

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2024

or

 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number	Name of Registrant; State or Other Jurisdiction of Incorporation; Address of Principal Executive Offices; and Telephone Number	IRS Employer Identification Number
001-16169	EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street P.O. Box 805379 Chicago , Illinois 60680-5379 (800) 483-3220	23-2990190
001-01839	COMMONWEALTH EDISON COMPANY (an Illinois corporation) 10 South Dearborn Street Chicago , Illinois 60603-2300 (312) 394-4321	36-0938600
000-16844	PECO ENERGY COMPANY (a Pennsylvania corporation) 2301 Market Street P.O. Box 8699 Philadelphia , Pennsylvania 19101-8699 (215) 841-4000	23-0970240
001-01910	BALTIMORE GAS AND ELECTRIC COMPANY (a Maryland corporation) 2 Center Plaza 110 West Fayette Street Baltimore , Maryland 21201-3708 (410) 234-5000	52-0280210
001-31403	PEPCO HOLDINGS LLC (a Delaware limited liability company) 701 Ninth Street, N.W. Washington , District of Columbia 20068-0001 (202) 872-2000	52-2297449
001-01072	POTOMAC ELECTRIC POWER COMPANY (a District of Columbia and Virginia corporation) 701 Ninth Street, N.W. Washington , District of Columbia 20068-0001 (202) 872-2000	53-0127880
001-01405	DELMARVA POWER & LIGHT COMPANY (a Delaware and Virginia corporation) 500 North Wakefield Drive Newark , Delaware 19702-5440 (202) 872-2000	51-0084283
001-03559	ATLANTIC CITY ELECTRIC COMPANY (a New Jersey corporation) 500 North Wakefield Drive Newark , Delaware 19702-5440 (202) 872-2000	21-0398280

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
EXELON CORPORATION: Common stock, without par value	EXC	The Nasdaq Stock Market LLC
PECO ENERGY COMPANY: Trust Receipts of PECO Energy Capital Trust III, each representing a 7.38% Cumulative Preferred Security, Series D, \$25 stated value, issued by PECO Energy Capital, L.P. and unconditionally guaranteed by PECO Energy Company	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Exelon Corporation	Large Accelerated Filer <input checked="" type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
Commonwealth Edison Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
PECO Energy Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
Baltimore Gas and Electric Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
Pepco Holdings LLC	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
Potomac Electric Power Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
Delmarva Power & Light Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>
Atlantic City Electric Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>	Emerging Growth Company <input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The number of shares outstanding of each registrant's common stock as of March 31, 2024 was:

Exelon Corporation Common Stock, without par value	1,000,025,124
Commonwealth Edison Company Common Stock, \$12.50 par value	127,021,409
PECO Energy Company Common Stock, without par value	170,478,507
Baltimore Gas and Electric Company Common Stock, without par value	1,000
Pepco Holdings LLC	not applicable
Potomac Electric Power Company Common Stock, \$0.01 par value	100
Delmarva Power & Light Company Common Stock, \$2.25 par value	1,000
Atlantic City Electric Company Common Stock, \$3.00 par value	8,546,017

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GLOSSARY OF TERMS AND ABBREVIATIONS

Exelon Corporation and Related Entities

<i>Exelon</i>	Exelon Corporation
<i>ComEd</i>	Commonwealth Edison Company
<i>PECO</i>	PECO Energy Company
<i>BGE</i>	Baltimore Gas and Electric Company
<i>Pepco Holdings or PHI</i>	Pepco Holdings LLC
<i>Pepco</i>	Potomac Electric Power Company
<i>DPL</i>	Delmarva Power & Light Company
<i>ACE</i>	Atlantic City Electric Company
<i>Registrants</i>	Exelon, ComEd, PECO, BGE, PHI, Pepco, DPL, and ACE, collectively
<i>Utility Registrants</i>	ComEd, PECO, BGE, Pepco, DPL, and ACE, collectively
<i>BSC</i>	Exelon Business Services Company, LLC
<i>Exelon Corporate</i>	Exelon in its corporate capacity as a holding company
<i>PCI</i>	Potomac Capital Investment Corporation and its subsidiaries
<i>PECO Trust III</i>	PECO Energy Capital Trust III
<i>PECO Trust IV</i>	PECO Energy Capital Trust IV
<i>PHI Corporate</i>	PHI in its corporate capacity as a holding company
<i>PHISCO</i>	PHI Service Company

Former Related Entities

<i>Constellation</i>	Constellation Energy Corporation
<i>Generation</i>	Constellation Energy Generation, LLC (formerly Exelon Generation Company, LLC, a subsidiary of Exelon prior to separation on February 1, 2022)

GLOSSARY OF TERMS AND ABBREVIATIONS**Other Terms and Abbreviations**

<i>Note - of the 2023 Form 10-K</i>	Reference to specific Combined Note to Consolidated Financial Statements within Exelon's 2023 Annual Report on Form 10-K
<i>ABO</i>	Accumulated Benefit Obligation
<i>AFUDC</i>	Allowance for Funds Used During Construction
<i>AMI</i>	Advanced Metering Infrastructure
<i>AOCI</i>	Accumulated Other Comprehensive Income (Loss)
<i>ARO</i>	Asset Retirement Obligation
<i>ATM</i>	At the market
<i>BGS</i>	Basic Generation Service
<i>BSA</i>	Bill Stabilization Adjustment
<i>CEJA</i>	Climate and Equitable Jobs Act; Illinois Public Act 102-0662 signed into law on September 15, 2021
<i>CERCLA</i>	Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended
<i>CIP</i>	Conservation Incentive Program
<i>CMC</i>	Carbon Mitigation Credit
<i>CODMs</i>	Chief Operating Decision Makers
<i>DC PLUG</i>	District of Columbia Power Line Undergrounding Initiative
<i>DCPSC</i>	Public Service Commission of the District of Columbia
<i>DEPSC</i>	Delaware Public Service Commission
<i>DOEE</i>	District of Columbia Department of Energy & Environment
<i>DPA</i>	Deferred Prosecution Agreement
<i>DSIC</i>	Distribution System Improvement Charge
<i>EIMA</i>	Energy Infrastructure Modernization Act (Illinois Senate Bill 1652 and Illinois House Bill 3036)
<i>EPA</i>	United States Environmental Protection Agency
<i>ERISA</i>	Employee Retirement Income Security Act of 1974, as amended
<i>ETAC</i>	Energy Transition Assistance Charge
<i>FERC</i>	Federal Energy Regulatory Commission
<i>GAAP</i>	Generally Accepted Accounting Principles in the United States
<i>GCR</i>	Gas Cost Rate
<i>GSA</i>	Generation Supply Adjustment
<i>GW_{hs}</i>	Gigawatt hours
<i>ICC</i>	Illinois Commerce Commission
<i>IIJA</i>	Infrastructure Investment and Jobs Act
<i>Illinois Settlement Legislation</i>	Legislation enacted in 2007 affecting electric utilities in Illinois
<i>IPA</i>	Illinois Power Agency
<i>IRA</i>	Inflation Reduction Act
<i>IRC</i>	Internal Revenue Code
<i>IRS</i>	Internal Revenue Service
<i>MDPSC</i>	Maryland Public Service Commission
<i>MGP</i>	Manufactured Gas Plant
<i>mmcf</i>	Million Cubic Feet
<i>MRP</i>	Multi-Year Rate Plan
<i>MWh</i>	Megawatt hour
<i>N/A</i>	Not applicable
<i>NAV</i>	Net Asset Value

GLOSSARY OF TERMS AND ABBREVIATIONS**Other Terms and Abbreviations**

<i>NJPU</i>	New Jersey Board of Public Utilities
<i>NPNS</i>	Normal Purchase Normal Sale scope exception
<i>NPS</i>	National Park Service
<i>NRD</i>	Natural Resources Damages
<i>OCI</i>	Other Comprehensive Income
<i>OPEB</i>	Other Postretirement Employee Benefits
<i>PAPUC</i>	Pennsylvania Public Utility Commission
<i>PGC</i>	Purchased Gas Cost Clause
<i>PJM</i>	PJM Interconnection, LLC
<i>POLR</i>	Provider of Last Resort
<i>PPA</i>	Power Purchase Agreement
<i>PRPs</i>	Potentially Responsible Parties
<i>REC</i>	Renewable Energy Credit which is issued for each megawatt hour of generation from a qualified renewable energy source
<i>Regulatory Agreement Units</i>	Nuclear generating units or portions thereof whose decommissioning-related activities are subject to contractual elimination under regulatory accounting
<i>Rider</i>	Reconcilable Surcharge Recovery Mechanism
<i>ROE</i>	Return on equity
<i>ROU</i>	Right-of-use
<i>RTO</i>	Regional Transmission Organization
<i>SEC</i>	United States Securities and Exchange Commission
<i>SOFR</i>	Secured Overnight Financing Rate
<i>SOS</i>	Standard Offer Service
<i>TCJA</i>	Tax Cuts and Jobs Act
<i>ZEC</i>	Zero Emission Credit or Zero Emission Certificate

FILING FORMAT

This combined Form 10-Q is being filed separately by Exelon Corporation, Commonwealth Edison Company, PECO Energy Company, Baltimore Gas and Electric Company, Pepco Holdings LLC, Potomac Electric Power Company, Delmarva Power & Light Company, and Atlantic City Electric Company (Registrants). Information contained herein relating to any individual Registrant is filed by such Registrant on its own behalf. No Registrant makes any representation as to information relating to any other Registrant.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Report contains certain forward-looking statements within the meaning of federal securities laws that are subject to risks and uncertainties. Words such as "could," "may," "expects," "anticipates," "will," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "predicts," "should," and variations on such words, and similar expressions that reflect our current views with respect to future events and operational, economic, and financial performance, are intended to identify such forward-looking statements.

The factors that could cause actual results to differ materially from the forward-looking statements made by the Registrants include those factors discussed herein, as well as the items discussed in (1) the 2023 Form 10-K in (a) Part I, ITEM 1A. Risk Factors, (b) Part II, ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and (c) Part II, ITEM 8. Financial Statements and Supplementary Data: Note 18, Commitments and Contingencies; (2) this Quarterly Report on Form 10-Q in (a) Part II, ITEM 1A. Risk Factors, (b) Part I, ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, and (c) Part I, ITEM 1. Financial Statements: Note 11, Commitments and Contingencies; and (3) other factors discussed in filings with the SEC by the Registrants.

Investors are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Report. None of the Registrants undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Report.

WHERE TO FIND MORE INFORMATION

The SEC maintains an Internet site at www.sec.gov that contains reports, proxy and information statements, and other information that the Registrants file electronically with the SEC. These documents are also available to the public from commercial document retrieval services and free of charge at the Registrants' website at www.exeloncorp.com. Information contained on the Registrants' website shall not be deemed incorporated into, or to be a part of, this Report.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EXELON CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended	
	March 31,	2023
(In millions, except per share data)		
Operating revenues		
Electric operating revenues	\$ 5,198	\$ 4,462
Natural gas operating revenues	739	822
Revenues from alternative revenue programs	106	279
Total operating revenues	6,043	5,563
Operating expenses		
Purchased power	2,197	1,733
Purchased fuel	213	358
Operating and maintenance	1,271	1,151
Depreciation and amortization	879	860
Taxes other than income taxes	371	355
Total operating expenses	4,931	4,457
Gain on sale of assets and businesses	2	—
Operating income	1,114	1,106
Other income and (deductions)		
Interest expense, net	(462)	(406)
Interest expense to affiliates	(6)	(6)
Other, net	75	109
Total other income and (deductions)	(393)	(303)
Income before income taxes	721	803
Income taxes	63	134
Net income attributable to common shareholders	\$ 658	\$ 669
Comprehensive income, net of income taxes		
Net income	\$ 658	\$ 669
Other comprehensive income (loss), net of income taxes		
Pension and non-pension postretirement benefit plans:		
Actuarial losses reclassified to periodic benefit cost	5	3
Pension and non-pension postretirement benefit plans valuation adjustments	(24)	(10)
Unrealized gains on cash flow hedges	33	6
Other comprehensive income (loss)	14	(1)
Comprehensive income attributable to common shareholders	\$ 672	\$ 668
Average shares of common stock outstanding:		
Basic	1,000	995
Assumed exercise and/or distributions of stock-based awards ^(a)	1	1
Diluted	1,001	996
Earnings per average common share		
Basic	\$ 0.66	\$ 0.67
Diluted	\$ 0.66	\$ 0.67

(a) The dilutive effects of stock-based compensation awards are calculated using the treasury stock method for all periods presented.

See the Combined Notes to Consolidated Financial Statements

EXELON CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 658	\$ 669
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation, amortization, and accretion	880	860
Gain on sales of assets and businesses	(2)	—
Deferred income taxes and amortization of investment tax credits	46	113
Net fair value changes related to derivatives	1	—
Other non-cash operating activities	39	(138)
Changes in assets and liabilities:		
Accounts receivable	(309)	106
Inventories	12	102
Accounts payable and accrued expenses	(238)	(482)
Collateral received (paid), net	7	(214)
Income taxes	21	23
Regulatory assets and liabilities, net	252	(324)
Pension and non-pension postretirement benefit contributions	(111)	(44)
Other assets and liabilities	(264)	(187)
Net cash flows provided by operating activities	992	484
Cash flows from investing activities		
Capital expenditures	(1,767)	(1,881)
Proceeds from sales of assets and businesses	2	—
Other investing activities	(2)	10
Net cash flows used in investing activities	(1,767)	(1,871)
Cash flows from financing activities		
Changes in short-term borrowings	(317)	(1,130)
Proceeds from short-term borrowings with maturities greater than 90 days	150	—
Repayments on short-term borrowings with maturities greater than 90 days	(150)	(150)
Issuance of long-term debt	2,625	3,925
Retirement of long-term debt	(901)	(857)
Dividends paid on common stock	(381)	(358)
Proceeds from employee stock plans	11	10
Other financing activities	(55)	(60)
Net cash flows provided by financing activities	982	1,380
Increase (decrease) in cash, restricted cash, and cash equivalents	207	(7)
Cash, restricted cash, and cash equivalents at beginning of period	1,101	1,090
Cash, restricted cash, and cash equivalents at end of period	\$ 1,308	\$ 1,083
Supplemental cash flow information		
Decrease in capital expenditures not paid	\$ (117)	\$ (201)

See the Combined Notes to Consolidated Financial Statements

EXELON CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 720	\$ 445
Restricted cash and cash equivalents	489	482
Accounts receivable		
Customer accounts receivable	2,896	2,659
Customer allowance for credit losses	<u>(346)</u>	<u>(317)</u>
Customer accounts receivable, net	2,550	2,342
Other accounts receivable	1,131	1,101
Other allowance for credit losses	<u>(96)</u>	<u>(82)</u>
Other accounts receivable, net	1,035	1,019
Inventories, net		
Fossil fuel	37	94
Materials and supplies	751	707
Regulatory assets	2,035	2,215
Other	595	473
Total current assets	<u>8,212</u>	<u>7,777</u>
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 17,711 and \$ 17,251 as of March 31, 2024 and December 31, 2023, respectively)		
	74,604	73,593
Deferred debits and other assets		
Regulatory assets	8,701	8,698
Goodwill	6,630	6,630
Receivable related to Regulatory Agreement Units	3,382	3,232
Investments	263	251
Other	1,419	1,365
Total deferred debits and other assets	<u>20,395</u>	<u>20,176</u>
Total assets	<u><u>\$ 103,211</u></u>	<u><u>\$ 101,546</u></u>

See the Combined Notes to Consolidated Financial Statements

EXELON CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Short-term borrowings	\$ 2,206	\$ 2,523
Long-term debt due within one year	503	1,403
Accounts payable	2,814	2,846
Accrued expenses	1,076	1,375
Payables to affiliates	5	5
Customer deposits	419	411
Regulatory liabilities	400	389
Mark-to-market derivative liabilities	29	74
Unamortized energy contract liabilities	7	8
Other	516	557
Total current liabilities	7,975	9,591
Long-term debt	42,271	39,692
Long-term debt to financing trusts	390	390
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	12,199	11,956
Regulatory liabilities	9,706	9,576
Pension obligations	1,569	1,571
Non-pension postretirement benefit obligations	523	527
Asset retirement obligations	270	267
Mark-to-market derivative liabilities	80	106
Unamortized energy contract liabilities	25	27
Other	2,142	2,088
Total deferred credits and other liabilities	26,514	26,118
Total liabilities	77,150	75,791
Commitments and contingencies		
Shareholders' equity		
Common stock (No par value, 2,000 shares authorized, 1,000 shares and 999 shares outstanding as of March 31, 2024 and December 31, 2023, respectively)	21,129	21,114
Treasury stock, at cost (2 shares as of March 31, 2024 and December 31, 2023)	(123)	(123)
Retained earnings	5,767	5,490
Accumulated other comprehensive loss, net	(712)	(726)
Total shareholders' equity	26,061	25,755
Total liabilities and shareholders' equity	\$ 103,211	\$ 101,546

See the Combined Notes to Consolidated Financial Statements

EXELON CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

<i>(In millions, shares in thousands)</i>	Three Months Ended March 31, 2024						<i>Total Shareholders' Equity</i>
	<i>Issued Shares</i>	<i>Common Stock</i>	<i>Treasury Stock</i>	<i>Retained Earnings</i>	<i>Accumulated Other Comprehensive Loss, net</i>	<i>Total Shareholders' Equity</i>	
Balance at December 31, 2023	1,001,249	\$ 21,114	\$ (123)	\$ 5,490	\$ (726)	\$ 25,755	
Net income	—	—	—	658	—	658	
Long-term incentive plan activity	333	2	—	—	—	—	2
Employee stock purchase plan issuances	276	13	—	—	—	—	13
Common stock dividends (\$ 0.38 /common share)	—	—	—	(381)	—	—	(381)
Other comprehensive income, net of income taxes	—	—	—	—	14	—	14
Balance at March 31, 2024	<u>1,001,858</u>	<u>\$ 21,129</u>	<u>\$ (123)</u>	<u>\$ 5,767</u>	<u>\$ (712)</u>	<u>\$ 26,061</u>	

<i>(In millions, shares in thousands)</i>	Three Months Ended March 31, 2023						<i>Total Shareholders' Equity</i>
	<i>Issued Shares</i>	<i>Common Stock</i>	<i>Treasury Stock</i>	<i>Retained Earnings</i>	<i>Accumulated Other Comprehensive Loss, net</i>	<i>Total Shareholders' Equity</i>	
Balance at December 31, 2022	995,830	\$ 20,908	\$ (123)	\$ 4,597	\$ (638)	\$ 24,744	
Net income	—	—	—	669	—	669	
Long-term incentive plan activity	306	1	—	—	—	—	1
Employee stock purchase plan issuances	266	12	—	—	—	—	12
Common stock dividends (\$ 0.36 /common share)	—	—	—	(359)	—	—	(359)
Other comprehensive loss, net of income taxes	—	—	—	—	(1)	—	(1)
Balance at March 31, 2023	<u>996,402</u>	<u>\$ 20,921</u>	<u>\$ (123)</u>	<u>\$ 4,907</u>	<u>\$ (639)</u>	<u>\$ 25,066</u>	

See the Combined Notes to Consolidated Financial Statements

COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Operating revenues		
Electric operating revenues	\$ 2,074	\$ 1,511
Revenues from alternative revenue programs	19	153
Operating revenues from affiliates	2	3
Total operating revenues	2,095	1,667
Operating expenses		
Purchased power	907	488
Operating and maintenance	318	254
Operating and maintenance from affiliates	100	83
Depreciation and amortization	362	338
Taxes other than income taxes	94	93
Total operating expenses	1,781	1,256
Operating income		
	314	411
Other income and (deductions)		
Interest expense, net	(119)	(114)
Interest expense to affiliates	(3)	(3)
Other, net	20	18
Total other income and (deductions)	(102)	(99)
Income before income taxes		
	212	312
Income taxes		
	19	71
Net income		
	\$ 193	\$ 241
Comprehensive income		
	\$ 193	\$ 241

See the Combined Notes to Consolidated Financial Statements

COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 193	\$ 241
Adjustments to reconcile net income to net cash flows provided by (used in) operating activities:		
Depreciation and amortization	362	338
Deferred income taxes and amortization of investment tax credits	(1)	55
Other non-cash operating activities	(6)	(153)
Changes in assets and liabilities:		
Accounts receivable	(133)	96
Receivables from and payables to affiliates, net	—	10
Inventories	(11)	(21)
Accounts payable and accrued expenses	(116)	(306)
Collateral received (paid), net	8	(4)
Income taxes	21	15
Regulatory assets and liabilities, net	315	(338)
Pension and non-pension postretirement benefit contributions	(5)	(23)
Other assets and liabilities	(67)	(22)
Net cash flows provided by (used in) operating activities	560	(112)
Cash flows from investing activities		
Capital expenditures	(594)	(617)
Other investing activities	1	1
Net cash flows used in investing activities	(593)	(616)
Cash flows from financing activities		
Changes in short-term borrowings	128	(18)
Repayments on short-term borrowings with maturities greater than 90 days	—	(150)
Issuance of long-term debt	—	975
Dividends paid on common stock	(194)	(187)
Contributions from parent	39	186
Other financing activities	1	(11)
Net cash flows (used in) provided by financing activities	(26)	795
(Decrease) increase in cash, restricted cash, and cash equivalents	(59)	67
Cash, restricted cash, and cash equivalents at beginning of period	686	511
Cash, restricted cash, and cash equivalents at end of period	\$ 627	\$ 578
Supplemental cash flow information		
Decrease in capital expenditures not paid	\$ (74)	\$ (35)

