Corporate Political Contributions Guidelines

Corporate Political Contributions of Money, Property and Services

Exelon and its subsidiaries are allowed to make political contributions to candidates for election to state and local municipal political offices when state and local laws permit them to do so. Exelon and its subsidiaries are not allowed to make contributions to support candidates for election to federal offices. However , the *Citizens United* decision handed down by the United States Supreme Court in January 2010 has eliminated limits on independent expenditures by Exelon and its subsidiaries for advertisements to support or oppose the election of a candidate for public office in federal and state elections.

At present, only an employee-funded political action committee (ExelonPAC; ACEPAC; and PECOPAC) can participate in federal, New Jersey, Pennsylvania or Texas political campaigns. Other states may have similar limits. In contrast, Illinois, Maryland and some other states allow both employee-funded political action committees (ComEdPAC; ExGenPAC; BGE PAC; and Maryland Pepco PAC) and corporate political contributions for state and local elections, subject to statutory limits.

These guidelines are intended to provide corporate governance, control, oversight and procedural guidance for corporate contributions of money, property or services for political activities on both a federal level and in the District of Columbia, Illinois, Maryland, Delaware, New York and other states that allow corporate contributions to the political process. Failure to follow these guidelines may result in disciplinary action for the employees involved.

1.0 SCOPE AND PURPOSE

1.1 These Guidelines address only corporate political contributions in those limited jurisdictions that allow corporations to fund political activities. Current federal law bars corporate contributions in federal elections, and the laws of Pennsylvania, Texas and some other states prohibit corporate contributions in elections in those states. New Jersey prohibits contributions by electric or gas utilities and other specified businesses. Nothing in these Guidelines is intended to suggest that company political contributions may occur in those jurisdictions where contributions are prohibited. The District of Columbia and the States of Illinois, Maryland, Delaware, and New York are jurisdictions that allow limited corporate political contributions, and these Guidelines are applicable specifically

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in those and other states where political contributions are permitted and to corporate contributions to the ComEdPAC, ExGenPAC and BGE PAC, which may provide contributions to state and local candidates. Nothing in these Guidelines should be construed as authorizing political contributions by the Company in connection with any election or ballot initiative in any jurisdiction outside the United States.

1.2 These guidelines are not intended to govern individuals' political activities and contributions, or to address contributions by employee-funded political action committees (ExelonPAC, BGE PAC, ComEdPAC, PHIPAC, ACEPAC, Maryland Pepco PAC or PECOPAC). Nor do these guidelines govern instances where government affairs personnel provide meals or other lawfully permitted gifts to government officials in connection with their lobbying-related activities.

1.3 State and local Pay-to-Play laws must also be reviewed to determine whether any corporate or PAC or individual director or officer contribution is permitted even when the campaign finance laws permit such contributions. These laws may limit contributions in localities where a Company conducts business, has conducted business in the past, or may conduct business in the future.

2.0 TERMS AND DEFINITIONS

2.1 ACE – means Atlantic City Electric Company.

2.2 BGE – means Baltimore Gas and Electric Company.

2.3 ComEd – means Commonwealth Edison Company.

2.4 Company – means Exelon Corporation, its subsidiaries and business units, including ACE, BGE, ComEd, DPL, Exelon Generation, PECO, PHI, Pepco, Exelon Transmission Company LLC, Constellation New Energy, BGE Home and Exelon Business Services Company LLC.

2.5 DPL – means Delmarva Power & Light Company.

2.5 Exelon – means Exelon Corporation and Exelon Business Services Company LLC.

2.6 Exelon Generation or ExGen – means Exelon Generation Company LLC and its direct and indirect subsidiaries and divisions.

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2.7 Governmental Unit – means any federal, state, county, or municipal governmental body and any other unit of state or local government (such as a park district, school district, judicial district or library district) and any department, agency or commission thereof.

2.8 Lead Director – means the independent director elected by the independent directors of the Exelon Board to serve as lead director with the responsibilities specified in Exelon's Corporate Governance Principles. If no Lead Director has been elected or is serving in such capacity, references to the Lead Director shall mean the Exelon director who chairs the Corporate Governance Committee.

2.9 PECO – means PECO Energy Company.

2.10 Political Contribution – means any gift or other transfer of money or any gift or other transfer of property (including real estate and equipment) by the Company or any provision of services (including the use of property, facilities or personnel) by the Company to (a) any candidate for election to public office in any Governmental Unit or candidate for nomination for such office; (b) any entity or association (including a political action committee) organized for the purpose of nominating or electing a person to a public office in any Governmental Unit, or obtaining a vote on an issue included in a referendum or ballot measure; (c) any direct advertising campaign that seeks votes for or against a candidate for nomination or election to a public office or support of or opposition to a political party; (d) any direct issue advertising that directly or overtly supports or opposes a particular candidate for nomination or election or a political party; (e) any political party; (f) any political committee established for the purpose of supporting the nomination or election of a candidate for public office; (g) any other entity organized and operating under 26 U.S.C. Section 527; or (h) any special contribution to a non-profit organization for the specific purpose of funding political activity (i.e. supporting or opposing a candidate for nomination or election to public office or a referendum) incidental to another primary purpose. Political Contributions do not include meals or other lawfully permitted gifts to government officials in connection with lobbying-related activities.

