear Trusts to:

1. Monitor the performance of the Nuclear Trusts and the trustees, investment managers and other advisors and service providers for the trusts.
2. Oversee the evaluation, selection and retention of investment advisory and management, consulting, accounting, financial, clerical or other services with respect to the Nuclear Trusts.
3. Oversee the evaluation, selection and appointment of trustees and other fiduciaries for the Nuclear Trusts.
4. Oversee the administration of the Nuclear Trusts.
5. Such responsibilities shall be performed in a corporate capacity, and not as a Nuclear Trust fiduciary.

Benefit Trust Related Responsibilities

With respect to the Benefit Trusts, the Committee shall monitor and receive 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. Such responsibilities shall be performed in a corporate capacity, and not as a Benefit Trust or plan fiduciary.

The Committee shall perform such other functions as the Board of Directors shall delegate to the Committee from time to time.

The Committee shall evaluate annually the performance of the Committee in the fulfillment of its functions and the performance of its responsibilities.

Reporting Responsibility

The Chair of the Investment 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.