See the Combined Notes to Consolidated Financial Statements

COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	ASSETS	March 31, 2024	December 31, 2023
Current assets			
Cash and cash equivalents	\$ 100	\$ 110	
Restricted cash and cash equivalents	428	402	
Accounts receivable			
Customer accounts receivable	1,003	860	
Customer allowance for credit losses	<u>(82)</u>	<u>(69)</u>	
Customer accounts receivable, net	921	791	
Other accounts receivable	230	242	
Other allowance for credit losses	<u>(19)</u>	<u>(17)</u>	
Other accounts receivable, net	211	225	
Receivables from affiliates	3	3	
Inventories, net	289	279	
Regulatory assets	1,137	1,335	
Other	141	123	
Total current assets	3,230	3,268	
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 7,409 and \$ 7,222 as of March 31, 2024 and December 31, 2023, respectively)	29,371	29,088	
Deferred debits and other assets			
Regulatory assets	2,706	2,794	
Goodwill	2,625	2,625	
Receivable related to Regulatory Agreement Units	3,078	2,954	
Investments	6	6	
Prepaid pension asset	1,207	1,217	
Other	909	875	
Total deferred debits and other assets	10,531	10,471	
Total assets	<u>\$ 43,132</u>	<u>\$ 42,827</u>	

See the Combined Notes to Consolidated Financial Statements

COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)		March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Short-term borrowings		\$ 730	\$ 602
Long-term debt due within one year		250	250
Accounts payable		859	867
Accrued expenses		414	576
Payables to affiliates		72	72
Customer deposits		122	118
Regulatory liabilities		191	191
Mark-to-market derivative liabilities		29	27
Other		214	219
Total current liabilities		2,881	2,922
Long-term debt		11,237	11,236
Long-term debt to financing trust		205	205
Deferred credits and other liabilities			
Deferred income taxes and unamortized investment tax credits		5,384	5,327
Regulatory liabilities		7,697	7,493
Asset retirement obligations		150	149
Non-pension postretirement benefits obligations		163	161
Mark-to-market derivative liabilities		79	106
Other		935	865
Total deferred credits and other liabilities		14,408	14,101
Total liabilities		28,731	28,464
Commitments and contingencies			
Shareholders' equity			
Common stock		1,588	1,588
Other paid-in capital		10,440	10,401
Retained earnings		2,373	2,374
Total shareholders' equity		14,401	14,363
Total liabilities and shareholders' equity		\$ 43,132	\$ 42,827

See the Combined Notes to Consolidated Financial Statements

COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024				
	Common Stock	Other Paid-In Capital	Retained Earnings	Total Shareholders' Equity	
	\$ 1,588	\$ 10,401	\$ 2,374	\$ 14,363	
Balance at December 31, 2023	\$ 1,588	\$ 10,401	\$ 2,374	\$ 14,363	
Net income	—	—	193	193	
Common stock dividends	—	—	(194)	(194)	
Contributions from parent	—	39	—	39	
Balance at March 31, 2024	\$ 1,588	\$ 10,440	\$ 2,373	\$ 14,401	

(In millions)	Three Months Ended March 31, 2023				
	Common Stock	Other Paid-In Capital	Retained Earnings	Total Shareholders' Equity	
	\$ 1,588	\$ 9,746	\$ 2,030	\$ 13,364	
Balance at December 31, 2022	\$ 1,588	\$ 9,746	\$ 2,030	\$ 13,364	
Net income	—	—	241	241	
Common stock dividends	—	—	(187)	(187)	
Contributions from parent	—	186	—	186	
Balance at March 31, 2023	\$ 1,588	\$ 9,932	\$ 2,084	\$ 13,604	

See the Combined Notes to Consolidated Financial Statements

PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

(In millions)	Three Months Ended March 31,	
	2024	2023
Operating revenues		
Electric operating revenues	\$ 782	\$ 798
Natural gas operating revenues	272	316
Revenues from alternative revenue programs	(2)	(4)
Operating revenues from affiliates	2	2
Total operating revenues	1,054	1,112
Operating expenses		
Purchased power	306	330
Purchased fuel	97	154
Operating and maintenance	235	219
Operating and maintenance from affiliates	58	51
Depreciation and amortization	104	98
Taxes other than income taxes	51	50
Total operating expenses	851	902
Gain on sales of assets		
Operating income	205	210
Other income and (deductions)		
Interest expense, net	(52)	(45)
Interest expense to affiliates	(3)	(3)
Other, net	9	8
Total other income and (deductions)	(46)	(40)
Income before income taxes	159	170
Income taxes	10	4
Net income	\$ 149	\$ 166
Comprehensive income	\$ 149	\$ 166

See the Combined Notes to Consolidated Financial Statements

PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 149	\$ 166
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	104	98
Gain on sales of assets	(2)	—
Deferred income taxes and amortization of investment tax credits	(8)	(16)
Other non-cash operating activities	20	32
Changes in assets and liabilities:		
Accounts receivable	(75)	36
Receivables from and payables to affiliates, net	4	8
Inventories	19	60
Accounts payable and accrued expenses	(63)	(176)
Income taxes	19	20
Regulatory assets and liabilities, net	(20)	15
Pension and non-pension postretirement benefit contributions	(2)	—
Other assets and liabilities	(104)	(75)
Net cash flows provided by operating activities	41	168
Cash flows from investing activities		
Capital expenditures	(361)	(335)
Other investing activities	2	—
Net cash flows used in investing activities	(359)	(335)
Cash flows from financing activities		
Changes in short-term borrowings	(165)	(94)
Dividends paid on common stock	(100)	(101)
Contributions from parent	580	330
Net cash flows provided by financing activities	315	135
Decrease in cash, restricted cash, and cash equivalents	(3)	(32)
Cash, restricted cash, and cash equivalents at beginning of period	51	68
Cash, restricted cash, and cash equivalents at end of period	\$ 48	\$ 36
Supplemental cash flow information		
Increase (decrease) in capital expenditures not paid	\$ 5	\$ (9)

See the Combined Notes to Consolidated Financial Statements

PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 39	\$ 42
Restricted cash and cash equivalents	9	9
Accounts receivable		
Customer accounts receivable	562	527
Customer allowance for credit losses	<u>(107)</u>	<u>(95)</u>
Customer accounts receivable, net	455	432
Other accounts receivable	160	117
Other allowance for credit losses	<u>(13)</u>	<u>(8)</u>
Other accounts receivable, net	147	109
Receivables from affiliates	—	2
Inventories, net		
Fossil fuel	22	50
Materials and supplies	76	67
Prepaid utility taxes	128	2
Regulatory assets	128	127
Other	78	63
Total current assets	1,082	903
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 4,149 and \$ 4,097 as of March 31, 2024 and December 31, 2023, respectively)	13,399	13,128
Deferred debits and other assets		
Regulatory assets	834	793
Receivable related to Regulatory Agreement Units	304	278
Investments	37	35
Prepaid pension asset	432	429
Other	28	29
Total deferred debits and other assets	1,635	1,564
Total assets	\$ 16,116	\$ 15,595

See the Combined Notes to Consolidated Financial Statements

PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Short-term borrowings	\$ —	\$ 165
Accounts payable	524	512
Accrued expenses	198	236
Payables to affiliates	41	39
Customer deposits	78	79
Renewable energy credit obligation	54	36
Regulatory liabilities	83	92
Other	31	23
Total current liabilities	1,009	1,182
Long-term debt		5,134
Long-term debt to financing trusts		184
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	2,349	2,321
Regulatory liabilities	340	314
Asset retirement obligations	27	26
Non-pension postretirement benefits obligations	287	286
Other	88	79
Total deferred credits and other liabilities	3,091	3,026
Total liabilities	9,418	9,526
Commitments and contingencies		
Shareholder's equity		
Common stock	4,630	4,050
Retained earnings	2,068	2,019
Total shareholder's equity	6,698	6,069
Total liabilities and shareholder's equity	\$ 16,116	\$ 15,595

See the Combined Notes to Consolidated Financial Statements

PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024			Total Shareholder's Equity
	Common Stock	Retained Earnings		
Balance at December 31, 2023	\$ 4,050	\$ 2,019	\$ 6,069	
Net income	—	149	149	
Common stock dividends	—	(100)	(100)	
Contributions from parent	580	—	580	
Balance at March 31, 2024	\$ 4,630	\$ 2,068	\$ 6,698	
Three Months Ended March 31, 2023				
	Common Stock	Retained Earnings		Total Shareholder's Equity
Balance at December 31, 2022	\$ 3,702	\$ 1,861	\$ 5,563	
Net income	—	166	166	
Common stock dividends	—	(101)	(101)	
Contributions from parent	330	—	330	
Balance at March 31, 2023	\$ 4,032	\$ 1,926	\$ 5,958	

See the Combined Notes to Consolidated Financial Statements

BALTIMORE GAS AND ELECTRIC COMPANY
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

(In millions)	Three Months Ended March 31,	
	2024	2023
Operating revenues		
Electric operating revenues	\$ 857	\$ 780
Natural gas operating revenues	395	409
Revenues from alternative revenue programs	43	65
Operating revenues from affiliates	2	3
Total operating revenues	1,297	1,257
Operating expenses		
Purchased power	377	343
Purchased fuel	87	149
Operating and maintenance	205	168
Operating and maintenance from affiliates	59	54
Depreciation and amortization	150	167
Taxes other than income taxes	89	83
Total operating expenses	967	964
Operating income	330	293
Other income and (deductions)		
Interest expense, net	(50)	(44)
Other, net	8	3
Total other income and (deductions)	(42)	(41)
Income before income taxes	288	252
Income taxes	24	52
Net income	\$ 264	\$ 200
Comprehensive income	\$ 264	\$ 200

See the Combined Notes to Consolidated Financial Statements

BALTIMORE GAS AND ELECTRIC COMPANY
STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 264	\$ 200
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	150	167
Deferred income taxes and amortization of investment tax credits	(4)	24
Other non-cash operating activities	(21)	(32)
Changes in assets and liabilities:		
Accounts receivable	(95)	43
Receivables from and payables to affiliates, net	2	(3)
Inventories	14	62
Accounts payable and accrued expenses	21	(96)
Collateral paid, net	—	(22)
Income taxes	29	29
Regulatory assets and liabilities, net	—	(31)
Pension and non-pension postretirement benefit contributions	(25)	(8)
Other assets and liabilities	(18)	(24)
Net cash flows provided by operating activities	317	309
Cash flows from investing activities		
Capital expenditures	(324)	(350)
Other investing activities	8	3
Net cash flows used in investing activities	(316)	(347)
Cash flows from financing activities		
Changes in short-term borrowings	70	(165)
Dividends paid on common stock	(92)	(80)
Contributions from parent	—	237
Net cash flows used in financing activities	(22)	(8)
Decrease in cash, restricted cash, and cash equivalents	(21)	(46)
Cash, restricted cash, and cash equivalents at beginning of period	48	67
Cash, restricted cash, and cash equivalents at end of period	\$ 27	\$ 21
Supplemental cash flow information		
Decrease in capital expenditures not paid	\$ (8)	\$ (70)

See the Combined Notes to Consolidated Financial Statements

BALTIMORE GAS AND ELECTRIC COMPANY
BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 27	\$ 47
Restricted cash and cash equivalents	—	1
Accounts receivable		
Customer accounts receivable	618	527
Customer allowance for credit losses	<u>(52)</u>	<u>(46)</u>
Customer accounts receivable, net	566	481
Other accounts receivable	104	106
Other allowance for credit losses	<u>(7)</u>	<u>(7)</u>
Other accounts receivable, net	97	99
Inventories, net		
Fossil fuel	13	35
Materials and supplies	82	74
Prepaid utility taxes	54	56
Regulatory assets	237	229
Other	18	25
Total current assets	<u>1,094</u>	<u>1,047</u>
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 4,817 and \$ 4,744 as of March 31, 2024 and December 31, 2023, respectively)	12,291	12,102
Deferred debits and other assets		
Regulatory assets	742	727
Investments	10	9
Prepaid pension asset	253	248
Other	54	51
Total deferred debits and other assets	<u>1,059</u>	<u>1,035</u>
Total assets	\$ 14,444	\$ 14,184

See the Combined Notes to Consolidated Financial Statements

BALTIMORE GAS AND ELECTRIC COMPANY
BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Short-term borrowings	\$ 406	\$ 336
Accounts payable	338	344
Accrued expenses	249	203
Payables to affiliates	37	35
Customer deposits	115	114
Regulatory liabilities	26	27
Other	24	34
Total current liabilities	1,195	1,093
Long-term debt	4,602	4,602
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	2,016	1,945
Regulatory liabilities	699	773
Asset retirement obligations	32	32
Non-pension postretirement benefits obligations	153	158
Other	85	91
Total deferred credits and other liabilities	2,985	2,999
Total liabilities	8,782	8,694
Commitments and contingencies		
Shareholder's equity		
Common stock	3,246	3,246
Retained earnings	2,416	2,244
Total shareholder's equity	5,662	5,490
Total liabilities and shareholder's equity	\$ 14,444	\$ 14,184

See the Combined Notes to Consolidated Financial Statements

BALTIMORE GAS AND ELECTRIC COMPANY
STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024		
	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at December 31, 2023	\$ 3,246	\$ 2,244	\$ 5,490
Net income	—	264	264
Common stock dividends	—	(92)	(92)
Balance at March 31, 2024	<u><u>\$ 3,246</u></u>	<u><u>\$ 2,416</u></u>	<u><u>\$ 5,662</u></u>
Three Months Ended March 31, 2023			
(In millions)	Three Months Ended March 31, 2023		
	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at December 31, 2022	\$ 2,861	\$ 2,075	\$ 4,936
Net income	—	200	200
Common stock dividends	—	(80)	(80)
Contributions from parent	237	—	237
Balance at March 31, 2023	<u><u>\$ 3,098</u></u>	<u><u>\$ 2,195</u></u>	<u><u>\$ 5,293</u></u>

See the Combined Notes to Consolidated Financial Statements

PEPCO HOLDINGS LLC AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
(In millions)	2024	2023
Operating revenues		
Electric operating revenues	\$ 1,485	\$ 1,371
Natural gas operating revenues	72	97
Revenues from alternative revenue programs	46	65
Operating revenues from affiliates	3	3
Total operating revenues	<u>1,606</u>	<u>1,536</u>
Operating expenses		
Purchased power	607	572
Purchased fuel	29	55
Operating and maintenance	274	267
Operating and maintenance from affiliates	51	42
Depreciation and amortization	246	241
Taxes other than income taxes	128	120
Total operating expenses	<u>1,335</u>	<u>1,297</u>
Operating income	<u>271</u>	<u>239</u>
Other income and (deductions)		
Interest expense, net	(90)	(76)
Other, net	27	26
Total other income and (deductions)	<u>(63)</u>	<u>(50)</u>
Income before income taxes	<u>208</u>	<u>189</u>
Income taxes	<u>40</u>	<u>34</u>
Net income	<u>\$ 168</u>	<u>\$ 155</u>
Comprehensive income	<u>\$ 168</u>	<u>\$ 155</u>

See the Combined Notes to Consolidated Financial Statements

PEPCO HOLDINGS LLC AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 168	\$ 155
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	246	241
Deferred income taxes and amortization of investment tax credits	16	13
Other non-cash operating activities	9	(7)
Changes in assets and liabilities:		
Accounts receivable	1	98
Inventories	(11)	4
Accounts payable and accrued expenses	(23)	(88)
Collateral paid, net	—	(189)
Income taxes	24	20
Regulatory assets and liabilities, net	(42)	27
Pension and non-pension postretirement benefit contributions	(72)	(7)
Other assets and liabilities	(27)	(11)
Net cash flows provided by operating activities	289	256
Cash flows from investing activities		
Capital expenditures	(453)	(561)
Other investing activities	—	8
Net cash flows used in investing activities	(453)	(553)
Cash flows from financing activities		
Changes in short-term borrowings	(394)	(414)
Issuance of long-term debt	925	450
Retirement of long-term debt	(400)	—
Changes in Exelon intercompany money pool	8	8
Distributions to member	(118)	(112)
Contributions from member	487	405
Other financing activities	(21)	(17)
Net cash flows provided by financing activities	487	320
Increase in cash, restricted cash, and cash equivalents	323	23
Cash, restricted cash, and cash equivalents at beginning of period	204	373
Cash, restricted cash, and cash equivalents at end of period	\$ 527	\$ 396
Supplemental cash flow information		
Decrease in capital expenditures not paid	\$ (11)	\$ (76)

See the Combined Notes to Consolidated Financial Statements

PEPCO HOLDINGS LLC AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 504	\$ 180
Restricted cash and cash equivalents	23	24
Accounts receivable		
Customer accounts receivable	714	745
Customer allowance for credit losses	(105)	(107)
Customer accounts receivable, net	609	638
Other accounts receivable	321	310
Other allowance for credit losses	(57)	(50)
Other accounts receivable, net	264	260
Receivables from affiliates	4	3
Inventories, net		
Fossil fuel	3	9
Materials and supplies	304	287
Regulatory assets	342	337
Other	82	100
Total current assets	2,135	1,838
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 3,302 and \$ 3,175 as of March 31, 2024 and December 31, 2023, respectively)	19,121	18,851
Deferred debits and other assets		
Regulatory assets	1,606	1,587
Goodwill	4,005	4,005
Investments	145	143
Prepaid pension asset	314	268
Other	209	211
Total deferred debits and other assets	6,279	6,214
Total assets	\$ 27,535	\$ 26,903

See the Combined Notes to Consolidated Financial Statements

PEPCO HOLDINGS LLC AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND MEMBER'S EQUITY		
Current liabilities		
Short-term borrowings	\$ —	\$ 394
Long-term debt due within one year	244	644
Accounts payable	668	683
Accrued expenses	344	338
Payables to affiliates	60	59
Borrowings from Exelon intercompany money pool	73	65
Customer deposits	104	100
Regulatory liabilities	89	71
Unamortized energy contract liabilities	7	8
PPA termination obligation	31	49
Other	108	138
Total current liabilities	1,728	2,549
Long-term debt	8,909	8,004
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	3,071	3,031
Regulatory liabilities	878	904
Asset retirement obligations	56	55
Non-pension postretirement benefit obligations	37	40
Unamortized energy contract liabilities	25	27
Other	512	511
Total deferred credits and other liabilities	4,579	4,568
Total liabilities	15,216	15,121
Commitments and contingencies		
Member's equity		
Membership interest	12,544	12,057
Undistributed losses	(225)	(275)
Total member's equity	12,319	11,782
Total liabilities and member's equity	\$ 27,535	\$ 26,903

See the Combined Notes to Consolidated Financial Statements

PEPCO HOLDINGS LLC AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CHANGES IN MEMBER'S EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024		
	Membership Interest	Undistributed (Losses)/Gains	Total Member's Equity
Balance at December 31, 2023	\$ 12,057	\$ (275)	\$ 11,782
Net income	—	168	168
Distributions to member	—	(118)	(118)
Contributions from member	487	—	487
Balance at March 31, 2024	\$ 12,544	\$ (225)	\$ 12,319

(In millions)	Three Months Ended March 31, 2023		
	Membership Interest	Undistributed (Losses)/Gains	Total Member's Equity
Balance at December 31, 2022	\$ 11,582	\$ (352)	\$ 11,230
Net income	—	155	155
Distributions to member	—	(112)	(112)
Contributions from member	405	—	405
Balance at March 31, 2023	\$ 11,987	\$ (309)	\$ 11,678

See the Combined Notes to Consolidated Financial Statements

POTOMAC ELECTRIC POWER COMPANY
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

(In millions)	Three Months Ended March 31,	
	2024	2023
Operating revenues		
Electric operating revenues	\$ 728	\$ 670
Revenues from alternative revenue programs	29	39
Operating revenues from affiliates	2	1
Total operating revenues	759	710
Operating expenses		
Purchased power	281	258
Operating and maintenance	86	93
Operating and maintenance from affiliates	64	57
Depreciation and amortization	107	108
Taxes other than income taxes	102	94
Total operating expenses	640	610
Operating income		
Other income and (deductions)		
Interest expense, net	(45)	(39)
Other, net	15	16
Total other income and (deductions)	(30)	(23)
Income before income taxes		
Income taxes		
Net income	\$ 75	\$ 65
Comprehensive income	\$ 75	\$ 65

See the Combined Notes to Consolidated Financial Statements

POTOMAC ELECTRIC POWER COMPANY
STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 75	\$ 65
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	107	108
Deferred income taxes and amortization of investment tax credits	3	3
Other non-cash operating activities	(13)	(10)
Changes in assets and liabilities:		
Accounts receivable	21	52
Receivables from and payables to affiliates, net	6	3
Inventories	(10)	(3)
Accounts payable and accrued expenses	—	(27)
Collateral paid, net	(1)	(25)
Income taxes	12	8
Regulatory assets and liabilities, net	6	(3)
Pension and non-pension postretirement benefit contributions	(4)	(4)
Other assets and liabilities	(19)	11
Net cash flows provided by operating activities	183	178
Cash flows from investing activities		
Capital expenditures	(229)	(264)
Changes in PHI intercompany money pool	(134)	—
Other investing activities	—	8
Net cash flows used in investing activities	(363)	(256)
Cash flows from financing activities		
Changes in short-term borrowings	(132)	(299)
Issuance of long-term debt	675	250
Retirement of long-term debt	(400)	—
Dividends paid on common stock	(51)	(48)
Contributions from parent	251	243
Other financing activities	(15)	(14)
Net cash flows provided by financing activities	328	132
Increase in cash, restricted cash, and cash equivalents	148	54
Cash, restricted cash, and cash equivalents at beginning of period	72	99
Cash, restricted cash, and cash equivalents at end of period	\$ 220	\$ 153
Supplemental cash flow information		
Decrease in capital expenditures not paid	\$ (11)	\$ (43)