2.11 PHI – means Pepco Holdings LLC and PHI Service Company.

2.12 Pepco – means Potomac Electric Power Company.

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2.13 Value – when used with reference to a Political Contribution, means the amount of money contributed and/or the fair value of the property or service contributed by the Company. As used in these Guidelines, "fair value" should be determined in good faith by any means reasonable under the circumstances at the time the Political Contribution is made or committed.

3.0 RESPONSIBILITIES AND PROCEDURES

3.1 Review and Approval of Contributions

3.1.1 The permitted spending categories, required approvals and applicable limits are set forth in the table below, in each case only to the extent permitted by law. Any required approval must be obtained in advance of the contribution or expenditure.

Spending Category	Approval Required
Contributions to candidates and candidate political committees	The Exelon CEO, ExGen CEO, BGE CEO, ComEd CEO, and PHI CEO are authorized to contribute up to $10,000 per candidate, and up to $250,000 in the aggregate, for each of Exelon, ExGen, BGE, ComEd, and PHI, respectively, in each election cycle, subject to legal limits and in accordance with applicable campaign finance laws. The Exelon CEO and Lead Director must approve any contribution exceeding such limits of authority.
Contribution to company-sponsored PAC	The Exelon CEO, ExGen CEO, BGE CEO, ComEd CEO, PECO CEO, and PHI CEO are authorized to contribute up to $50,000 per calendar year for any single company-sponsored PAC that is authorized to accept corporate contributions, subject to legal limits.

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Contribution to political committee or political party	The Exelon CEO, ExGen CEO, BGE CEO, ComEd CEO, PECO CEO, and PHI CEO are each authorized to contribute up to $50,000 in the aggregate per calendar year to political committees or political parties. The Exelon CEO and Lead Director must approve any contribution exceeding such limit of authority.
Ordinary contributions (such as dues) to nonprofit organizations (e.g., trade associations) that may engage in political activity incidental to another primary purpose	The Exelon CEO, ExGen CEO, BGE CEO, ComEd CEO, PECO CEO, PHI CEO or other authorized officers may approve such contributions.
Special contribution to non-profit organization to fund political activity incidental to another primary purpose	Same approval that would be required for the expenditure if made directly and not through the non-profit organization.

3.1.2 The Exelon Corporation, Exelon Generation, BGE, ComEd, PECO, and PHI CEOs may establish a policy, or delegate authority, to allow any designated officer or officers of Exelon Corporation, Exelon Generation, BGE, ComEd, PECO, or PHI, respectively, to make Political Contributions within the limits of authority specified in Section 3.1.1.

3.1.3 The following types of Political Contributions are prohibited unless approved in advance by both the Exelon CEO and the Lead Director: (a) direct advertising in support of or opposition to a candidate; (b) direct issue advertising directly or overtly supporting or opposing a particular candidate for election or a political party; and (c) contributions to political organizations not listed in Section 3.1.1, including, but not limited to, 527 organizations which support or oppose candidates for office but do not coordinate with candidates or political parties.

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3.2 Interpretations

Questions of interpretation under these guidelines may be resolved by the Exelon General Counsel, or by the General Counsel's designee(s).

4.0 REPORTING AND DISCLOSURE

4.1 All corporate Political Contributions should be promptly reported to the Office of Corporate Governance and should include the amount of the contribution and to whom the contribution was made.

4.2 The Exelon Corporation, Exelon Generation, BGE, ComEd, PECO, and PHI CEOs or their respective designee(s) should report to the Corporate Governance Committee as often as the Corporate Governance Committee may request, but in no event less than annually, all Political Contributions made or committed since the last such report.

4.3 All Political Contributions shall be disclosed as required by law.

4.4 No Political Contribution should be made or committed under any condition requiring confidentiality or otherwise limiting public disclosure.

4.5 All Political Contributions shall be disclosed semi-annually on the Exelon Corporation website at www.exeloncorp.com. Exelon will request trade associations that receive total payments of $50,000 or more from Exelon in any calendar year to report to Exelon the portion of dues or payments received from Exelon that are used for expenditures or contributions that, if made directly by Exelon, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code. Exelon will disclose such information received from such trade associations annually on the Exelon Corporation website at ww.exeloncorp.com.

5.0 LIMITATIONS

5.1 Authorization or other approval of a Political Contribution is limited to the proposed Political Contribution that was disclosed and described when approval was obtained. No authorization or approval or accounting accrual or reserve established for a given Political Contribution should be diverted toward a different purpose or entity or a Political Contribution of larger scope or cost without further approval as provided in Section 3.1.1.

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5.2 Political Contributions shall comply with all applicable laws and regulations related to ethics in government, lobbying, and political contributions.

5.3 Political spending will reflect the Company's interests and not those of its individual officers or directors.

5.4 No Political Contribution will be given in anticipation of, in recognition of, or in return for any official act.

5.5 Employees will not be reimbursed for personal political contributions or expenses, either directly or through compensation increases.

5.6 The Corporate Governance Committee will monitor the Company's compliance with policies and procedures related to corporate political spending.

6.0 REFERENCES

None

APPROVED: s/ Bruce G. Wilson
Bruce G. Wilson
SVP, Deputy General Counsel &
Corporate Secretary

07/25/2016
Date

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