See the Combined Notes to Consolidated Financial Statements

POTOMAC ELECTRIC POWER COMPANY
BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 198	\$ 48
Restricted cash and cash equivalents	22	24
Accounts receivable		
Customer accounts receivable	349	369
Customer allowance for credit losses	(52)	(52)
Customer accounts receivable, net	297	317
Other accounts receivable	156	166
Other allowance for credit losses	(35)	(28)
Other accounts receivable, net	121	138
Receivables from affiliates	1	2
Receivable from PHI intercompany money pool	134	—
Inventories, net	169	159
Regulatory assets	133	150
Other	35	51
Total current assets	1,110	889
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 4,341 and \$ 4,284 as of March 31, 2024 and December 31, 2023, respectively)	9,584	9,430
Deferred debits and other assets		
Regulatory assets	467	450
Investments	127	124
Prepaid pension asset	240	246
Other	57	55
Total deferred debits and other assets	891	875
Total assets	\$ 11,585	\$ 11,194

See the Combined Notes to Consolidated Financial Statements

POTOMAC ELECTRIC POWER COMPANY
BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Short-term borrowings	\$ —	\$ 132
Long-term debt due within one year	5	405
Accounts payable	304	321
Accrued expenses	209	191
Payables to affiliates	37	32
Customer deposits	49	47
Regulatory liabilities	23	15
Merger related obligation	23	25
Other	35	61
Total current liabilities	685	1,229
Long-term debt	4,354	3,691
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	1,448	1,431
Regulatory liabilities	368	382
Asset retirement obligations	38	37
Other	273	280
Total deferred credits and other liabilities	2,127	2,130
Total liabilities	7,166	7,050
Commitments and contingencies		
Shareholder's equity		
Common stock	3,326	3,075
Retained earnings	1,093	1,069
Total shareholder's equity	4,419	4,144
Total liabilities and shareholder's equity	\$ 11,585	\$ 11,194

See the Combined Notes to Consolidated Financial Statements

POTOMAC ELECTRIC POWER COMPANY
STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024		
	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at December 31, 2023	\$ 3,075	\$ 1,069	\$ 4,144
Net income	—	75	75
Common stock dividends	—	(51)	(51)
Contributions from parent	251	—	251
Balance at March 31, 2024	\$ 3,326	\$ 1,093	\$ 4,419

(In millions)	Three Months Ended March 31, 2023		
	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at December 31, 2022	\$ 2,767	\$ 1,015	\$ 3,782
Net income	—	65	65
Common stock dividends	—	(48)	(48)
Contributions from parent	243	—	243
Balance at March 31, 2023	\$ 3,010	\$ 1,032	\$ 4,042

See the Combined Notes to Consolidated Financial Statements

DELMARVA POWER & LIGHT COMPANY
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
(In millions)	2024	2023
Operating revenues		
Electric operating revenues	\$ 413	\$ 366
Natural gas operating revenues	72	97
Revenues from alternative revenue programs	4	9
Operating revenues from affiliates	2	2
Total operating revenues	<u>491</u>	<u>474</u>
Operating expenses		
Purchased power	186	166
Purchased fuel	29	55
Operating and maintenance	51	46
Operating and maintenance from affiliates	44	41
Depreciation and amortization	61	60
Taxes other than income taxes	20	20
Total operating expenses	<u>391</u>	<u>388</u>
Operating income	<u>100</u>	<u>86</u>
Other income and (deductions)		
Interest expense, net	(22)	(17)
Other, net	5	3
Total other income and (deductions)	<u>(17)</u>	<u>(14)</u>
Income before income taxes	<u>83</u>	<u>72</u>
Income taxes	<u>17</u>	<u>12</u>
Net income	<u>\$ 66</u>	<u>\$ 60</u>
Comprehensive income	<u>\$ 66</u>	<u>\$ 60</u>

See the Combined Notes to Consolidated Financial Statements

DELMARVA POWER & LIGHT COMPANY
STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 66	\$ 60
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	61	60
Deferred income taxes and amortization of investment tax credits	6	3
Other non-cash operating activities	12	(1)
Changes in assets and liabilities:		
Accounts receivable	(7)	23
Receivables from and payables to affiliates, net	—	4
Inventories	1	10
Accounts payable and accrued expenses	16	(16)
Collateral paid, net	—	(120)
Income taxes	10	9
Regulatory assets and liabilities, net	(1)	27
Other assets and liabilities	6	1
Net cash flows provided by operating activities	170	60
Cash flows from investing activities		
Capital expenditures	(134)	(134)
Net cash flows used in investing activities	(134)	(134)
Cash flows from financing activities		
Changes in short-term borrowings	(63)	(115)
Issuance of long-term debt	175	125
Dividends paid on common stock	(45)	(42)
Contributions from parent	154	99
Other financing activities	(3)	(2)
Net cash flows provided by financing activities	218	65
Increase (decrease) in cash, restricted cash, and cash equivalents	254	(9)
Cash, restricted cash, and cash equivalents at beginning of period	16	152
Cash, restricted cash, and cash equivalents at end of period	\$ 270	\$ 143
Supplemental cash flow information		
Decrease in capital expenditures not paid	\$ (6)	\$ (3)

See the Combined Notes to Consolidated Financial Statements

DELMARVA POWER & LIGHT COMPANY
BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 269	\$ 16
Restricted cash and cash equivalents	1	—
Accounts receivable		
Customer accounts receivable	186	183
Customer allowance for credit losses	(17)	(19)
Customer accounts receivable, net	169	164
Other accounts receivable	51	52
Other allowance for credit losses	(8)	(8)
Other accounts receivable, net	43	44
Receivables from affiliates	—	1
Inventories, net		
Fossil fuel	3	9
Materials and supplies	77	72
Prepaid utility taxes	13	24
Regulatory assets	56	54
Other	20	14
Total current assets	651	398
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 1,961 and \$ 1,925 as of March 31, 2024 and December 31, 2023, respectively)	5,245	5,165
Deferred debits and other assets		
Regulatory assets	212	218
Prepaid pension asset	132	135
Other	51	50
Total deferred debits and other assets	395	403
Total assets	\$ 6,291	\$ 5,966

See the Combined Notes to Consolidated Financial Statements

DELMARVA POWER & LIGHT COMPANY
BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Short-term borrowings	\$ —	\$ 63
Long-term debt due within one year	85	84
Accounts payable	157	159
Accrued expenses	86	64
Payables to affiliates	25	25
Customer deposits	32	31
Regulatory liabilities	61	50
Other	18	21
Total current liabilities	464	497
Long-term debt	2,169	1,996
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	919	904
Regulatory liabilities	356	365
Asset retirement obligations	13	12
Non-pension postretirement benefits obligations	5	6
Other	97	93
Total deferred credits and other liabilities	1,390	1,380
Total liabilities	4,023	3,873
Commitments and contingencies		
Shareholder's equity		
Common stock	1,609	1,455
Retained earnings	659	638
Total shareholder's equity	2,268	2,093
Total liabilities and shareholder's equity	\$ 6,291	\$ 5,966

See the Combined Notes to Consolidated Financial Statements

DELMARVA POWER & LIGHT COMPANY
STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024		
	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at December 31, 2023	\$ 1,455	\$ 638	\$ 2,093
Net income	—	66	66
Common stock dividends	—	(45)	(45)
Contributions from parent	154	—	154
Balance at March 31, 2024	\$ 1,609	\$ 659	\$ 2,268

(In millions)	Three Months Ended March 31, 2023		
	Common Stock	Retained Earnings	Total Shareholder's Equity
Balance at December 31, 2022	\$ 1,356	\$ 594	\$ 1,950
Net income	—	60	60
Common stock dividends	—	(42)	(42)
Contributions from parent	99	—	99
Balance at March 31, 2023	\$ 1,455	\$ 612	\$ 2,067

See the Combined Notes to Consolidated Financial Statements

ATLANTIC CITY ELECTRIC COMPANY AND SUBSIDIARY COMPANY
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
(In millions)	2024	2023
Operating revenues		
Electric operating revenues	\$ 344	\$ 335
Revenues from alternative revenue programs	13	17
Operating revenues from affiliates	1	1
Total operating revenues	<u>358</u>	<u>353</u>
Operating expenses		
Purchased power	140	148
Operating and maintenance	47	44
Operating and maintenance from affiliates	40	37
Depreciation and amortization	74	67
Taxes other than income taxes	2	2
Total operating expenses	<u>303</u>	<u>298</u>
Operating income		
Other income and (deductions)		
Interest expense, net	(20)	(16)
Other, net	5	5
Total other income and (deductions)	<u>(15)</u>	<u>(11)</u>
Income before income taxes		
Income taxes		
Net income	<u>\$ 29</u>	<u>\$ 33</u>
Comprehensive income		
	<u><u>\$ 29</u></u>	<u><u>\$ 33</u></u>

See the Combined Notes to Consolidated Financial Statements

ATLANTIC CITY ELECTRIC COMPANY AND SUBSIDIARY COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In millions)	Three Months Ended	
	March 31,	2023
Cash flows from operating activities		
Net income	\$ 29	\$ 33
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	74	67
Deferred income taxes and amortization of investment tax credits	7	6
Other non-cash operating activities	2	(9)
Changes in assets and liabilities:		
Accounts receivable	(12)	24
Receivables from and payables to affiliates, net	(5)	(1)
Inventories	(3)	(3)
Accounts payable and accrued expenses	(1)	(15)
Collateral received (paid), net	1	(44)
Income taxes	3	5
Regulatory assets and liabilities, net	(47)	3
Pension and non-pension postretirement benefit contributions	(7)	(1)
Other assets and liabilities	(13)	(21)
Net cash flows provided by operating activities	28	44
Cash flows from investing activities		
Capital expenditures	(89)	(161)
Net cash flows used in investing activities	(89)	(161)
Cash flows from financing activities		
Changes in short-term borrowings	(199)	—
Issuance of long-term debt	75	75
Changes in PHI intercompany money pool	134	—
Dividends paid on common stock	(22)	(21)
Contributions from parent	81	63
Other financing activities	(2)	(1)
Net cash flows provided by financing activities	67	116
Increase (decrease) in cash and cash equivalents	6	(1)
Cash and cash equivalents at beginning of period	21	72
Cash and cash equivalents at end of period	\$ 27	\$ 71
Supplemental cash flow information		
Increase (decrease) in capital expenditures not paid	\$ 4	\$ (30)

See the Combined Notes to Consolidated Financial Statements

ATLANTIC CITY ELECTRIC COMPANY AND SUBSIDIARY COMPANY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 27	\$ 21
Accounts receivable		
Customer accounts receivable	178	194
Customer allowance for credit losses	(36)	(36)
Customer accounts receivable, net	142	158
Other accounts receivable	115	92
Other allowance for credit losses	(14)	(14)
Other accounts receivable, net	101	78
Receivables from affiliates	4	3
Inventories, net	58	55
Regulatory assets	145	125
Other	7	5
Total current assets	484	445
Property, plant, and equipment (net of accumulated depreciation and amortization of \$ 1,702 and \$ 1,684 as of March 31, 2024 and December 31, 2023, respectively)	4,232	4,192
Deferred debits and other assets		
Regulatory assets	497	483
Prepaid pension asset	6	3
Other	34	34
Total deferred debits and other assets	537	520
Total assets	\$ 5,253	\$ 5,157

See the Combined Notes to Consolidated Financial Statements

ATLANTIC CITY ELECTRIC COMPANY AND SUBSIDIARY COMPANY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In millions)	March 31, 2024	December 31, 2023
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Short-term borrowings	\$ —	\$ 199
Long-term debt due within one year	154	154
Accounts payable	195	192
Accrued expenses	45	42
Payables to affiliates	22	25
Borrowings from PHI intercompany money pool	134	—
Customer deposits	23	23
Regulatory liabilities	5	6
PPA termination obligation	31	49
Other	11	12
Total current liabilities	620	702
Long-term debt	1,755	1,679
Deferred credits and other liabilities		
Deferred income taxes and unamortized investment tax credits	780	771
Regulatory liabilities	137	140
Non-pension postretirement benefit obligations	3	4
Other	58	49
Total deferred credits and other liabilities	978	964
Total liabilities	3,353	3,345
Commitments and contingencies		
Shareholder's equity		
Common stock	1,911	1,830
Retained deficit	(11)	(18)
Total shareholder's equity	1,900	1,812
Total liabilities and shareholder's equity	\$ 5,253	\$ 5,157

See the Combined Notes to Consolidated Financial Statements

ATLANTIC CITY ELECTRIC COMPANY AND SUBSIDIARY COMPANY
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY
(Unaudited)

(In millions)	Three Months Ended March 31, 2024		
	Common Stock	Retained (Deficit)	Total Shareholder's Equity
Balance at December 31, 2023	\$ 1,830	\$ (18)	\$ 1,812
Net income	—	29	29
Common stock dividends	—	(22)	(22)
Contributions from parent	81	—	81
Balance at March 31, 2024	<u>\$ 1,911</u>	<u>\$ (11)</u>	<u>\$ 1,900</u>

(In millions)	Three Months Ended March 31, 2023		
	Common Stock	Retained (Deficit) Earnings	Total Shareholder's Equity
Balance at December 31, 2022	\$ 1,765	\$ (12)	\$ 1,753
Net income	—	33	33
Common stock dividends	—	(21)	(21)
Contributions from parent	63	—	63
Balance at March 31, 2023	<u>\$ 1,828</u>	<u>\$ —</u>	<u>\$ 1,828</u>

See the Combined Notes to Consolidated Financial Statements

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share data, unless otherwise noted)

Note 1 — Significant Accounting Policies

1. Significant Accounting Policies (All Registrants)

Description of Business

Exelon is a utility services holding company engaged in the energy transmission and distribution businesses through ComEd, PECO, BGE, Pepco, DPL, and ACE.

Name of Registrant	Business	Service Territories
Commonwealth Edison Company	Purchase and regulated retail sale of electricity Transmission and distribution of electricity to retail customers	Northern Illinois, including the City of Chicago
PECO Energy Company	Purchase and regulated retail sale of electricity and natural gas Transmission and distribution of electricity and distribution of natural gas to retail customers	Southeastern Pennsylvania, including the City of Philadelphia (electricity) Pennsylvania counties surrounding the City of Philadelphia (natural gas)
Baltimore Gas and Electric Company	Purchase and regulated retail sale of electricity and natural gas Transmission and distribution of electricity and distribution of natural gas to retail customers	Central Maryland, including the City of Baltimore (electricity and natural gas)
Pepco Holdings LLC	Utility services holding company engaged, through its reportable segments Pepco, DPL, and ACE	Service Territories of Pepco, DPL, and ACE
Potomac Electric Power Company	Purchase and regulated retail sale of electricity Transmission and distribution of electricity to retail customers	District of Columbia, and major portions of Montgomery and Prince George's Counties, Maryland
Delmarva Power & Light Company	Purchase and regulated retail sale of electricity and natural gas Transmission and distribution of electricity and distribution of natural gas to retail customers	Portions of Delaware and Maryland (electricity) Portions of New Castle County, Delaware (natural gas)
Atlantic City Electric Company	Purchase and regulated retail sale of electricity Transmission and distribution of electricity to retail customers	Portions of Southern New Jersey

Basis of Presentation

This is a combined quarterly report of all Registrants. The Notes to the Consolidated Financial Statements apply to the Registrants as indicated parenthetically next to each corresponding disclosure. When appropriate, the Registrants are named specifically for their related activities and disclosures. Each of the Registrant's Consolidated Financial Statements includes the accounts of its subsidiaries. All intercompany transactions have been eliminated.

Through its business services subsidiary, BSC, Exelon provides its subsidiaries with a variety of support services at cost, including legal, human resources, financial, information technology, and supply management services. PHI also has a business services subsidiary, PHISCO, which provides a variety of support services at cost, including legal, finance, engineering, customer operations, distribution and transmission planning, asset management, system operations, and power procurement, to PHI operating companies. The costs of BSC and PHISCO are directly charged or allocated to the applicable subsidiaries. The results of Exelon's corporate operations are presented as "Other" in the consolidated financial statements and include intercompany eliminations unless otherwise disclosed.

The accompanying consolidated financial statements as of March 31, 2024 and for the three months ended March 31, 2024 and 2023 are unaudited but, in the opinion of each Registrant's management, the Registrants include all adjustments that are considered necessary for a fair statement of the Registrants' respective financial statements in accordance with GAAP. All adjustments are of a normal, recurring nature, except as otherwise disclosed. The December 31, 2023 Consolidated Balance Sheets were derived from audited financial statements. The interim financial statements are to be read in conjunction with prior annual financial statements and notes. Additionally, financial results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the fiscal year ending December 31, 2024. These Combined Notes to Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC for Quarterly Reports on Form 10-Q. Certain information and note disclosures normally included in financial

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except per share data, unless otherwise noted)

Note 1 — Significant Accounting Policies

statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations.

New Accounting Standards (All Registrants)

New Accounting Standards Issued and Not Yet Adopted as of March 31, 2024: The following new authoritative accounting guidance issued by the FASB has not yet been adopted and reflected by the Registrants in their consolidated financial statements as of March 31, 2024. Unless otherwise indicated, the Registrants are currently assessing the impacts such guidance may have (which could be material) in their Consolidated Balance Sheets, Consolidated Statements of Operations and Comprehensive Income, Consolidated Statements of Cash Flows and disclosures, as well as the potential to early adopt where applicable. The Registrants have assessed other FASB issuances of new standards which are not listed below given the current expectation that such standards will not significantly impact the Registrants' financial reporting.

Segment Reporting (Issued November 2023). Improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The objective of the revised guidance is to introduce a new requirement to disclose significant segment expenses regularly provided to the CODM, extend certain annual disclosures to interim periods, clarify single reportable segment entities must apply ASC 280 in its entirety, permit more than one measure of segment profit or loss to be reported under certain conditions, and require disclosure of the title and position of the CODM. The standard is effective for annual periods beginning January 1, 2024 and interim periods beginning January 1, 2025, with early adoption permitted. The standard will be applied retrospectively.

Improvement to Income Tax Disclosures (Issued December 2023). Provides additional disclosure requirements related to the effective tax rate reconciliation and income taxes paid. Under the revised guidance for the effective tax reconciliations, entities would be required to disclose: (1) eight specific categories in the effective tax rate reconciliation in both percentages and reporting currency amount, (2) additional information for reconciling items over a certain threshold, (3) explanation of individual reconciling items disclosed, and (4) provide a qualitative description of the state and local jurisdictions that contribute to the majority of the state income tax expense. For each annual period presented, the new standard requires disclosure of the year-to-date amount of income taxes paid (net of refunds received) disaggregated by federal, state, and foreign. It also requires additional disaggregated information on income taxes paid (net of refunds received) to an individual jurisdiction equal to or greater than 5% of total income taxes paid (net of refunds received). The standard is effective January 1, 2025, with early adoption permitted.

2. Regulatory Matters (All Registrants)

As discussed in Note 3 — Regulatory Matters of the 2023 Form 10-K, the Registrants are involved in rate and regulatory proceedings at FERC and their state commissions. The following discusses developments in 2024 and updates to the 2023 Form 10-K.

Distribution Base Rate Case Proceedings

The following tables show the completed and pending distribution base rate case proceedings in 2024.

Completed Distribution Base Rate Case Proceedings

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

Registrant/Jurisdiction	Filing Date	Service	Requested Revenue Requirement Increase	Approved Revenue Requirement Increase	Approved ROE	Approval Date	Rate Effective Date
ComEd - Illinois	January 17, 2023	Electric	\$ 1,487	\$ 501	8.905 %	December 14, 2023 ^(a)	January 1, 2024
	April 21, 2023 ^(c)	Electric	\$ 838	\$ 810	8.905 %	April 18, 2024 ^(b)	May 1, 2024
BGE - Maryland ^(d)	February 17, 2023	Electric	\$ 313	\$ 179	9.50 %	December 14, 2023	January 1, 2024
Pepco - Maryland ^(e)	October 26, 2020 (amended March 31, 2021)	Electric	\$ 104	\$ 52	9.55 %	June 28, 2021	June 28, 2021
DPL - Maryland ^(f)	May 19, 2022	Electric	\$ 38	\$ 29	9.60 %	December 14, 2022	January 1, 2023
DPL - Delaware	December 15, 2022 (amended September 29, 2023)	Electric	\$ 39	\$ 28	9.60 %	April 18, 2024	July 15, 2023
ACE - New Jersey ^(g)	February 15, 2023 (amended August 21, 2023)	Electric	\$ 92	\$ 45	9.60 %	November 17, 2023	December 1, 2023

(a) Reflects a four-year cumulative multi-year rate plan for January 1, 2024 to December 31, 2027. On December 14, 2023, the ICC approved year-over-year distribution revenue requirement increases in 2024-2027, with an mandatory order on January 10, 2024, of approximately \$ 451 million effective January 1, 2024, \$ 14 million effective January 1, 2025, \$ 6 million effective January 1, 2026, and \$ 30 million effective January 1, 2027, based on an ROE of 8.905 %, an equity ratio of 50 %, and year end 2022 rate base. The ICC rejected ComEd's Grid Plan, requiring ComEd to file a revised Grid Plan by March 13, 2024, 90 days after the issuance of the December final order. The ICC also directed that the revised Grid Plan would be reviewed through further formal proceedings in that docket. On January 10, 2024, the ICC granted one portion of ComEd's application for rehearing of the December 14, 2023 final order, and directed that a rehearing process extending no more than 150 days reconsider certain components of the revenue requirements for the test years (2024-2027), absent an approved Grid Plan. On January 10, 2024, ComEd also filed with the Illinois appellate court an appeal of various aspects of the ICC's final order on which rehearing was denied, including the 8.905 % ROE and 50 % equity ratio and denial of any return on ComEd's pension asset. On March 13, 2024, ComEd filed its revised Grid Plan (Refiled Grid Plan) with supporting testimony and schedules with the ICC. On March 15, 2024, ComEd filed a petition to adjust its MRP to authorize increased rates consistent with the Refiled Grid Plan.

(b) Reflects four-year cumulative increase to the revenue requirement approved on December 14, 2023 and amended on January 10, 2024 of \$ 810 million for January 1, 2024 to December 31, 2027 resulting from the rehearing on certain components of the rate plan. On February 16, 2024, ComEd filed a revised revenue request for an \$ 838 million increase in its 2024-2027 revenue requirements based on the ICC's limited scope for rehearing which included the value of the 2023 forecasted year-end rate base. On April 18, 2024, the ICC issued an order on the rehearing filing which increased the revenue requirements previously approved by the ICC in its January 10, 2024, mandatory order by \$ 150 million in 2024, \$ 186 million in 2025, \$ 221 million in 2026 and \$ 253 million in 2027. ComEd anticipates that the revenue requirements determined during the rehearing process will be further adjusted upon approval of the Refiled Grid Plan and the pending petition to adjust rates.

(c) On November 30, 2023, the Delivery Reconciliation Amount for 2022 defined in Rider Delivery Service Pricing Reconciliation (Rider DSPR) was approved. The delivery reconciliation amount allows for the reconciliation of the revenue requirement in effect in the final years in which formula rates are determined and until such time as new rates are established under ComEd's approved MRP. The 2023 filing reconciled the delivery service rates in effect in 2022 with the actual delivery service costs incurred in 2022. The reconciliation revenue requirement provides for a weighted average debt and equity return on distribution rate base of 6.48 %, inclusive of an allowed ROE of 8.91 %, reflecting the monthly yields on 30-year treasury bonds plus 580 basis points.

(d) Reflects a three-year cumulative multi-year plan for January 1, 2024 through December 31, 2026. The MDPSC awarded BGE electric revenue requirement increases of \$ 41 million, \$ 113 million, and \$ 25 million in 2024, 2025, and 2026,

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

respectively, and natural gas revenue requirement increases of \$ 126 million, \$ 62 million, and \$ 41 million in 2024, 2025, and 2026, respectively. Requested revenue requirement increases will be used to recover capital investments designed to increase the resilience of the electric and gas distribution systems and support Maryland's climate and regulatory initiatives. The MDPSC also approved a portion of the requested 2021 and 2022 reconciliation amounts, which will be recovered through separate electric and gas riders between March 2024 through February 2025. As such, the reconciliation amounts are not included in the approved revenue requirement increases. The 2021 reconciliation amounts are \$ 13 million and \$ 7 million for electric and gas, respectively, and the 2022 reconciliation amounts are \$ 39 million and \$ 15 million for electric and gas, respectively. In April 2024, BGE filed with the MDPSC its request for recovery of the 2023 reconciliation amounts of \$ 79 million and \$ 73 million for electric and gas, respectively, with supporting testimony and schedules.

- (e) Reflects a three-year cumulative multi-year plan for April 1, 2021 through March 31, 2024. The MDPSC awarded Pepco electric incremental revenue requirement increases of \$ 21 million, \$ 16 million, and \$ 15 million, before offsets, for the 12-month periods ending March 31, 2022, 2023, and 2024, respectively. Pepco proposed to utilize certain tax benefits to fully offset the increase through 2023 and partially offset customer rate increases in 2024. However, the MDPSC only utilized the acceleration of refunds for certain tax benefits to fully offset the increases such that customer rates remain unchanged through March 31, 2022. On February 23, 2022, the MDPSC chose to offset 25 % of the cumulative revenue requirement increase for the 12-month period ending March 31, 2023. In 2021, the MDPSC deferred a decision on whether to use certain tax benefits to offset the revenue requirement increases for the 12-month period ending March 31, 2024. In December 2022 Pepco proposed that tax benefits not be used to offset the revenue requirement increases for this period. On January 25, 2023, the MDPSC accepted Pepco's recommendations not to use tax benefits to offset revenue requirement increases for the 12-month period ending March 31, 2024.
- (f) Reflects a three-year cumulative multi-year plan for January 1, 2023 through December 31, 2025. The MDPSC awarded DPL electric incremental revenue requirement increases of \$ 17 million, \$ 6 million, and \$ 6 million for 2023, 2024, and 2025, respectively.
- (g) Requested and approved increases are before New Jersey sales and use tax. The NJBPU awarded ACE electric revenue requirement increases of \$ 36 million and \$ 9 million effective December 1, 2023 and February 1, 2024, respectively.

Pending Distribution Base Rate Case Proceedings

Registrant/Jurisdiction	Filing Date	Service	Requested Revenue Requirement Increase	Requested ROE	Expected Approval Timing
ComEd - Illinois	March 15, 2024	Electric ^(a)	\$ 670	8.905 %	December 2024
	April 26, 2024	Electric ^(b)	\$ 627	9.89 %	December 2024
PECO - Pennsylvania	March 28, 2024	Electric ^(c)	\$ 464	10.95 %	Fourth quarter of 2024
		Natural Gas	\$ 111	11.15 %	
Pepco - District of Columbia ^(d)	April 13, 2023 (amended February 27, 2024)	Electric	\$ 186	10.50 %	Third quarter of 2024
Pepco - Maryland ^(e)	May 16, 2023 (amended February 23, 2024)	Electric	\$ 186	10.50 %	Second quarter of 2024

- (a) On March 13, 2024, ComEd filed its Refiled Grid Plan with the ICC and on March 15, 2024, ComEd filed a petition to adjust its multi-year rate plan to be aligned with ComEd's Refiled Grid Plan. The adjusted rate plan incorporates changes in the Refiled Grid Plan, which seeks a \$ 670 million increase in revenue requirements over four years above those granted in the ICC's January 10, 2024, amendatory order. The requested year-over-year increases are \$ 302 million in 2024, \$ 89 million in 2025, \$ 136 million in 2026 and \$ 143 million in 2027. A final order on both the Refiled Grid Plan and the adjusted rate plan petition is expected by December 2024 with new rates effective January 1, 2025.
- (b) On April 26, 2024, ComEd filed its proposed Delivery Reconciliation Amount of \$ 627 million under Rider DSPR which allows for the reconciliation of the revenue requirement in effect. The 2024 filing reconciles those rates with the actual delivery service costs incurred in 2023. Final order is expected by December 2024 and the reconciliation amount will adjust customer rates in 2025.
- (c) PECO requested an annual electric revenue requirement increase of \$ 464 million, which is partially offset by a one-time credit of \$ 64 million in 2025.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

(d) Reflects a three-year cumulative multi-year plan for January 1, 2024 through December 31, 2026 submitted to the DCPSC. Pepco requested total electric revenue requirement increases of \$ 116 million, \$ 35 million, and \$ 35 million in 2024, 2025, and 2026, respectively. Requested revenue requirement increases will be used to recover capital investments designed to advance system-readiness and support the District of Columbia's climate and clean energy goals.

(e) Reflects a three-year cumulative multi-year plan for April 1, 2024 through March 31, 2027 submitted to the MDPSC. Pepco requested total electric revenue requirement increases of \$ 68 million, \$ 53 million, and \$ 51 million effective April 1, 2024, April 1, 2025, and April 1, 2026, respectively through its surrebuttal filing made on February 23, 2024. The plan contains a proposed nine-month extension period with a requested revenue requirement increase of \$ 14 million effective April 1, 2027 through December 31, 2027. Requested revenue requirement increases will be used to recover capital investments designed to advance system-readiness and support Maryland's climate and clean energy goals. On August 7, 2023, the MDPSC issued an order approving a settlement agreement which allows Pepco to establish a revenue deferral mechanism to recover its full Commission-authorized year 1 increase between July 1, 2024 through March 31, 2025 and extend the procedural schedule to address intervenor resource constraints.

Transmission Formula Rates

The Utility Registrants' transmission rates are each established based on a FERC-approved formula. ComEd, BGE, Pepco, DPL, and ACE are required to file an annual update to the FERC-approved formula on or before May 15, and PECO is required to file on or before May 31, with the resulting rates effective on June 1 of the same year. The annual update for ComEd is based on prior year actual costs and current year projected capital additions (initial year revenue requirement). The update for ComEd also reconciles any differences between the revenue requirement in effect beginning June 1 of the prior year and actual costs incurred for that year (annual reconciliation). The annual update for BGE is based on prior year actual costs and current year projected capital additions, accumulated depreciation, depreciation and amortization expense, and accumulated deferred income taxes. The update for BGE also reconciles any differences between the actual costs and actual revenues for the calendar year (annual reconciliation).

For 2024, the following increases/(decreases) were included in ComEd's and BGE's electric transmission formula rate updates:

Registrant ^(a)	Annual Reconciliation			Total Revenue Requirement	Allowed Return on Rate Base ^(b)	Allowed ROE ^(c)
	Initial Revenue Requirement	(Decrease)	Increase			
ComEd	\$ 32	\$ (12)	\$ 20		8.14 %	11.50 %
BGE	\$ 42	\$ 13	\$ 53	(d)	7.47 %	10.50 %

(a) All rates are effective June 1, 2024 - May 31, 2025, subject to review by interested parties pursuant to review protocols of ComEd's and BGE's tariffs.

(b) Represents the weighted average debt and equity return on transmission rate bases.

(c) The rate of return on common equity for ComEd and BGE includes a 50 -basis-point incentive adder for being a member of a RTO.

(d) The increase in BGE's transmission revenue requirement includes a \$ 2 million reduction related to a FERC-approved dedicated facilities charge to recover the costs of providing transmission service to specifically designated load by BGE.

Other State Regulatory Matters

Illinois Regulatory Matters

CEJA (Exelon and ComEd). On September 15, 2021, the Governor of Illinois signed into law CEJA. CEJA includes, among other features, (1) procurement of CMCs from qualifying nuclear-powered generating facilities, (2) a requirement to file a general rate case or a new four-year MRP no later than January 20, 2023 to establish rates effective after ComEd's existing performance-based distribution formula rate sunsets, (3) requirements that ComEd and the ICC initiate and conduct various regulatory proceedings on subjects including ethics, spending, grid investments, and performance metrics.

ComEd Electric Distribution Rates

ComEd filed, and received approval for, its last performance-based electric distribution formula rate update under EIMA in 2022; those rates were in effect throughout 2023.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

On February 3, 2022, the ICC approved a tariff that establishes the process under which ComEd reconciles its 2022 and will reconcile its 2023 rate year revenue requirements with actual costs. Those reconciliation amounts are determined using the same process used for prior reconciliations under the performance-based electric distribution formula rate. Using that process, for the rate years 2022 and 2023 ComEd will ultimately collect revenues from customers reflecting each year's actual recoverable costs, year-end rate base, and a weighted average debt and equity return on distribution rate base, with the ROE component based on the annual average of the monthly yields of the 30-year U.S. Treasury bonds plus 580 basis points. In April 2023, ComEd filed its first petition with the ICC to reconcile its 2022 actual costs with the approved revenue requirement that was in effect in 2022; the final order was issued on November 30, 2023, for rates beginning January 2024. On April 26, 2024, ComEd filed with the ICC its 2023 actual costs with the approved revenue requirement that was in effect in 2023; the final order is expected by December 2024, for rates beginning January 2025.

Beginning in 2024, ComEd will recover from retail customers, subject to certain exceptions, the costs it incurs to provide electric delivery services either through its electric distribution rate or other recovery mechanisms authorized by CEJA. On January 17, 2023, ComEd filed a petition with the ICC seeking approval of a MRP for 2024-2027. The MRP supports a multi-year grid plan (Grid Plan), also filed on January 17, covering planned investments on the electric distribution system within ComEd's service area through 2027. Costs incurred during each year of the MRP are subject to ICC review and the plan's revenue requirement for each year will be reconciled with the actual costs that the ICC determines are prudently and reasonably incurred for that year. The reconciliation is subject to adjustment for certain costs, including a limitation on recovery of costs that are more than 105 % of certain costs in the previously approved MRP revenue requirement, absent a modification of the rate plan itself. Thus, for example, the rate adjustments necessary to reconcile 2024 revenues to ComEd's actual 2024 costs incurred would take effect in January 2026 after the ICC's review during 2025. On May 22, 2023, direct testimony was filed by ICC staff and more than a dozen intervenors and intervenor groups. The testimonies addressed a wide variety of topics, including rate of return on equity, capital structure, grid planning, various distribution grid and information technology investments, and affordability and customer service. ComEd filed rebuttal testimony in June, which provided, among other things, defense of ComEd's planned 2024-2027 capital investment and proposed cost of equity. ComEd also made voluntary adjustments and, per the ICC's final beneficial electrification order requiring ComEd to recover beneficial electrification costs through the MRP, increased its total revenue requirement request from \$ 1.472 billion to \$ 1.545 billion. ComEd filed its reply brief on September 27, 2023, to adjust its total requested revenue requirement increase to \$ 1.487 billion.

On December 14, 2023, the ICC issued a final order. The ICC rejected ComEd's Grid Plan as non-compliant with certain requirements of CEJA, and required ComEd to file a revised Grid Plan by March 13, 2024, 90 days after the issuance of the final order. In the absence of an approved Grid Plan, the ICC set ComEd's forecast revenue requirements for 2024-2027 based on ComEd's approved year-end 2022 rate base. This results in a total cumulative revenue requirement increase of \$ 501 million, a \$ 986 million total revenue reduction from the requested cumulative revenue requirement increase but remains subject to annual reconciliation in accordance with CEJA. The final order approved the process and formulas associated with the MRP reconciliation mechanisms. The ICC did not approve a previously proposed phase-in of the ICC's approved year-over-year revenue increases, and it also denied ComEd's ability to earn a return on its pension asset.

On December 22, 2023, ComEd filed an application for rehearing on several findings in the final order including the use of the 2022 year-end rate base to establish forecast revenue requirements for 2024-2027, ROE, pension asset return, and capital structure. On January 10, 2024, ComEd's application for rehearing was denied on all issues except for the order's use of the 2022 year-end rate base. On January 31, 2024, the ICC granted ComEd's motion seeking additional clarification on the scope on rehearing, generally accepting ComEd's proposal and confirming that the rehearing will determine if the forecasted year-end 2023 rate base should be used to set rates for 2024 through 2027 until a refiled Grid Plan is approved. A final rehearing order on that topic is statutorily required by early June 2024. On April 18, 2024, the ICC issued its final order on rehearing and approved increased revenue requirements for 2024-2027.

On January 10, 2024, ComEd also filed an appeal in the Illinois Appellate Court of the issues on which rehearing was denied, including but not limited to the allowed ROE and denial of a return on ComEd's pension asset. There is no deadline by when the appellate court must rule. On March 7, 2024, the ICC adopted an interim order on scheduling, which confirmed that it intends to issue a final order on ComEd's Refiled Grid Plan by the end of 2024 and that it will implement rates that will go into effect January 1, 2025, inclusive of a Grid Plan. On March 13, 2024, ComEd filed its Refiled Grid Plan with supporting testimony and schedules with the ICC. The Refiled Grid Plan is designed to meet or exceed every requirement identified by the ICC in its December order that

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

rejected ComEd's initial Grid Plan. On March 15, 2024, ComEd filed a petition to adjust its MRP to authorize increased rates consistent with the Refiled Grid Plan. ComEd has completed and placed in service additional utility plant assets in 2023 and 2024 and will continue to complete and place in service additional utility plant assets prior to the approval of the new Grid Plan. There are still significant unknowns, but ComEd does not currently believe that it is probable that the initially uncollected depreciation or return on the recently completed plant will ultimately be disallowed.

In January 2022, ComEd filed a request with the ICC proposing performance metrics that would be used in determining ROE incentives and penalties in the event ComEd filed a MRP in January 2023. On September 27, 2022, the ICC issued a final order approving seven performance metrics that provide symmetrical performance adjustments of 32 total basis points to ComEd's rate of return on common equity based on the extent to which ComEd achieves the annual performance goals. On November 10, 2022, the ICC granted ComEd's application for rehearing, in part. On April 5, 2023, the ICC issued its final order on rehearing for the performance and tracking metrics proceeding, in which the ICC declined to adopt ComEd's proposed modifications to the reliability and peak load reduction performance metrics. Efforts are underway to implement the performance metrics, which took effect on January 1, 2024. ComEd will make its initial filing in 2025 to assess performance achieved under the metrics in 2024, and to determine any ROE adjustment, which would take effect in 2026.

Carbon Mitigation Credit

CEJA establishes decarbonization requirements for Illinois as well as programs to support the retention and development of emissions-free sources of electricity. ComEd is required to purchase CMCs from participating nuclear-powered generating facilities between June 1, 2022 and May 31, 2027. The price to be paid for each CMC was established through a competitive bidding process that included consumer-protection measures that capped the maximum acceptable bid amount and a formula that reduces CMC prices by an energy price index, the base residual auction capacity price in the ComEd zone of PJM, and the monetized value of any federal tax credit or other subsidy if applicable. The consumer protection measures contained in CEJA will result in net payments to ComEd ratepayers if the energy index, the capacity price and applicable federal tax credits or subsidy exceed the CMC contract price. In the June 2022 billing period, ComEd began issuing credits to its retail customers under its new CMC rider. A regulatory asset is recorded for the difference between customer credits issued and the credit to be received from the participating nuclear-powered generating facilities. The balance as of March 31, 2024 is \$ 405 million.

Under CEJA, the costs of procuring CMCs, including carrying costs, are recovered through a rider, the Rider Carbon-Free Resource Adjustment (Rider CFRA). As originally approved by the ICC, Rider CFRA provides for an annual reconciliation and true-up to actual costs incurred or credits received by ComEd to purchase CMCs, with any difference to be credited to or collected from ComEd's retail customers in subsequent periods. The difference between the net payments to (or receivables from) ComEd ratepayers and the credits received by ComEd to purchase CMCs is recorded to Purchased power expense with an offset to the regulatory asset (or regulatory liability). On December 21, 2022, ComEd filed an amendment to Rider CFRA proposing that it recover costs or provide credits faster than the tariff allows, implement monthly reconciliations, and allow ComEd to adjust Rider CFRA rates based not only on anticipated differences but also past payments or credits, and implement monthly reconciliations beginning the June 2023 delivery period. The ICC approved the proposal on January 19, 2023. In addition, on March 24, 2023, ComEd submitted revisions to Rider CFRA which clarified the methodology for calculating interest to be included in the annual reconciliation associated with the June 2022 through May 2023 delivery year. The ICC approved the proposal on April 20, 2023. On February 2, 2024, ComEd filed a petition with the ICC to initiate the reconciliation proceeding for the costs incurred in connection with the procurement of CMCs during the delivery year beginning June 1, 2022 and extending through May 31, 2023.

Beneficial Electrification Plan

On March 23, 2023, the ICC issued its final order approving the beneficial electrification plan for ComEd. The ICC rejected ComEd's request to treat a large portion of beneficial electrification costs as a regulatory asset and ordered ComEd to seek cost recovery through the multi-year rate plan filing for 2024 and 2025, and the final formula rate reconciliation docket for 2023, rather than through a separate charge. The order also authorized an overall annual budget of \$ 77 million per year for the three-year plan period (2023 through 2025), with flexibility to roll forward unused funds to future years within the same plan period. On April 18, 2023, ComEd filed an application for rehearing in the beneficial electrification plan docket. The Chicago Transit Authority and City of Chicago, jointly, and the Office of the Illinois Attorney General (ILAG) also filed applications for rehearing. On

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

April 27, 2023, ICC staff filed a motion for clarification, seeking clarification from the ICC on the precise budget described in the final order. On May 8, 2023, the ICC denied all applications for rehearing, and entered an amending order regarding the annual beneficial electrification plan budgets. ComEd has been directed to use good faith efforts to spend \$ 77 million annually. ComEd subsequently filed its compliance filing in May 2023, detailing project related spending, clarifying the procedure that will be used to seek stakeholder feedback related to beneficial electrification pilot programs, and including the timeline for tariff changes required to implement the programs. ComEd and the ILAG both filed appeals of the ICC's interim order that addressed the permissible scope of utility beneficial electrification programs outside of transportation and the rate impact cap. The ILAG also filed an appeal seeking reversal of portions of the ICC's final decision. The final order partly mooted ComEd's appeal of the interim order and ComEd has decided not to pursue the other issues. As such, ComEd moved to voluntarily dismiss its appeal and the appellate court granted that request. The ILAG consolidated their appeals and filed their opening brief on April 16, 2024. Any ruling on the appeals, even a negative ruling removing programs from the BE Plan or lowering the overall budget of the BE Plan, will only impact forward-looking costs.

Energy Efficiency

CEJA extends ComEd's current cumulative annual energy efficiency MWh savings goals through 2040, adds expanded electrification measures to those goals, increases low-income commitments and adds a new performance adjustment to the energy efficiency formula rate. ComEd expects its annual spend to increase in 2023 through 2040 to achieve these energy efficiency MWh savings goals, which will be deferred as a separate regulatory asset that will be recovered through the energy efficiency formula rate over the weighted average useful life, as approved by the ICC, of the related energy efficiency measures.

New Jersey Regulatory Matters

Termination of Energy Procurement Provisions of PPAs (Exelon, PHI, and ACE). On December 22, 2021, ACE filed with the NJBPU a petition to terminate the provisions in the PPAs to purchase electricity from two coal-powered generation facilities located in the state of New Jersey. The petition was approved by the NJBPU on March 23, 2022. Upon closing of the transaction on March 31, 2022, ACE recognized a liability of \$ 203 million for the contract termination fee, which is to be paid by the end of 2024, and recognized a corresponding regulatory asset of \$ 203 million.

As of March 31, 2024, the \$ 31 million liability for the contract termination fee is included in Other current liabilities in Exelon's Consolidated Balance Sheet and PPA termination obligation in PHI's and ACE's Consolidated Balance Sheets. For the three months ended March 31, 2024 and 2023, ACE has respectively paid \$ 18 million and \$ 19 million of the liability, which is recorded in Changes in Other assets and liabilities in Exelon's, PHI's, and ACE's Consolidated Statements of Cash Flows.

Other Federal Regulatory Matters

FERC Audit (Exelon and ComEd). The Utility Registrants are subject to periodic audits and investigations by FERC. FERC's Division of Audits and Accounting initiated a nonpublic audit of ComEd in April 2021 evaluating ComEd's compliance with (1) approved terms, rates and conditions of its federally regulated service; (2) accounting requirements of the Uniform System of Accounts; (3) reporting requirements of the FERC Form 1; and (4) the requirements for record retention. The audit period extends back to January 1, 2017.

On July 27, 2023, FERC issued a final audit report which included, among other things, findings and recommendations related to ComEd's methodology regarding the allocation of certain overhead costs to capitalized construction costs under FERC regulations, including a suggestion that refunds may be due to customers for amounts collected in previous years. On August 28, 2023, ComEd filed a formal notice of the issues it will contest. On December 14, 2023, FERC appointed a settlement judge for the contested overhead allocation findings and set the matter for a trial-type hearing. That hearing process has been held in abeyance while a formal settlement process, which began in February 2024, takes place. Based on the preliminary findings and the ongoing settlement process, ComEd determined that a loss was probable and recorded its regulatory liability to reflect its best estimate of that loss. The final outcome and resolution of any contested audit issues as well as a reasonable estimate of potential future losses cannot be accurately estimated at this stage; however, the final resolution of these matters could result in recognition of future losses, above the amounts currently accrued, that could be material to the Exelon and ComEd financial statements.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 2 — Regulatory Matters

Regulatory Assets and Liabilities

The Utility Registrants' regulatory assets and liabilities have not changed materially since December 31, 2023, unless noted below. See Note 3 — Regulatory Matters of the 2023 Form 10-K for additional information on the specific regulatory assets and liabilities.

ComEd. Regulatory assets decreased \$ 286 million primarily due to a decrease of \$ 268 million in the CMC regulatory asset.

PECO. Regulatory liabilities increased \$ 17 million primarily due to an increase of \$ 26 million in the Decommissioning the regulatory agreement units regulatory liability.

BGE. Regulatory liabilities decreased \$ 75 million primarily due to a decrease of \$ 75 million in the Deferred income taxes regulatory liability.

ACE. Regulatory assets increased \$ 34 million primarily due to an increase of \$ 13 million in the Under-recovered revenue decoupling regulatory asset, an increase of \$ 8 million in the Energy efficiency and demand response programs regulatory asset, and an increase of \$ 8 million in the Deferred storm costs regulatory asset.

Capitalized Ratemaking Amounts Not Recognized

The following table presents authorized amounts capitalized for ratemaking purposes related to earnings on shareholders' investment that are not recognized for financial reporting purposes in the Registrants' Consolidated Balance Sheets. These amounts will be recognized as revenues in the related Consolidated Statements of Operations and Comprehensive Income in the periods they are billable to the Utility Registrants' customers. PECO had no related amounts at March 31, 2024 and December 31, 2023.

	Exelon	ComEd ^(a)	BGE ^(b)	PHI	Pepco ^(c)	DPL ^(c)	ACE ^(d)
March 31, 2024	\$ 106	\$ 36	\$ 30	\$ 40	\$ 27	\$ 1	\$ 12
December 31, 2023	110	32	33	45	34	1	10

(a) Reflects ComEd's unrecognized equity returns earned for ratemaking purposes on its energy efficiency and electric distribution formula rate regulatory assets.

(b) BGE's amount capitalized for ratemaking purposes primarily relates to earnings on shareholders' investment on their AMI programs and on investments in rate base included in the multi-year plan reconciliations.

(c) Pepco's and DPL's authorized amounts capitalized for ratemaking purposes relate to earnings on shareholders' investment on their respective AMI programs and Energy efficiency and demand response programs, and for Pepco District of Columbia revenue decoupling program. The earnings on energy efficiency are on Pepco District of Columbia and DPL Delaware programs only.

(d) ACE's authorized amounts capitalized for ratemaking purposes primarily relate to earnings on shareholders' investment on AMI programs.

3. Revenue from Contracts with Customers (All Registrants)

The Registrants recognize revenue from contracts with customers to depict the transfer of goods or services to customers at an amount that the entities expect to be entitled to in exchange for those goods or services. The primary sources of revenue include regulated electric and gas tariff sales, distribution, and transmission services.

See Note 4 — Revenue from Contracts with Customers of the 2023 Form 10-K for additional information regarding the primary sources of revenue for the Registrants.

Contract Liabilities

The Registrants record contract liabilities when consideration is received or due prior to the satisfaction of the performance obligations. The Registrants record contract liabilities in Other current liabilities and Other noncurrent deferred credits and other liabilities in their Consolidated Balance Sheets.

For Pepco, DPL, and ACE these contract liabilities primarily relate to upfront consideration received in the third quarter of 2020 for a collaborative arrangement ("Agreement") with an unrelated owner and manager of communication infrastructure, as well as additional consideration received for the payment option amendment

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 3 — Revenue from Contracts with Customers

("Amendment") executed during the fourth quarter of 2023, which is discussed in further detail within Note 4 — Revenue from Contracts with Customers of the 2023 Form 10-K. The contract liability balance attributable to the Agreement and the Amendment is being recognized as Electric operating revenues over a 35 year period and 31 year period, respectively.

The following table provides a rollforward of the contract liabilities reflected in Exelon's, PHI's, Pepco's, DPL's, and ACE's Consolidated Balance Sheets for the three months ended March 31, 2024 and 2023. At March 31, 2024 and December 31, 2023, ComEd's, PECO's, and BGE's contract liabilities were immaterial.

	Exelon ^(a)	PHI ^(a)	Pepco ^(a)	DPL	ACE
Balance at December 31, 2023	\$ 133	\$ 133	\$ 107	\$ 13	\$ 13
Revenues recognized	(2)	(2)	(2)	—	—
Balance at March 31, 2024	\$ 131	\$ 131	\$ 105	\$ 13	\$ 13
	Exelon ^(a)	PHI ^(a)	Pepco ^(a)	DPL	ACE
Balance at December 31, 2022	\$ 101	\$ 101	\$ 81	\$ 10	\$ 10
Revenues recognized	(1)	(1)	(1)	—	—
Balance at March 31, 2023	\$ 100	\$ 100	\$ 80	\$ 10	\$ 10

(a) Revenues recognized in the three months ended March 31, 2024 and 2023, were included in the contract liabilities at December 31, 2023 and 2022, respectively.

Transaction Price Allocated to Remaining Performance Obligations

The following table shows the amounts of future revenues expected to be recorded in each year for performance obligations that are unsatisfied or partially unsatisfied as of March 31, 2024. This disclosure only includes contracts for which the total consideration is fixed and determinable at contract inception. The average contract term varies by customer type and commodity but ranges from one month to several years.

This disclosure excludes the Utility Registrants' gas and electric tariff sales contracts and transmission revenue contracts as they generally have an original expected duration of one year or less and, therefore, do not contain any future, unsatisfied performance obligations to be included in this disclosure.

Year	Exelon	PHI	Pepco	DPL	ACE
2024	\$ 4	\$ 4	\$ 4	—	—
2025	7	7	5	1	1
2026	6	6	5	1	—
2027	5	5	5	—	—
2028 and thereafter	109	109	86	11	12
Total	\$ 131	\$ 131	\$ 105	\$ 13	\$ 13

Revenue Disaggregation

The Registrants disaggregate revenue recognized from contracts with customers into categories that depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. See Note 4 — Segment Information for the presentation of the Registrants' revenue disaggregation.

4. Segment Information (All Registrants)

Operating segments for each of the Registrants are determined based on information used by the CODMs in deciding how to evaluate performance and allocate resources at each of the Registrants.

Exelon has six reportable segments, which include ComEd, PECO, BGE, and PHI's three reportable segments consisting of Pepco, DPL, and ACE. ComEd, PECO, BGE, Pepco, DPL, and ACE each represent a single reportable segment, and as such, no separate segment information is provided for these Registrants. Exelon,

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 4 — Segment Information

ComEd, PECO, BGE, Pepco, DPL, and ACE's CODMs evaluate the performance of and allocate resources to the segments based on net income.

An analysis and reconciliation of the Registrants' reportable segment information to the respective information in the consolidated financial statements for the three months ended March 31, 2024 and 2023

is

as

follows:

	ComEd	PECO	BGE	PHI	Other ^(a)	Intersegment Eliminations	Exelon
Operating revenues^(b):							
2024							
Electric revenues	\$ 2,095	\$ 782	\$ 881	\$ 1,532	\$ —	\$ (6)	\$ 5,284
Natural gas revenues	—	272	416	72	—	(1)	759
Shared service and other revenues	—	—	—	2	459	(461)	—
Total operating revenues	<u>\$ 2,095</u>	<u>\$ 1,054</u>	<u>\$ 1,297</u>	<u>\$ 1,606</u>	<u>\$ 459</u>	<u>\$ (468)</u>	<u>\$ 6,043</u>
2023							
Electric revenues	\$ 1,667	\$ 795	\$ 814	\$ 1,436	\$ —	\$ (5)	\$ 4,707
Natural gas revenues	—	317	443	97	—	(1)	856
Shared service and other revenues	—	—	—	3	437	(440)	—
Total operating revenues	<u>\$ 1,667</u>	<u>\$ 1,112</u>	<u>\$ 1,257</u>	<u>\$ 1,536</u>	<u>\$ 437</u>	<u>\$ (446)</u>	<u>\$ 5,563</u>
Intersegment revenues^(c):							
2024	\$ 2	\$ 2	\$ 2	\$ 3	\$ 457	\$ (466)	\$ —
2023	3	2	3	3	434	(445)	—
Depreciation and amortization:							
2024	\$ 362	\$ 104	\$ 150	\$ 246	\$ 17	\$ —	\$ 879
2023	338	98	167	241	16	—	860
Operating expenses:							
2024	\$ 1,781	\$ 851	\$ 967	\$ 1,335	\$ 472	\$ (475)	\$ 4,931
2023	1,256	902	964	1,297	485	(447)	4,457
Interest expense, net:							
2024	\$ 122	\$ 55	\$ 50	\$ 90	\$ 151	\$ —	\$ 468
2023	117	48	44	76	127	—	412
Income taxes:							
2024	\$ 19	\$ 10	\$ 24	\$ 40	\$ (30)	\$ —	\$ 63
2023	71	4	52	34	(27)	—	134
Net income (loss):							
2024	\$ 193	\$ 149	\$ 264	\$ 168	\$ (116)	\$ —	\$ 658
2023	241	166	200	155	(93)	—	669
Capital expenditures:							
2024	\$ 594	\$ 361	\$ 324	\$ 453	\$ 35	\$ —	\$ 1,767
2023	617	335	350	561	18	—	1,881
Total assets:							
March 31, 2024	\$ 43,132	\$ 16,116	\$ 14,444	\$ 27,535	\$ 6,376	\$ (4,392)	\$ 103,211
December 31, 2023	42,827	15,595	14,184	26,903	6,374	(4,337)	101,546

(a) Other primarily includes Exelon's corporate operations, shared service entities, and other financing and investment activities.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 4 — Segment Information

(b) Includes gross utility tax receipts from customers. The offsetting remittance of utility taxes to the governing bodies is recorded in Taxes other than income taxes in the Registrants' Consolidated Statements of Operations and Comprehensive Income. See Note 14 — Supplemental Financial Information for additional information on total utility taxes.

(c) See Note 15 — Related Party Transactions for additional information on intersegment revenues.

PHI:

	Pepco	DPL	ACE	Other ^(a)	Intersegment Eliminations	PHI
Operating revenues^(b):						
2024						
Electric revenues	\$ 759	\$ 419	\$ 358	\$ —	\$ (4)	\$ 1,532
Natural gas revenues	—	72	—	—	—	72
Shared service and other revenues	—	—	—	109	(107)	2
Total operating revenues	<u>\$ 759</u>	<u>\$ 491</u>	<u>\$ 358</u>	<u>\$ 109</u>	<u>\$ (111)</u>	<u>\$ 1,606</u>
2023						
Electric revenues	\$ 710	\$ 377	\$ 353	\$ —	\$ (4)	\$ 1,436
Natural gas revenues	—	97	—	—	—	97
Shared service and other revenues	—	—	—	102	(99)	3
Total operating revenues	<u>\$ 710</u>	<u>\$ 474</u>	<u>\$ 353</u>	<u>\$ 102</u>	<u>\$ (103)</u>	<u>\$ 1,536</u>
Intersegment revenues^(c):						
2024	\$ 2	\$ 2	\$ 1	\$ 109	\$ (111)	\$ 3
2023	1	2	1	102	(103)	3
Depreciation and amortization:						
2024	\$ 107	\$ 61	\$ 74	\$ 4	\$ —	\$ 246
2023	108	60	67	6	—	241
Operating expenses:						
2024	\$ 640	\$ 391	\$ 303	\$ 111	\$ (110)	\$ 1,335
2023	610	388	298	104	(103)	1,297
Interest expense, net:						
2024	\$ 45	\$ 22	\$ 20	\$ 3	\$ —	\$ 90
2023	39	17	16	4	—	76
Income taxes:						
2024	\$ 14	\$ 17	\$ 11	\$ (2)	\$ —	\$ 40
2023	12	12	11	(1)	—	34
Net income (loss):						
2024	\$ 75	\$ 66	\$ 29	\$ (2)	\$ —	\$ 168
2023	65	60	33	(3)	—	155
Capital expenditures:						
2024	\$ 229	\$ 134	\$ 89	\$ 1	\$ —	\$ 453
2023	264	134	161	2	—	561
Total assets:						
March 31, 2024	\$ 11,585	\$ 6,291	\$ 5,253	\$ 4,718	\$ (312)	\$ 27,535
December 31, 2023	11,194	5,966	5,157	4,627	(41)	26,903

(a) Other primarily includes PHI's corporate operations, shared service entities, and other financing and investment activities.

(b) Includes gross utility tax receipts from customers. The offsetting remittance of utility taxes to the governing bodies is recorded in Taxes other than income taxes in the Registrants' Consolidated Statements of Operations and Comprehensive Income. See Note 14 — Supplemental Financial Information for additional information on total utility taxes.

(c) Includes intersegment revenues with ComEd, PECO, and BGE, which are eliminated at Exelon.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 4 — Segment Information

Electric and Gas Revenue by Customer Class (Utility Registrants):

The following tables disaggregate the Registrants' revenues recognized from contracts with customers into categories that depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. For the Utility Registrants, the disaggregation of revenues reflects the two primary utility services of electric sales and natural gas sales (where applicable), with further disaggregation of these tariff sales provided by major customer groups. Exelon's disaggregated revenues are consistent with the Utility Registrants, but exclude any intercompany revenues.

	Three Months Ended March 31, 2024						
	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Revenues from contracts with customers							
Electric revenues							
Residential	\$ 918	\$ 520	\$ 534	\$ 775	\$ 345	\$ 256	\$ 174
Small commercial & industrial	594	126	90	158	46	62	50
Large commercial & industrial	320	57	132	340	262	29	49
Public authorities & electric railroads	17	7	7	20	11	4	5
Other ^(a)	227	74	93	192	64	63	67
Total electric revenues^(b)	\$ 2,076	\$ 784	\$ 856	\$ 1,485	\$ 728	\$ 414	\$ 345
Natural gas revenues							
Residential	\$ —	\$ 193	\$ 271	\$ 46	\$ —	\$ 46	\$ —
Small commercial & industrial	—	64	47	17	—	17	—
Large commercial & industrial	—	—	72	2	—	2	—
Transportation	—	8	—	5	—	5	—
Other ^(c)	—	7	5	2	—	2	—
Total natural gas revenues^(d)	\$ —	\$ 272	\$ 395	\$ 72	\$ —	\$ 72	\$ —
Total revenues from contracts with customers	\$ 2,076	\$ 1,056	\$ 1,251	\$ 1,557	\$ 728	\$ 486	\$ 345
Other revenues							
Revenues from alternative revenue programs	\$ 19	\$ (2)	\$ 43	\$ 46	\$ 29	\$ 4	\$ 13
Other electric revenues ^(e)	—	—	2	3	2	1	—
Other natural gas revenues ^(e)	—	—	1	—	—	—	—
Total other revenues	\$ 19	\$ (2)	\$ 46	\$ 49	\$ 31	\$ 5	\$ 13
Total revenues for reportable segments	\$ 2,095	\$ 1,054	\$ 1,297	\$ 1,606	\$ 759	\$ 491	\$ 358

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 4 — Segment Information

	Three Months Ended March 31, 2023							
	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE	
Revenues from contracts with customers								
Electric revenues								
Residential	\$ 836	\$ 519	\$ 434	\$ 639	\$ 283	\$ 210	\$ 146	
Small commercial & industrial	361	135	92	160	39	62	59	
Large commercial & industrial	84	65	149	378	282	33	63	
Public authorities & electric railroads	10	8	7	17	8	4	5	
Other ^(a)	217	68	96	176	56	58	63	
Total electric revenues^(b)	\$ 1,508	\$ 795	\$ 778	\$ 1,370	\$ 668	\$ 367	\$ 336	
Natural gas revenues								
Residential	\$ —	\$ 223	\$ 278	\$ 60	\$ —	\$ 60	\$ —	
Small commercial & industrial	—	75	41	26	—	26	—	
Large commercial & industrial	—	1	70	1	—	1	—	
Transportation	—	8	—	4	—	4	—	
Other ^(c)	—	9	19	6	—	6	—	
Total natural gas revenues^(d)	\$ —	\$ 316	\$ 408	\$ 97	\$ —	\$ 97	\$ —	
Total revenues from contracts with customers	\$ 1,508	\$ 1,111	\$ 1,186	\$ 1,467	\$ 668	\$ 464	\$ 336	
Other revenues								
Revenues from alternative revenue programs	\$ 153	\$ (4)	\$ 65	\$ 65	\$ 39	\$ 9	\$ 17	
Other electric revenues ^(e)	6	4	4	4	3	1	—	
Other natural gas revenues ^(e)	—	1	2	—	—	—	—	
Total other revenues	\$ 159	\$ 1	\$ 71	\$ 69	\$ 42	\$ 10	\$ 17	
Total revenues for reportable segments	\$ 1,667	\$ 1,112	\$ 1,257	\$ 1,536	\$ 710	\$ 474	\$ 353	

(a) Includes revenues from transmission revenue from PJM, wholesale electric revenue and mutual assistance revenue.

(b) Includes operating revenues from affiliates in 2024 and 2023 respectively of:

- \$ 2 million, \$ 3 million at ComEd
- \$ 2 million, \$ 1 million at PECO
- \$ 1 million, \$ 2 million at BGE
- \$ 3 million, \$ 3 million at PHI
- \$ 2 million, \$ 1 million at Pepco
- \$ 2 million, \$ 2 million at DPL
- \$ 1 million, \$ 1 million at ACE

(c) Includes revenues from off-system natural gas sales.

(d) Includes operating revenues from affiliates in 2024 and 2023 respectively of:

- less than \$1 million, \$ 1 million at PECO
- \$ 1 million, \$ 1 million at BGE

(e) Includes late payment charge revenues.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 5 — Accounts Receivable

5. Accounts Receivable (All Registrants)

Allowance for Credit Losses on Accounts Receivable

The following tables present the rollforward of Allowance for Credit Losses on Customer Accounts Receivable.

	Three Months Ended March 31, 2024							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Balance at December 31, 2023	\$ 317	\$ 69	\$ 95	\$ 46	\$ 107	\$ 52	\$ 19	\$ 36
Plus: Current period provision for expected credit losses ^{(a)(b)(c)}	79	22	23	15	19	12	3	4
Less: Write-offs ^(d) , net of recoveries ^(e)	50	9	11	9	21	12	5	4
Balance at March 31, 2024	<u><u>\$ 346</u></u>	<u><u>\$ 82</u></u>	<u><u>\$ 107</u></u>	<u><u>\$ 52</u></u>	<u><u>\$ 105</u></u>	<u><u>\$ 52</u></u>	<u><u>\$ 17</u></u>	<u><u>\$ 36</u></u>

	Three Months Ended March 31, 2023							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Balance at December 31, 2022	\$ 327	\$ 59	\$ 105	\$ 54	\$ 109	\$ 47	\$ 21	\$ 41
Plus: Current period provision for expected credit losses	108	22	39	30	17	9	7	1
Less: Write-offs, net of recoveries	46	7	14	11	14	7	2	5
Balance at March 31, 2023	<u><u>\$ 389</u></u>	<u><u>\$ 74</u></u>	<u><u>\$ 130</u></u>	<u><u>\$ 73</u></u>	<u><u>\$ 112</u></u>	<u><u>\$ 49</u></u>	<u><u>\$ 26</u></u>	<u><u>\$ 37</u></u>

(a) For PECO, the change in current period provision for expected credit losses is primarily a result of decreased receivable balances.

(b) For BGE and DPL, the change in the current period provision for expected credit losses is primarily a result of changes in customer risk profile.

(c) For ACE, the change in current period provision for expected credit losses is primarily a result of increased receivable balances.

(d) For Pepco and DPL, the change in write-offs is primarily attributable to unfavorable customer payment behavior.

(e) Recoveries were not material to the Registrants.

The following tables present the rollforward of Allowance for Credit Losses on Other Accounts Receivable.

	Three Months Ended March 31, 2024							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Balance at December 31, 2023	\$ 82	\$ 17	\$ 8	\$ 7	\$ 50	\$ 28	\$ 8	\$ 14
Plus: Current period provision for expected credit losses	18	3	5	2	8	7	—	1
Less: Write-offs, net of recoveries ^(a)	4	1	—	2	1	—	—	1
Balance at March 31, 2024	<u><u>\$ 96</u></u>	<u><u>\$ 19</u></u>	<u><u>\$ 13</u></u>	<u><u>\$ 7</u></u>	<u><u>\$ 57</u></u>	<u><u>\$ 35</u></u>	<u><u>\$ 8</u></u>	<u><u>\$ 14</u></u>

	Three Months Ended March 31, 2023							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Balance at December 31, 2022	\$ 82	\$ 17	\$ 9	\$ 10	\$ 46	\$ 25	\$ 7	\$ 14
Plus: Current period provision for expected credit losses	14	2	3	4	5	3	1	1
Less: Write-offs, net of recoveries	5	1	1	2	1	—	—	1
Balance at March 31, 2023	<u><u>\$ 91</u></u>	<u><u>\$ 18</u></u>	<u><u>\$ 11</u></u>	<u><u>\$ 12</u></u>	<u><u>\$ 50</u></u>	<u><u>\$ 28</u></u>	<u><u>\$ 8</u></u>	<u><u>\$ 14</u></u>

(a) Recoveries were not material to the Registrants.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 5 — Accounts Receivable

Unbilled Customer Revenue

The following table provides additional information about unbilled customer revenues recorded in the Registrants' Consolidated Balance Sheets at March 31, 2024 and December 31, 2023.

	Unbilled customer revenues ^(a)								DPL	ACE
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE		
March 31, 2024	\$ 849	\$ 344	\$ 138	\$ 171	\$ 196	\$ 96	\$ 53	\$ 47		
December 31, 2023	991	351	185	208	247	109	64	74		

(a) Unbilled customer revenues are classified in Customer accounts receivable, net in the Registrants' Consolidated Balance Sheets.

Other Purchases of Customer and Other Accounts Receivables

The Utility Registrants are required, under separate legislation and regulations in Illinois, Pennsylvania, Maryland, District of Columbia, Delaware, and New Jersey, to purchase certain receivables from alternative retail electric and, as applicable, natural gas suppliers that participate in the utilities' consolidated billing. The following table presents the total receivables purchased.

	Total receivables purchased								DPL	ACE
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE		
Three months ended March 31, 2024	\$ 1,060	\$ 235	\$ 297	\$ 219	\$ 309	\$ 194	\$ 60	\$ 55		
Three months ended March 31, 2023	1,108	240	309	245	314	210	56	48		

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 6 — Income Taxes

6. Income Taxes (All Registrants)

Rate Reconciliation

The effective income tax rate from continuing operations varies from the U.S. federal statutory rate principally due to the following:

	Three Months Ended March 31, 2024 ^(a)							
	Exelon	ComEd ^(b)	PECO ^(c)	BGE ^(b)	PHI	Pepco	DPL	ACE
U.S. Federal statutory rate	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %
Increase (decrease) due to:								
State income taxes, net of federal income tax benefit	6.4	7.8	(0.6)	6.3	6.4	6.2	6.2	7.1
Plant basis differences	(3.8)	(0.9)	(12.2)	(1.2)	(0.9)	(1.3)	(1.1)	0.1
Excess deferred tax amortization	(14.7)	(18.9)	(2.3)	(17.5)	(6.8)	(9.9)	(5.4)	(1.3)
Amortization of investment tax credit, including deferred taxes on basis difference	(0.1)	(0.1)	—	—	(0.1)	—	(0.1)	(0.1)
Tax credits	(0.4)	(0.3)	—	(0.4)	(0.3)	(0.3)	(0.3)	(0.3)
Other	0.3	0.4	0.4	0.1	(0.1)	—	0.2	1.0
Effective income tax rate	8.7 %	9.0 %	6.3 %	8.3 %	19.2 %	15.7 %	20.5 %	27.5 %
	Three Months Ended March 31, 2023 ^(a)							
	Exelon	ComEd	PECO ^(c)	BGE	PHI	Pepco	DPL	ACE
U.S. Federal statutory rate	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %
Increase (decrease) due to:								
State income taxes, net of federal income tax benefit	6.0	7.9	(1.4)	6.4	6.0	5.4	6.3	6.9
Plant basis differences	(4.0)	(0.3)	(15.2)	(0.7)	(1.8)	(2.5)	(1.0)	(0.9)
Excess deferred tax amortization	(6.3)	(5.7)	(2.4)	(5.4)	(7.0)	(8.4)	(8.8)	(2.0)
Amortization of investment tax credit, including deferred taxes on basis difference	(0.1)	(0.1)	—	(0.1)	(0.1)	—	(0.1)	(0.1)
Tax credits	(0.5)	(0.3)	—	(0.5)	(0.4)	(0.4)	(0.4)	(0.3)
Other	0.6	0.3	0.4	(0.1)	0.3	0.5	(0.3)	0.4
Effective income tax rate	16.7 %	22.8 %	2.4 %	20.6 %	18.0 %	15.6 %	16.7 %	25.0 %

(a) Positive percentages represent income tax expense. Negative percentages represent income tax benefit.

(b) For ComEd, the lower effective tax rate is primarily due to CEJA which resulted in the acceleration of certain income tax benefits. For BGE, the lower effective tax rate is primarily due to the Maryland multi-year plan which resulted in the acceleration of certain income tax benefits.

(c) For PECO, the lower effective tax rate is primarily related to plant basis differences attributable to tax repair deductions.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 6 — Income Taxes

Unrecognized Tax Benefits

Exelon, PHI and ACE have the following unrecognized tax benefits at March 31, 2024 and December 31, 2023. ComEd's, PECO's, BGE's, Pepco's, and DPL's amounts are not material.

	Exelon ^(a)	PHI	ACE
March 31, 2024	\$ 95	\$ 51	\$ 15
December 31, 2023	94	51	15

(a) At March 31, 2024 and December 31, 2023, Exelon's unrecognized tax benefits is inclusive of \$ 31 million related to Constellation's share of unrecognized tax benefits for periods prior to the separation. Exelon reflected an offsetting receivable of \$ 31 million in Other deferred debits and other assets in the Consolidated Balance Sheet for these amounts.

Other Tax Matters

Tax Matters Agreement (Exelon)

In connection with the separation, Exelon entered into a TMA with Constellation. The TMA governs the respective rights, responsibilities, and obligations between Exelon and Constellation after the separation with respect to tax liabilities, refunds and attributes for open tax years that Constellation was part of Exelon's consolidated group for U.S. federal, state, and local tax purposes.

Indemnification for Taxes. As a former subsidiary of Exelon, Constellation has joint and several liability with Exelon to the IRS and certain state jurisdictions relating to the taxable periods prior to the separation. The TMA specifies that Constellation is liable for their share of taxes required to be paid by Exelon with respect to taxable periods prior to the separation to the extent Constellation would have been responsible for such taxes under the existing Exelon tax sharing agreement.

Tax Refunds. The TMA specifies that Constellation is entitled to their share of any future tax refunds claimed by Exelon with respect to taxable periods prior to the separation to the extent that Constellation would have received such tax refunds under the existing Exelon tax sharing agreement.

Tax Attributes. At the date of separation certain tax attributes, primarily pre-closing tax credit carryforwards, that were generated by Constellation were required by law to be allocated to Exelon. The TMA provides that Exelon will reimburse Constellation when those allocated tax credit carryforwards are utilized. As of March 31, 2024, Exelon recorded a payable of \$ 183 million and \$ 331 million in Other current liabilities and Other deferred credits and other liabilities, respectively, in the Consolidated Balance Sheet for tax attribute carryforwards that are expected to be utilized and reimbursed to Constellation.

Corporate Alternative Minimum Tax (All Registrants)

On August 16, 2022, the IRA was signed into law and implements a new corporate alternative minimum tax (CAMT) that imposes a 15.0 % tax on modified GAAP net income. Corporations are entitled to a tax credit (minimum tax credit) to the extent the CAMT liability exceeds the regular tax liability. This amount can be carried forward indefinitely and used in future years when regular tax exceeds the CAMT.

Beginning in 2023, based on the existing statute, Exelon and each of the Utility Registrants will be subject to and will report the CAMT on a separate Registrant basis in the Consolidated Statements of Operations and Comprehensive Income and the Consolidated Balance Sheets. The deferred tax asset related to the minimum tax credit carryforward will be realized to the extent Exelon's consolidated deferred tax liabilities exceed the minimum tax credit carryforward. Exelon's deferred tax liabilities are expected to exceed the minimum tax credit carryforward for the foreseeable future and thus no valuation allowance is required. Exelon is continuing to assess the financial statement impacts of the IRA and will update estimates based on future guidance issued by the U.S. Treasury.

7. Retirement Benefits (All Registrants)

Defined Benefit Pension and OPEB

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 7 — Retirement Benefits

The majority of the 2024 pension benefit cost for the Exelon-sponsored plans is calculated using an expected long-term rate of return on plan assets of 7.00 % and a discount rate of 5.19 %. The majority of the 2024 OPEB cost is calculated using an expected long-term rate of return on plan assets of 6.50 % for funded plans and a discount rate of 5.17 %.

During the first quarter of 2024, Exelon received an updated valuation of its pension and OPEB to reflect actual census data as of January 1, 2024. This valuation resulted in an increase to the pension obligation of \$ 98 million and a decrease to the OPEB obligation of \$ 1 million. Additionally, AOCI increased by \$ 25 million (after-tax) and regulatory assets and liabilities increased by \$ 66 million and \$ 2 million, respectively.

A portion of the net periodic benefit cost for all plans is capitalized within the Consolidated Balance Sheets. The following table presents the components of Exelon's net periodic benefit costs, prior to capitalization, for the three months ended March 31, 2024 and 2023.

	Pension Benefits		OPEB	
	Three Months Ended March 31,		Three Months Ended March 31,	
	2024	2023	2024	2023
Components of net periodic benefit cost				
Service cost	\$ 42	\$ 39	\$ 7	\$ 6
Interest cost	141	145	24	25
Expected return on assets	(184)	(189)	(21)	(21)
Amortization of:				
Prior service cost (credit)	1	1	(2)	(2)
Actuarial loss	53	41	—	—
Net periodic benefit cost	\$ 53	\$ 37	\$ 8	\$ 8

The amounts below represent the Registrants' allocated pension and OPEB costs. For Exelon, the service cost component is included in Operating and maintenance expense and Property, plant, and equipment, net while the non-service cost components are included in Other, net and Regulatory assets. For the Utility Registrants, which apply multi-employer accounting, the service cost and non-service cost components are included in Operating and maintenance expense and Property, plant, and equipment, net in their consolidated financial statements.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 7 — Retirement Benefits

Pension and OPEB Costs (Benefit)	Three Months Ended March 31,	
	2024	2023
Exelon	\$ 61	\$ 45
ComEd	17	6
PECO	—	(3)
BGE	15	14
PHI	23	24
Pepco	9	8
DPL	4	4
ACE	3	4

Defined Contribution Savings Plan

The Registrants participate in a 401(k) defined contribution savings plan that is sponsored by Exelon. The plan is qualified under applicable sections of the IRC and allows employees to contribute a portion of their pre-tax and/or after-tax income in accordance with specified guidelines. All Registrants match a percentage of the employee contributions up to certain limits. The following table presents the employer contributions and employer matching contributions to the savings plan for the three months ended March 31, 2024 and 2023.

Savings Plan Employer Contributions	Three Months Ended March 31,	
	2024	2023
Exelon	\$ 22	\$ 21
ComEd	10	9
PECO	3	3
BGE	3	2
PHI	2	3
Pepco	1	1
DPL	1	1
ACE	—	—

8. Derivative Financial Instruments (All Registrants)

The Registrants use derivative instruments to manage commodity price risk and interest rate risk related to ongoing business operations. The Registrants do not execute derivatives for speculative or proprietary trading purposes.

Authoritative guidance requires that derivative instruments be recognized as either assets or liabilities at fair value, with changes in fair value of the derivative recognized in earnings immediately. Other accounting treatments are available through special election and designation, provided they meet specific, restrictive criteria both at the time of designation and on an ongoing basis. These alternative permissible accounting treatments include NPNS, cash flow hedges, and fair value hedges. At ComEd, derivative economic hedges related to commodities are recorded at fair value and offset by a corresponding regulatory asset or liability. At Exelon, derivative economic hedges related to interest rates are recorded at fair value and offsets are recorded to Electric operating revenues or Interest expense based on the activity the transaction is economically hedging. For all NPNS derivative instruments, accounts receivable or accounts payable are recorded when derivatives settle and revenue or expense is recognized in earnings as the underlying physical commodity is sold or consumed. At Exelon, derivative hedges that qualify and are designated as cash flow hedges are recorded at fair value and offsets are recorded to AOCI.

ComEd's use of cash collateral is generally unrestricted unless ComEd is downgraded below investment grade. Cash collateral held by PECO, BGE, Pepco, DPL, and ACE must be deposited in an unaffiliated major U.S. commercial bank or foreign bank with a U.S. branch office that meets certain qualifications.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 8 — Derivative Financial Instruments

Commodity Price Risk

The Utility Registrants employ established policies and procedures to manage their risks associated with market fluctuations in commodity prices by entering into physical and financial derivative contracts, which are either determined to be non-derivative or classified as economic hedges. The Utility Registrants procure electric and natural gas supply through a competitive procurement process approved by each of the respective state utility commissions. The Utility Registrants' hedging programs are intended to reduce exposure to energy and natural gas price volatility and have no direct earnings impact as the costs are fully recovered from customers through regulatory-approved recovery mechanisms. The following table provides a summary of the Utility Registrants' primary derivative hedging instruments, listed by commodity and accounting treatment.

Registrant	Commodity	Accounting Treatment	Hedging Instrument
ComEd	Electricity	NPNS	Fixed price contracts based on all requirements in the IPA procurement plans.
	Electricity	Changes in fair value of economic hedge recorded to an offsetting regulatory asset or liability ^(a)	20-year floating-to-fixed energy swap contracts beginning June 2012 based on the renewable energy resource procurement requirements in the Illinois Settlement Legislation of approximately 1.3 million MWhs per year.
PECO	Electricity	NPNS	Fixed price contracts for default supply requirements through full requirements contracts.
	Gas	NPNS	Fixed price contracts to cover about 10 % of planned natural gas purchases in support of projected firm sales.
BGE	Electricity	NPNS	Fixed price contracts for all SOS requirements through full requirements contracts.
	Gas	NPNS	Fixed price contracts for between 10 - 20 % of forecasted system supply requirements for flowing (i.e., non-storage) gas for the November through March period.
Pepco	Electricity	NPNS	Fixed price contracts for all SOS requirements through full requirements contracts.
DPL	Electricity	NPNS	Fixed price contracts for all SOS requirements through full requirements contracts.
	Gas	NPNS	Fixed and index priced contracts through full requirements contracts.
	Gas	Changes in fair value of economic hedge recorded to an offsetting regulatory asset or liability ^(b)	Exchange traded future contracts for up to 50 % of estimated monthly purchase requirements each month, including purchases for storage injections.
ACE	Electricity	NPNS	Fixed price contracts for all BGS requirements through full requirements contracts.

(a) See Note 3 — Regulatory Matters of the 2023 Form 10-K for additional information.

(b) The fair value of the DPL economic hedge is not material at March 31, 2024 and December 31, 2023.

The fair value of derivative economic hedges is presented in Other current assets and current and noncurrent Mark-to-market derivative liabilities in Exelon's and ComEd's Consolidated Balance Sheets.

Interest Rate and Other Risk (Exelon)

Exelon Corporate uses a combination of fixed-rate and variable-rate debt to manage interest rate exposure. Exelon Corporate may utilize interest rate derivatives to lock in rate levels in anticipation of future financings, which are typically designated as cash flow hedges. In addition, Exelon Corporate utilized interest rate swaps to manage interest rate exposure and manage potential fluctuations in Electric operating revenues at the corporate level in consolidation. These interest rate swaps are accounted for as economic hedges. A hypothetical 50 basis point change in the interest rates associated with Exelon's interest rate swaps as of March 31, 2024 would result in an immaterial impact to Exelon's Consolidated Net Income.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 8 — Derivative Financial Instruments

Below is a summary of the interest rate hedge balances at March 31, 2024 and December 31, 2023.

	March 31, 2024		
	Derivatives Designated as Hedging Instruments	Economic Hedges	Total
Other deferred debits (noncurrent assets)	\$ 2	\$ —	\$ 2
Total derivative assets	2	—	2
Mark-to-market derivative liabilities (noncurrent liabilities)	(1)	—	(1)
Total mark-to-market derivative liabilities	(1)	—	(1)
Total mark-to-market derivative net assets	\$ 1	\$ —	\$ 1

	December 31, 2023		
	Derivatives Designated as Hedging Instruments	Economic Hedges	Total
Other current assets	\$ 11	\$ 1	\$ 12
Total derivative assets	11	1	12
Mark-to-market derivative liabilities (current liabilities)	(24)	(22)	(46)
Total mark-to-market derivative liabilities	(24)	(22)	(46)
Total mark-to-market derivative net assets	\$ (13)	\$ (21)	\$ (34)

Cash Flow Hedges (Interest Rate Risk)

For derivative instruments that qualify and are designated as cash flow hedges, the changes in fair value each period are initially recorded in AOCI and reclassified into earnings when the underlying transaction affects earnings.

In February 2024, Exelon terminated the previously issued floating-to-fixed swaps with a total notional of \$ 1.3 billion upon issuance of \$ 1.7 billion of debt. See Note 9 – Debt and Credit Agreements for additional information on the debt issuance. Prior to the termination, the 2024 year-to-date AOCI derivative gain was \$ 33 million (net of tax). The settlements resulted in a cash receipt of \$ 30 million. The accumulated AOCI gain of \$ 23 million (net of tax) is being amortized into Interest expense in Exelon's Consolidated Statement of Operations and Comprehensive Income over the 5-year and 10-year terms of the swaps. During the first quarter of 2024, Exelon Corporate entered into \$ 145 million notional of 5-year maturity floating-to-fixed swaps and \$ 145 million notional of 10-year maturity floating-to-fixed swaps, for a total notional of \$ 290 million designated as cash flow hedges. The following table provides the notional amounts outstanding held by Exelon at March 31, 2024 and December 31, 2023.

	March 31, 2024	December 31, 2023
5-year maturity floating-to-fixed swaps	\$ 145	\$ 655
10-year maturity floating-to-fixed swaps	145	655
Total	\$ 290	\$ 1,310

The related AOCI derivative gains for the three months ended March 31, 2024 and 2023 were immaterial, respectively. See Note 13 – Changes in Accumulated Other Comprehensive Income (Loss) for additional information.

Economic Hedges (Interest Rate and Other Risk)

Exelon Corporate executes derivative instruments to mitigate exposure to fluctuations in interest rates but for which the fair value or cash flow hedge elections were not made. For derivatives intended to serve as economic hedges, fair value is recorded on the balance sheet and changes in fair value each period are recognized in earnings or as a regulatory asset or liability, if regulatory requirements are met, each period.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 8 — Derivative Financial Instruments

Exelon Corporate entered into floating-to-fixed interest rate cap swaps to manage a portion of interest rate exposure in connection with existing borrowings. As of December 31, 2023, Exelon held \$1,000 million notional of floating-to-fixed interest rate cap swaps, which matured in March 2024. Exelon received payments on the interest rate cap when the floating rate exceeded the fixed rate. Settlements received are immaterial as of March 31, 2024.

Additionally, to manage potential fluctuations in Electric operating revenues related to ComEd's distribution formula rate, Exelon Corporate entered into a total \$ 4,875 million of notional of 30-year constant maturity treasury interest rate (Corporate 30-year treasury) swaps from 2022 through 2023. The Corporate 30-year treasury swaps matured on December 31, 2023 and Exelon recorded a Mark-to-market liability of \$ 22 million for the final settlement amount, which was paid in January 2024.

Exelon Corporate recognized the following net pre-tax mark-to-market (losses) which are also recognized in Net fair value changes related to derivatives in Exelon's Consolidated Statements of Cash Flows.

Income Statement Location	Three Months Ended March 31, 2024		Three Months Ended March 31, 2023	
	Gain (Loss)		Gain (Loss)	
Electric operating revenues	\$	—	\$	1
Interest expense		—		(1)
Total	\$	—	\$	—

Credit Risk

The Registrants would be exposed to credit-related losses in the event of non-performance by counterparties on executed derivative instruments. The credit exposure of derivative contracts, before collateral, is represented by the fair value of contracts at the reporting date. The Utility Registrants have contracts to procure electric and natural gas supply that provide suppliers with a certain amount of unsecured credit. If the exposure on the supply contract exceeds the amount of unsecured credit, the suppliers may be required to post collateral. The net credit exposure is mitigated primarily by the ability to recover procurement costs through customer rates. The amount of cash collateral received from external counterparties remained relatively consistent as of March 31, 2024 due to stable energy prices. The following table reflects the Registrants' cash collateral held from external counterparties, which is recorded in Other current liabilities on their respective Consolidated Balance Sheets, as of March 31, 2024 and December 31, 2023:

	March 31, 2024	December 31, 2023
Exelon	\$ 156	\$ 148
ComEd	154	146
PECO ^(a)	—	—
BGE	1	1
PHI	1	1
Pepco ^(b)	—	1
DPL	1	—
ACE	1	—

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 8 — Derivative Financial Instruments

(a) PECO had less than one million in cash collateral held with external parties at March 31, 2024 and December 31, 2023.
(b) Pepco had less than one million in cash collateral held with external parties at March 31, 2024.

The Utility Registrants' electric supply procurement contracts do not contain provisions that would require them to post collateral. PECO's, BGE's, and DPL's natural gas procurement contracts contain provisions that could require PECO, BGE, and DPL to post collateral in the form of cash or credit support, which vary by contract and counterparty, with thresholds contingent upon PECO's, BGE's, and DPL's credit rating. As of March 31, 2024, PECO, BGE, and DPL were not required to post collateral for any of these agreements. If PECO, BGE, or DPL lost their investment grade credit rating as of March 31, 2024, they could have been required to post collateral to their counterparties of \$ 27 million, \$ 47 million, and \$ 12 million, respectively.

9. Debt and Credit Agreements (All Registrants)

Short-Term Borrowings

Exelon Corporate, ComEd, and BGE meet their short-term liquidity requirements primarily through the issuance of commercial paper. PECO meets its short-term liquidity requirements primarily through the issuance of commercial paper and borrowings from the Exelon intercompany money pool. Pepco, DPL, and ACE meet their short-term liquidity requirements primarily through the issuance of commercial paper and borrowings from the PHI intercompany money pool. PHI Corporate meets its short-term liquidity requirements primarily through the issuance of short-term notes and borrowings from the Exelon intercompany money pool. The Registrants may use their respective credit facilities for general corporate purposes, including meeting short-term funding requirements and the issuance of letters of credit.

Commercial Paper

The following table reflects the Registrants' commercial paper programs supported by the revolving credit agreements at March 31, 2024 and December 31, 2023.

Commercial Paper Issuer	Outstanding Commercial Paper at		Average Interest Rate on Commercial Paper Borrowings at	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Exelon ^(a)	\$ 1,307	\$ 1,624	5.53 %	5.58 %
ComEd	\$ 330	\$ 202	5.43 %	5.53 %
PECO	\$ —	\$ 165	— %	5.57 %
BGE	\$ 406	\$ 336	5.57 %	5.59 %
PHI ^(b)	\$ —	\$ 394	— %	5.60 %
Pepco	\$ —	\$ 132	— %	5.59 %
DPL	\$ —	\$ 63	— %	5.60 %
ACE	\$ —	\$ 199	— %	5.60 %

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 9 — Debt and Credit Agreements

(a) Exelon Corporate had \$ 571 million and \$ 527 million in outstanding commercial paper borrowings at March 31, 2024 and December 31, 2023, respectively.
(b) Represents the consolidated amounts of Pepco, DPL, and ACE.

Revolving Credit Agreements

Exelon Corporate and the Utility Registrants each have a 5-year revolving credit facility. The following table reflects the credit agreements:

Borrower	Aggregate Bank Commitment	Interest Rate
Exelon Corporate	\$ 900	SOFR plus 1.275 %
ComEd	\$ 1,000	SOFR plus 1.000 %
PECO	\$ 600	SOFR plus 0.900 %
BGE	\$ 600	SOFR plus 0.900 %
Pepco	\$ 300	SOFR plus 1.075 %
DPL	\$ 300	SOFR plus 1.000 %
ACE	\$ 300	SOFR plus 1.000 %

Exelon Corporate and the Utility Registrants had no outstanding amounts on the revolving credit facilities as of March 31, 2024.

The Utility Registrants have credit facility agreements, arranged at minority and community banks, which are solely utilized to issue letters of credit. The facility agreements have aggregate commitments of \$ 40 million, \$ 40 million, \$ 15 million, \$ 15 million, \$ 15 million, and \$ 15 million, at ComEd, PECO, BGE, Pepco, DPL, and ACE, respectively. These facilities expire on October 4, 2024.

See Note 16 — Debt and Credit Agreements of the 2023 Form 10-K for additional information on the Registrants' credit facilities.

Short-Term Loan Agreements

On March 23, 2017, Exelon Corporate entered into a term loan agreement for \$ 500 million. The loan agreement was renewed in the first quarter of 2024 and was bifurcated into two tranches of \$ 350 million and \$ 150 million on March 14, 2024. The agreements will expire on March 14, 2025. Pursuant to the loan agreements, loans made thereunder bear interest at a variable rate equal to SOFR plus 1.05 % and all indebtedness thereunder is unsecured. The loan agreement is reflected in Exelon's Consolidated Balance Sheets within Short-term borrowings.

On May 9, 2023, ComEd entered into a 364-day term loan agreement for \$ 400 million with a variable rate equal to SOFR plus 1.00 % and an expiration date of May 7, 2024. On May 1, 2024, ComEd entered into an agreement to extend the \$ 400 million term loan through the expiration date of June 28, 2024. Interest on the extended loan will be based on a variable rate equal to SOFR plus 1.00 %. The original proceeds from the loan were used to repay outstanding commercial paper obligations and for general corporate purposes. The loan agreement is reflected in Exelon's and ComEd's Consolidated Balance Sheets within Short-term borrowings.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 9 — Debt and Credit Agreements

Long-Term Debt

Issuance of Long-Term Debt

During the three months ended March 31, 2024, the following long-term debt was issued:

Company	Type	Interest Rate	Maturity	Amount	Use of Proceeds
Exelon	Notes	5.15 %	March 15, 2029	\$ 650	Repay Exelon SMBC Term Loan, outstanding commercial paper, and for general corporate purposes.
Exelon	Notes	5.45 %	March 15, 2034	\$ 650	Repay Exelon SMBC Term Loan, outstanding commercial paper, and for general corporate purposes.
Exelon	Notes	5.60 %	March 15, 2053	\$ 400	Repay Exelon SMBC Term Loan, outstanding commercial paper, and for general corporate purposes.
Pepco	First Mortgage Bonds	5.20 %	March 15, 2034	\$ 375	Refinance existing indebtedness, refinance outstanding commercial paper obligations, and for general corporate purposes.
Pepco	First Mortgage Bonds	5.50 %	March 15, 2054	\$ 300	Refinance existing indebtedness, refinance outstanding commercial paper obligations, and for general corporate purposes.
DPL	First Mortgage Bonds	5.24 %	March 20, 2034	\$ 100	Repay existing indebtedness and for general corporate purposes.
DPL	First Mortgage Bonds	5.55 %	March 20, 2054	\$ 75	Repay existing indebtedness and for general corporate purposes.
ACE ^(a)	First Mortgage Bonds	5.55 %	March 20, 2054	\$ 75	Repay existing indebtedness and for general corporate purposes.

(a) On March 20, 2024, ACE entered into a purchase agreement of First Mortgage Bonds of \$ 75 million and \$ 100 million at 5.29 % and 5.49 % due on August 28, 2034 and August 28, 2039, respectively. The closing date of the issuance is expected to occur in August 2024.

Debt Covenants

As of March 31, 2024, the Registrants are in compliance with debt covenants.

10. Fair Value of Financial Assets and Liabilities (All Registrants)

Exelon measures and classifies fair value measurements in accordance with the hierarchy as defined by GAAP. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

- Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities that the Registrants have the ability to liquidate as of the reporting date.
- Level 2 — inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data.
- Level 3 — unobservable inputs, such as internally developed pricing models or third-party valuations for the asset or liability due to little or no market activity for the asset or liability.

Exelon's valuation techniques used to measure the fair value of the assets and liabilities shown in the tables below are in accordance with the policies discussed in Note 17 — Fair Value of Financial Assets and Liabilities of the 2023 Form 10-K.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 10 — Fair Value of Financial Assets and Liabilities

Fair Value of Financial Liabilities Recorded at Amortized Cost

The following tables present the carrying amounts and fair values of the Registrants' short-term liabilities, long-term debt, and trust preferred securities (long-term debt to financing trusts or junior subordinated debentures) as of March 31, 2024 and December 31, 2023. The Registrants have no financial liabilities measured using the NAV practical expedient.

The carrying amounts of the Registrants' short-term liabilities as presented in their Consolidated Balance Sheets are representative of their fair value (Level 2) because of the short-term nature of these instruments.

	March 31, 2024					December 31, 2023				
	Fair Value					Fair Value				
	Carrying Amount	Level 1	Level 2	Level 3	Total	Carrying Amount	Level 1	Level 2	Level 3	Total
Long-Term Debt, including amounts due within one year^(a)										
Exelon	\$ 42,774	\$ —	\$ 34,426	\$ 3,613	\$ 38,039	\$ 41,095	\$ —	\$ 33,804	\$ 3,442	\$ 37,246
ComEd	11,487	—	9,910	—	9,910	11,486	—	10,210	—	10,210
PECO	5,134	—	4,391	—	4,391	5,134	—	4,562	—	4,562
BGE	4,602	—	4,015	—	4,015	4,602	—	4,145	—	4,145
PHI	9,153	—	4,356	3,613	7,969	8,648	—	4,160	3,442	7,602
Pepco	4,359	—	2,549	1,570	4,119	4,096	—	2,311	1,600	3,911
DPL	2,254	—	668	1,274	1,942	2,080	—	694	1,134	1,828
ACE	1,909	—	929	768	1,697	1,833	—	939	708	1,647
Long-Term Debt to Financing Trusts										
Exelon	\$ 390	\$ —	\$ —	\$ 392	\$ 392	\$ 390	\$ —	\$ —	\$ 390	\$ 390
ComEd	205	—	—	209	209	205	—	—	208	208
PECO	184	—	—	183	183	184	—	—	182	182

(a) Includes unamortized debt issuance costs, unamortized debt discount and premium, net, purchase accounting fair value adjustments, and finance lease liabilities which are not fair valued. Refer to Note 16 — Debt and Credit Agreements of the 2023 Form 10-K for unamortized debt issuance costs, unamortized debt discount and premium, net, and purchase accounting fair value adjustments and Note 10 — Leases of the 2023 Form 10-K for finance lease liabilities.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 10 — Fair Value of Financial Assets and Liabilities

Recurring Fair Value Measurements

The following tables present assets and liabilities measured and recorded at fair value in the Registrants' Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy at March 31, 2024 and December 31, 2023. Exelon and the Utility Registrants have immaterial and no financial assets or liabilities measured using the NAV practical expedient, respectively:

Exelon

	At March 31, 2024					At December 31, 2023				
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Assets										
Cash equivalents ^(a)	\$ 883	\$ —	\$ —	\$ 883	\$ 618	\$ —	\$ —	\$ 618		
Rabbi trust investments										
Cash equivalents	68	—	—	68	67	—	—	67		
Mutual funds	57	—	—	57	53	—	—	53		
Fixed income	—	7	—	7	—	7	—	7		
Life insurance contracts	—	65	43	108	—	61	43	104		
Rabbi trust investments subtotal	125	72	43	240	120	68	43	231		
Interest rate derivative assets										
Derivatives designated as hedging instruments	—	2	—	2	—	11	—	11		
Economic hedges	—	—	—	—	—	1	—	1		
Interest rate derivative assets subtotal	—	2	—	2	—	12	—	12		
Total assets	1,008	74	43	1,125	738	80	43	861		
Liabilities										
Commodity derivative liabilities	—	—	(108)	(108)	—	—	(133)	(133)		
Interest rate derivative liabilities										
Derivatives designated as hedging instruments	—	(1)	—	(1)	—	(24)	—	(24)		
Economic hedges	—	—	—	—	—	(22)	—	(22)		
Interest rate derivative liabilities subtotal	—	(1)	—	(1)	—	(46)	—	(46)		
Deferred compensation obligation	—	(75)	—	(75)	—	(75)	—	(75)		
Total liabilities	—	(76)	(108)	(184)	—	(121)	(133)	(254)		
Total net assets (liabilities)	\$ 1,008	\$ (2)	\$ (65)	\$ 941	\$ 738	\$ (41)	\$ (90)	\$ 607		

(a) Exelon excludes cash of \$ 271 million and \$ 334 million at March 31, 2024 and December 31, 2023, respectively, and restricted cash of \$ 154 million and \$ 149 million at March 31, 2024 and December 31, 2023, respectively, and includes long-term restricted cash of \$ 99 million and \$ 174 million at March 31, 2024 and December 31, 2023, respectively, which is reported in Other deferred debits and other assets in the Consolidated Balance Sheets.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 10 — Fair Value of Financial Assets and Liabilities

ComEd, PECO, and BGE

At March 31, 2024	ComEd				PECO				BGE			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets												
Cash equivalents ^(a)	\$ 398	\$ —	\$ —	\$ 398	\$ 14	\$ —	\$ —	\$ 14	\$ —	\$ —	\$ —	\$ —
Rabbi trust investments												
Mutual funds	—	—	—	—	10	—	—	10	10	—	—	10
Life insurance contracts	—	—	—	—	—	19	—	19	—	—	—	—
Rabbi trust investments subtotal	—	—	—	—	10	19	—	29	10	—	—	10
Total assets	398	—	—	398	24	19	—	43	10	—	—	10
Liabilities												
Commodity derivative liabilities ^(b)	—	—	(108)	(108)	—	—	—	—	—	—	—	—
Deferred compensation obligation	—	(9)	—	(9)	—	(9)	—	(9)	—	(4)	—	(4)
Total liabilities	—	(9)	(108)	(117)	—	(9)	—	(9)	—	(4)	—	(4)
Total net assets (liabilities)	\$ 398	\$ (9)	\$ (108)	\$ 281	\$ 24	\$ 10	\$ —	\$ 34	\$ 10	\$ (4)	\$ —	\$ 6
 At December 31, 2023												
Assets	ComEd				PECO				BGE			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets												
Cash equivalents ^(a)	\$ 453	\$ —	\$ —	\$ 453	\$ 9	\$ —	\$ —	\$ 9	\$ —	\$ —	\$ —	\$ —
Rabbi trust investments												
Mutual funds	—	—	—	—	9	—	—	9	9	—	—	9
Life insurance contracts	—	—	—	—	—	18	—	18	—	—	—	—
Rabbi trust investments subtotal	—	—	—	—	9	18	—	27	9	—	—	9
Total assets	453	—	—	453	18	18	—	36	9	—	—	9
Liabilities												
Commodity derivative liabilities ^(b)	—	—	(133)	(133)	—	—	—	—	—	—	—	—
Deferred compensation obligation	—	(8)	—	(8)	—	(8)	—	(8)	—	(4)	—	(4)
Total liabilities	—	(8)	(133)	(141)	—	(8)	—	(8)	—	(4)	—	(4)
Total net assets (liabilities)	\$ 453	\$ (8)	\$ (133)	\$ 312	\$ 18	\$ 10	\$ —	\$ 28	\$ 9	\$ (4)	\$ —	\$ 5

(a) ComEd excludes cash of \$ 75 million and \$ 86 million at March 31, 2024 and December 31, 2023, respectively, and restricted cash of \$ 154 million and \$ 147 million at March 31, 2024 and December 31, 2023, respectively. Additionally, ComEd includes long-term restricted cash of \$ 99 million and \$ 174 million at March 31, 2024 and December 31, 2023, respectively, which is reported in Other deferred debits and other assets in the Consolidated Balance Sheets. PECO excludes cash of \$ 34 million and \$ 42 million at March 31, 2024 and December 31, 2023, respectively. BGE excludes cash of \$ 27 million and \$ 47 million at March 31, 2024 and December 31, 2023, respectively.

(b) The Level 3 balance consists of the current and noncurrent liability of \$ 29 million and \$ 79 million, respectively, at March 31, 2024 and \$ 27 million and \$ 106 million, respectively, at December 31, 2023 related to floating-to-fixed energy swap contracts with unaffiliated suppliers.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 10 — Fair Value of Financial Assets and Liabilities

PHI, Pepco, DPL, and ACE

PHI	At March 31, 2024							At December 31, 2023						
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2
Assets														
Cash equivalents ^(a)	\$ 438	\$ —	\$ —	\$ 438	\$ 107	\$ —	\$ —	\$ 107	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 107
Rabbi trust investments														
Cash equivalents	65	—	—	65	64	—	—	64	—	—	—	—	—	64
Mutual funds	9	—	—	9	9	—	—	9	—	—	—	—	—	9
Fixed income	—	7	—	7	—	7	—	7	—	—	—	—	—	7
Life insurance contracts	—	22	41	63	—	—	21	21	41	—	—	—	—	62
Rabbi trust investments subtotal	74	29	41	144	73	28	41	142	—	—	—	—	—	—
Total assets	512	29	41	582	180	28	41	249						
Liabilities														
Deferred compensation obligation	—	(12)	—	(12)	—	(13)	—	(13)	—	—	—	—	—	(13)
Total liabilities	—	(12)	—	(12)	—	(13)	—	(13)	—	—	—	—	—	(13)
Total net assets	\$ 512	\$ 17	\$ 41	\$ 570	\$ 180	\$ 15	\$ 41	\$ 236						

At March 31, 2024	Pepco				DPL				ACE			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets												
Cash equivalents ^(a)	\$ 192	\$ —	\$ —	\$ 192	\$ 241	\$ —	\$ —	\$ 241	\$ —	\$ —	\$ —	\$ —
Rabbi trust investments												
Cash equivalents	64	—	—	64	—	—	—	—	—	—	—	—
Life insurance contracts	—	22	41	63	—	—	—	—	—	—	—	—
Rabbi trust investments subtotal	64	22	41	127	—	—	—	—	—	—	—	—
Total assets	256	22	41	319	241	—	—	241	—	—	—	—
Liabilities												
Deferred compensation obligation	—	(1)	—	(1)	—	—	—	—	—	—	—	—
Total liabilities	—	(1)	—	(1)	—	—	—	—	—	—	—	—
Total net assets	\$ 256	\$ 21	\$ 41	\$ 318	\$ 241	\$ —	\$ —	\$ 241	\$ —	\$ —	\$ —	\$ —

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 10 — Fair Value of Financial Assets and Liabilities

At December 31, 2023	Pepco				DPL				ACE			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets												
Cash equivalents ^(a)	\$ 23	\$ —	\$ —	\$ 23	\$ 1	\$ —	\$ —	\$ 1	\$ —	\$ —	\$ —	\$ —
Rabbi trust investments												
Cash equivalents	63	—	—	63	—	—	—	—	—	—	—	—
Life insurance contracts	—	21	41	62	—	—	—	—	—	—	—	—
Rabbi trust investments subtotal	63	21	41	125	—	—	—	—	—	—	—	—
Total assets	86	21	41	148	1	—	—	1	—	—	—	—
Liabilities												
Deferred compensation obligation	—	(1)	—	(1)	—	—	—	—	—	—	—	—
Total liabilities	—	(1)	—	(1)	—							
Total net assets	\$ 86	\$ 20	\$ 41	\$ 147	\$ 1	\$ —	\$ —	\$ 1	\$ —	\$ —	\$ —	\$ —

(a) PHI excludes cash of \$ 89 million and \$ 96 million at March 31, 2024 and December 31, 2023, respectively, and restricted cash of zero and \$ 1 million at March 31, 2024 and December 31, 2023, respectively. Pepco excludes cash of \$ 28 million and \$ 48 million at March 31, 2024 and December 31, 2023, respectively, and restricted cash of zero and \$ 1 million at March 31, 2024 and December 31, 2023, respectively. DPL excludes cash of \$ 29 million and \$ 15 million at March 31, 2024 and December 31, 2023, respectively. ACE excludes cash of \$ 27 million and \$ 21 million at March 31, 2024 and December 31, 2023, respectively.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 10 — Fair Value of Financial Assets and Liabilities

Reconciliation of Level 3 Assets and Liabilities

The following tables present the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis during the three months ended March 31, 2024 and 2023:

Three Months Ended March 31, 2024	Exelon		ComEd		PHI and Pepco	
			Commodity Derivatives		Life Insurance Contracts	
	Total					
Balance at December 31, 2023	\$ (90)		\$ (133)		\$ 41	
Total realized / unrealized gains (losses)						
Included in net income ^(a)	—		—		—	
Included in regulatory assets/liabilities	25		25 ^(b)		—	
Balance at March 31, 2024	\$ (65)		\$ (108) ^(c)		\$ 41	
The amount of total gains included in income attributed to the change in unrealized gains related to assets and liabilities at March 31, 2024	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Three Months Ended March 31, 2023	Exelon		ComEd		PHI and Pepco	
			Commodity Derivatives		Life Insurance Contracts	
	Total					
Balance at December 31, 2022	\$ (44)		\$ (84)		\$ 40	
Total realized / unrealized gains (losses)						
Included in net income ^(a)	1		—		1	
Included in regulatory assets/liabilities	(14)		(14) ^(b)		—	
Balance at March 31, 2023	\$ (57)		\$ (98)		\$ 41	
The amount of total gains included in income attributed to the change in unrealized gain related to assets and liabilities at March 31, 2023	\$ 1	\$ 1	\$ —	\$ —	\$ 1	

(a) Classified in Operating and maintenance expense in the Consolidated Statements of Operations and Comprehensive Income.

(b) Includes \$ 13 million of increases in fair value and an increase for realized gains due to settlements of \$ 12 million recorded in Purchased power expense associated with floating-to-fixed energy swap contracts with unaffiliated suppliers for the three months ended March 31, 2024. Includes \$ 25 million of decreases in fair value and an increase for realized losses due to settlements of \$ 11 million recorded in Purchased power expense associated with floating-to-fixed energy swap contracts with unaffiliated suppliers for the three months ended March 31, 2023.

(c) The balance of the current and noncurrent asset was effectively zero as of March 31, 2024. The balance consists of a current and noncurrent liability of \$ 29 million and \$ 79 million, respectively, as of March 31, 2024.

Commodity Derivatives (Exelon and ComEd)

The table below discloses the significant unobservable inputs to the forward curve used to value mark-to-market derivatives.

Type of trade	Fair Value at March	Fair Value at	Valuation Technique	Unobservable Input	2024 Range & Arithmetic Average			2023 Range & Arithmetic Average				
	31, 2024	December 31, 2023										
Commodity derivatives	\$ (108)	\$ (133)	Discounted Cash Flow	Forward power price ^(a)	\$ 22.68	-	\$ 84.62	\$ 46.94	\$ 30.27	-	\$ 73.71	\$ 43.35

(a) An increase to the forward power price would increase the fair value.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

11. Commitments and Contingencies (All Registrants)

The following is an update to the current status of commitments and contingencies set forth in Note 18 — Commitments and Contingencies of the 2023 Form 10-K.

Commitments

PHI Merger Commitments (Exelon, PHI, Pepco, DPL, and ACE). Approval of the PHI Merger in Delaware, New Jersey, Maryland, and the District of Columbia was conditioned upon Exelon and PHI agreeing to certain commitments. The following amounts represent total commitment costs that have been recorded since the acquisition date and the total remaining obligations for Exelon, PHI, Pepco, DPL, and ACE at March 31, 2024:

Description	Exelon	PHI	Pepco	DPL	ACE
Total commitments	\$ 513	\$ 320	\$ 120	\$ 89	\$ 111
Remaining commitments ^(a)	35	31	28	2	1

(a) Remaining commitments extend through 2026 and include escrow funds, charitable contributions, and rate credits.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

Commercial Commitments (All Registrants). The Registrants' commercial commitments at March 31, 2024, representing commitments potentially triggered by future events were as follows:

	Total	Expiration within					
		2024	2025	2026	2027	2028	2029 and beyond
Exelon							
Letters of credit ^(a)	\$ 32	\$ 24	\$ 8	\$ —	\$ —	\$ —	\$ —
Surety bonds ^(b)	194	181	13	—	—	—	—
Financing trust guarantees ^(c)	378	—	—	—	—	78	300
Guaranteed lease residual values ^(d)	25	—	3	5	4	6	7
Total commercial commitments	<u>\$ 629</u>	<u>\$ 205</u>	<u>\$ 24</u>	<u>\$ 5</u>	<u>\$ 4</u>	<u>\$ 84</u>	<u>\$ 307</u>
ComEd							
Letters of credit ^(a)	\$ 17	\$ 14	\$ 3	\$ —	\$ —	\$ —	\$ —
Surety bonds ^(b)	36	34	2	—	—	—	—
Financing trust guarantees ^(c)	200	—	—	—	—	—	200
Total commercial commitments	<u>\$ 253</u>	<u>\$ 48</u>	<u>\$ 5</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 200</u>
PECO							
Letters of credit ^(a)	\$ 3	\$ —	\$ 3	\$ —	\$ —	\$ —	\$ —
Surety bonds ^(b)	2	1	1	—	—	—	—
Financing trust guarantees ^(c)	178	—	—	—	—	78	100
Total commercial commitments	<u>\$ 183</u>	<u>\$ 1</u>	<u>\$ 4</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 78</u>	<u>\$ 100</u>
BGE							
Letters of credit ^(a)	\$ 7	\$ 7	\$ —	\$ —	\$ —	\$ —	\$ —
Surety bonds ^(b)	3	2	1	—	—	—	—
Total commercial commitments	<u>\$ 10</u>	<u>\$ 9</u>	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
PHI							
Surety bonds ^(b)	\$ 96	\$ 91	\$ 5	\$ —	\$ —	\$ —	\$ —
Guaranteed lease residual values ^(d)	25	—	3	5	4	6	7
Total commercial commitments	<u>\$ 121</u>	<u>\$ 91</u>	<u>\$ 8</u>	<u>\$ 5</u>	<u>\$ 4</u>	<u>\$ 6</u>	<u>\$ 7</u>
Pepco							
Surety bonds ^(a)	\$ 85	\$ 84	\$ 1	\$ —	\$ —	\$ —	\$ —
Guaranteed lease residual values ^(d)	8	—	1	2	1	2	2
Total commercial commitments	<u>\$ 93</u>	<u>\$ 84</u>	<u>\$ 2</u>	<u>\$ 2</u>	<u>\$ 1</u>	<u>\$ 2</u>	<u>\$ 2</u>
DPL							
Surety bonds ^(b)	\$ 6	\$ 3	\$ 3	\$ —	\$ —	\$ —	\$ —
Guaranteed lease residual values ^(d)	10	—	1	2	2	2	3
Total commercial commitments	<u>\$ 16</u>	<u>\$ 3</u>	<u>\$ 4</u>	<u>\$ 2</u>	<u>\$ 2</u>	<u>\$ 2</u>	<u>\$ 3</u>
ACE							
Surety bonds ^(b)	\$ 5	\$ 4	\$ 1	\$ —	\$ —	\$ —	\$ —
Guaranteed lease residual values ^(d)	7	—	1	1	1	2	2
Total commercial commitments	<u>\$ 12</u>	<u>\$ 4</u>	<u>\$ 2</u>	<u>\$ 1</u>	<u>\$ 1</u>	<u>\$ 2</u>	<u>\$ 2</u>

(a) Exelon and certain of its subsidiaries maintain non-debt letters of credit to provide credit support for certain transactions as requested by third parties.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

- (b) Surety bonds—Guarantees issued related to contract and commercial agreements, excluding bid bonds. Historically, payments under the guarantees have not been made and the likelihood of payments being required is remote.
- (c) Reflects guarantee of ComEd and PECO securities held by ComEd Financing III, PECO Trust III, and PECO Trust IV.
- (d) Represents the maximum potential obligation in the event that the fair value of certain leased equipment and fleet vehicles is zero at the end of the maximum lease term. The lease term associated with these assets ranges from 1 to 9 years. The maximum potential obligation at the end of the minimum lease term would be \$ 57 million guaranteed by Exelon and PHI, of which \$ 19 million, \$ 22 million, and \$ 16 million is guaranteed by Pepco, DPL, and ACE, respectively. Historically, payments under the guarantees have not been made and PHI believes the likelihood of payments being required under the guarantees is remote.

Environmental Remediation Matters

General (All Registrants). The Registrants' operations have in the past, and may in the future, require substantial expenditures to comply with environmental laws. Additionally, under federal and state environmental laws, the Registrants are generally liable for the costs of remediating environmental contamination of property now or formerly owned by them and of property contaminated by hazardous substances generated by them. The Registrants own or lease a number of real estate parcels, including parcels on which their operations or the operations of others may have resulted in contamination by substances that are considered hazardous under environmental laws. In addition, the Registrants are currently involved in a number of proceedings relating to sites where hazardous substances have been deposited and may be subject to additional proceedings in the future. Unless otherwise disclosed, the Registrants cannot reasonably estimate whether they will incur significant liabilities for additional investigation and remediation costs at these or additional sites identified by the Registrants, environmental agencies or others, or whether such costs will be recoverable from third parties, including customers. Additional costs could have a material, unfavorable impact on the Registrants' financial statements.

MGP Sites (All Registrants). ComEd, PECO, BGE, and DPL have identified sites where former MGP or gas purification activities have or may have resulted in actual site contamination. For some sites, there are additional PRPs that may share responsibility for the ultimate remediation of each location.

- ComEd has 16 sites that are currently under some degree of active study and/or remediation. ComEd expects the majority of the remediation at these sites to continue through at least 2031.
- PECO has 6 sites that are currently under some degree of active study and/or remediation. PECO expects the majority of the remediation at these sites to continue through at least 2025.
- BGE has 4 sites that currently require some level of remediation and/or ongoing activity. BGE expects the majority of the remediation at these sites to continue through at least 2025.
- DPL has 1 site that is currently under study and the required cost at the site is not expected to be material.

The historical nature of the MGP and gas purification sites and the fact that many of the sites have been buried and built over, impacts the ability to determine a precise estimate of the ultimate costs prior to initial sampling and determination of the exact scope and method of remedial activity. Management determines its best estimate of remediation costs using all available information at the time of each study, including probabilistic and deterministic modeling for ComEd and PECO, and the remediation standards currently required by the applicable state environmental agency. Prior to completion of any significant clean up, each site remediation plan is approved by the appropriate state environmental agency.

ComEd, pursuant to an ICC order, and PECO, pursuant to a PAPUC order, are currently recovering environmental remediation costs of former MGP facility sites through customer rates. While BGE and DPL do not have riders for MGP clean-up costs, they have historically received recovery of actual clean-up costs in distribution rates.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

At March 31, 2024 and December 31, 2023, the Registrants had accrued the following undiscounted amounts for environmental liabilities in Accrued expenses, Other current liabilities, and Other deferred credits and other liabilities in their respective Consolidated Balance Sheets:

	March 31, 2024			December 31, 2023		
	Total Environmental Investigation and Remediation Liabilities		Portion of Total Related to MGP Investigation and Remediation	Total Environmental Investigation and Remediation Liabilities		Portion of Total Related to MGP Investigation and Remediation
	\$	\$	\$	\$	\$	\$
Exelon	\$ 413	\$ 328	\$ 428	\$ 338		
ComEd	293	292	303	302		
PECO	27	25	27	25		
BGE	14	11	14	11		
PHI	76	—	81	—		
Pepco	74	—	79	—		
DPL	1	—	1	—		
ACE	1	—	1	—		

Benning Road Site (Exelon, PHI, and Pepco) In September 2010, PHI received a letter from EPA identifying the Benning Road site as one of six land-based sites potentially contributing to contamination of the lower Anacostia River. A portion of the site, which is owned by Pepco, was formerly the location of an electric generating facility owned by Pepco subsidiary, Pepco Energy Services (PES), which became a part of Generation, following the 2016 merger between PHI and Exelon. This generating facility was deactivated in June 2012. The remaining portion of the site consists of a Pepco transmission and distribution service center that remains in operation. In December 2011, the U.S. District Court for the District of Columbia approved a Consent Decree entered into by Pepco and Pepco Energy Services (hereinafter "Pepco Entities") with the DOEE, which requires the Pepco Entities to conduct a Remedial Investigation and Feasibility Study (RI/FS) for the Benning Road site and an approximately 10 to 15-acre portion of the adjacent Anacostia River. The purpose of this RI/FS is to define the nature and extent of contamination from the Benning Road site and to evaluate remedial alternatives.

Pursuant to an internal agreement between the Pepco Entities, since 2013, Pepco has performed the work required by the Consent Decree and has been reimbursed for that work by an agreed upon allocation of costs between the Pepco Entities. In September 2019, the Pepco Entities issued a draft "final" RI report which DOEE approved on February 3, 2020. The Pepco Entities are completing a FS to evaluate possible remedial alternatives for submission to DOEE. In October 2022, DOEE approved dividing the work to complete the landside portion of the FS from the waterside portion to expedite the overall schedule for completion of the project. The landside FS was approved by DOEE on March 15, 2024, and the waterside FS is scheduled to be complete and approved by DOEE by the end of the fourth quarter of 2024. Following the completion of each FS, DOEE will issue a Proposed Plan for public comment and then issue a Record of Decision (ROD) identifying the remedial actions determined to be necessary for the area in question. On October 3, 2023, DOEE and Pepco entered into an addendum to the Benning Consent Decree pursuant to which Pepco has agreed to fund or perform the remedial actions to be selected by DOEE for the landside and water areas. This addendum to the Benning Consent Decree was entered by the Court on February 27, 2024 and became effective on that date.

As part of the separation between Exelon and Constellation in February 2022, the internal agreement between the Pepco Entities for completion and payment for the remaining Consent Decree work was memorialized in a formal agreement for post-separation activities. A second post-separation assumption agreement between Exelon and Constellation transferred any of the potential remaining remediation liability, if any, of PES/Generation to a non-utility subsidiary of Exelon which going forward will be responsible for those liabilities. Exelon, PHI, and Pepco have determined that a loss associated with this matter is probable and have accrued an estimated liability, which is included in the table above.

Anacostia River Tidal Reach (Exelon, PHI, and Pepco) Contemporaneous with the Benning Road site RI/FS being performed by the Pepco Entities, DOEE and NPS have been conducting a separate RI/FS focused on the entire tidal reach of the Anacostia River extending from just north of the Maryland-District of Columbia boundary line to the confluence of the Anacostia and Potomac Rivers. The river-wide RI incorporated the results of the river sampling performed by the Pepco Entities as part of the Benning RI/FS, as well as similar sampling efforts

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

conducted by owners of other sites adjacent to this segment of the river and supplemental river sampling conducted by DOEE's contractor.

On September 30, 2020, DOEE released its Interim ROD for the Anacostia River sediments. The Interim ROD reflects an adaptive management approach which will require several identified "hot spots" in the river to be addressed first while continuing to conduct studies and to monitor the river to evaluate improvements and determine potential future remediation plans. The adaptive management process chosen by DOEE is less intrusive, provides more long-term environmental certainty, is less costly, and allows for site specific remediation plans already underway, including the plan for the Benning Road site to proceed to conclusion.

On July 15, 2022, Pepco received a letter from the District of Columbia's Office of the Attorney General (D.C. OAG) on behalf of DOEE conveying a settlement offer to resolve all PRPs' liability to the District of Columbia (District) for their past costs and their anticipated future costs to complete the work for the Interim ROD. Pepco responded on July 27, 2022 to enter into settlement discussions. On October 3, 2023, Pepco and the District entered into another consent decree (the "Anacostia River Consent Decree") pursuant to which Pepco agreed to pay \$ 47 million to resolve its liability to the District for all past costs to perform the river-wide RI/FS and all future costs to complete the work required by the Interim ROD. This amount will be paid in four equal annual installments beginning a year after the effective date of the Anacostia River Consent Decree. The funds will be deposited into the DOEE's Clean Land Fund for the District's costs of the Interim ROD work. The Anacostia River Consent Decree caps Pepco's liability for these costs and provides Pepco with the right to seek contribution from other potentially responsible parties. The Anacostia River Consent Decree was signed by the judge for the U.S. District Court for the District of Columbia and became effective on April 11, 2024. Exelon, PHI, and Pepco have accrued a liability for Pepco's payment obligations under the Anacostia Consent Decree and management's best estimate of its share of any other future Anacostia River response costs. Pepco has concluded that incremental exposure remains reasonably possible, but management cannot reasonably estimate a range of loss beyond the amounts recorded, which are included in the table above.

In addition to the activities associated with the remedial process outlined above, CERCLA separately requires federal and state (here including Washington, D.C.) Natural Resource Trustees (federal or state agencies designated by the President or the relevant state, respectively, or Indian tribes) to conduct an assessment of any damages to natural resources within their jurisdiction as a result of the contamination that is being remediated. The Trustees can seek compensation from responsible parties for such damages, including restoration costs. During the second quarter of 2018, Pepco became aware that the Trustees are in the beginning stages of a NRD assessment, a process that often takes many years beyond the remedial decision to complete. Pepco has concluded that a loss associated with the eventual NRD assessment is reasonably possible. Due to the very early stage of the NRD process, Pepco cannot reasonably estimate the final range of loss potentially resulting from this process.

As noted in the Benning Road Site disclosure above, as part of the separation of Exelon and Constellation in February 2022, an assumption agreement was executed transferring any potential future remediation liabilities associated with the Benning Site remediation to a non-utility subsidiary of Exelon. Similarly, any potential future liability associated with the Anacostia River Sediment Project (ARSP) was also assumed by this entity.

Buzzard Point Site (Exelon, PHI, and Pepco). On December 8, 2022, Pepco received a letter from the D.C. OAG, alleging wholly past violations of the District's stormwater discharge and waste disposal requirements related to operations at the Buzzard Point facility, a 9-acre parcel of waterfront property in Washington, D.C. occupied by an active substation and former steam plant building. The letter also alleged wholly past violations by Pepco of stormwater discharge requirements related to its district-wide system of underground vaults. On October 3, 2023, Pepco entered into a Consent Order with the District of Columbia to resolve the alleged violations without any admission of liability. The Consent Order requires Pepco to pay a civil penalty of \$ 10 million. In addition, Pepco has agreed to assess the environmental conditions at its Buzzard Point facility and conduct any remedial actions deemed necessary as a result of the assessment, and also to assess potential environmental impacts associated with the operation of its underground vaults. The Consent Order was lodged with the District of Columbia Superior Court in January 2024. The court signed and entered the Consent Order, and it became effective on February 2, 2024. Exelon, PHI, and Pepco have accrued a liability for the penalty payments and for the projected costs for the required environmental assessments and remediation. Pepco has concluded that incremental exposure is reasonably possible, but the range of loss cannot be reasonably estimated beyond the amounts included in the table above.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

Litigation and Regulatory Matters

DPA and Related Matters (Exelon and ComEd). Exelon and ComEd received a grand jury subpoena in the second quarter of 2019 from the U.S. Attorney's Office for the Northern District of Illinois (USAO) requiring production of information concerning their lobbying activities in the State of Illinois. On October 4, 2019, Exelon and ComEd received a second grand jury subpoena from the USAO requiring production of records of any communications with certain individuals and entities. On October 22, 2019, the SEC notified Exelon and ComEd that it had also opened an investigation into their lobbying activities. On July 17, 2020, ComEd entered into a DPA with the USAO to resolve the USAO investigation, which included a payment to the U.S. Treasury of \$ 200 million, which was paid in November 2020. The three-year term of the DPA ended on July 17, 2023, and on that same date the court granted the USAO's motion to dismiss the pending charge against ComEd that had been deferred by the DPA.

On September 28, 2023, Exelon and ComEd reached a settlement with the SEC, concluding and resolving in its entirety the SEC investigation, which related to the conduct identified in the DPA that was entered into by ComEd in July 2020 and successfully exited in July 2023. Under the terms of the settlement, Exelon has agreed to pay a civil penalty of \$ 46.2 million and Exelon and ComEd have agreed to cease and desist from committing or causing any violations and any future violations of specified provisions of the federal securities laws and rules promulgated thereunder. Exelon recorded an accrual for the full amount of the penalty in the second quarter of 2023, which was reflected in Operating and maintenance expense within Exelon's Consolidated Statements of Operations and Comprehensive Income and in Accrued expenses on the Consolidated Balance Sheets. Exelon paid the civil penalty in full on October 4, 2023.

Subsequent to Exelon announcing the receipt of the USAO subpoenas, various lawsuits were filed, and various demand letters were received related to the subject of the subpoenas, the conduct described in the DPA and the SEC's investigation, including:

- Four putative class action lawsuits against ComEd and Exelon were filed in federal court on behalf of ComEd customers in the third quarter of 2020 alleging, among other things, civil violations of federal racketeering laws. On September 9, 2021, the federal court granted ComEd and Exelon's motion to dismiss and dismissed plaintiffs' federal law claim with prejudice. The federal court also dismissed the related state law claims made by the federal plaintiffs on jurisdictional grounds. Plaintiffs appealed dismissal of the federal law claim to the Seventh Circuit Court of Appeals, and refiled their state law claims in state court. On August 22, 2022, the Seventh Circuit affirmed the dismissal of the consolidated federal cases in their entirety. The time to further appeal has passed and the Seventh Circuit's decision is final.
- Three putative class action lawsuits against ComEd and Exelon were filed in Illinois state court in the third quarter of 2020 seeking restitution and compensatory damages on behalf of ComEd customers. The cases were consolidated into a single action in October of 2020. ComEd and Exelon filed a motion to dismiss on January 11, 2021. On December 23, 2021, the state court granted ComEd and Exelon's motion to dismiss with prejudice. Plaintiffs appealed the court's ruling dismissing their complaint to the First District Court of Appeals. On February 15, 2022, ComEd and Exelon moved to dismiss the federal plaintiffs' refiled state law claims, seeking dismissal on the same legal grounds asserted in their motion to dismiss the original state court plaintiffs' complaint. The court granted dismissal of the refiled state claims on February 16, 2022. The original federal plaintiffs appealed that dismissal on February 18, 2022. The two state appeals were consolidated on March 21, 2022. On September 8, 2023, the appellate court affirmed the dismissal. On December 22, 2023, plaintiffs filed a petition for leave to appeal to the Illinois Supreme Court, which ComEd and Exelon responded to on January 12, 2024. On March 27, 2024, the Illinois Supreme Court denied plaintiffs' petition for leave to appeal. The dismissal of this action is final.
- On November 3, 2022, a plaintiff filed a putative class action complaint in Lake County, Illinois Circuit Court against ComEd and Exelon for unjust enrichment and deceptive business practices in connection with the conduct giving rise to the DPA. Plaintiff seeks an accounting and disgorgement of any benefits ComEd allegedly obtained from said conduct. ComEd and Exelon filed a motion to dismiss the Complaint on February 3, 2023. On June 16, 2023, the court granted ComEd and Exelon's motion to dismiss the action with prejudice. Plaintiff filed its notice of appeal of that dismissal on July 17, 2023. On April 12, 2024, the appellate court issued its decision affirming dismissal of the action.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

- A putative class action lawsuit against Exelon and certain officers of Exelon and ComEd was filed in federal court in December 2019 alleging misrepresentations and omissions in Exelon's SEC filings related to ComEd's lobbying activities and the related investigations. The complaint was amended on September 16, 2020, to dismiss two of the original defendants and add other defendants, including ComEd. Defendants filed a motion to dismiss in November 2020. The court denied the motion in April 2021. Following mediation, the parties reached a settlement of the lawsuit, under which defendants agreed to pay plaintiffs \$ 173 million. On May 26, 2023, plaintiffs filed a motion for preliminary approval of the settlement, which the court granted on June 9, 2023. The court granted final settlement approval on September 7, 2023. The settlement was fully covered by insurance and has been paid in full.
- Several shareholders have sent letters to the Exelon Board of Directors since 2020 demanding, among other things, that the Exelon Board of Directors investigate and address alleged breaches of fiduciary duties and other alleged violations by Exelon and ComEd officers and directors related to the conduct described in the DPA. In the first quarter of 2021, the Exelon Board of Directors appointed a Special Litigation Committee (SLC) consisting of disinterested and independent parties to investigate and address these shareholders' allegations and make recommendations to the Exelon Board of Directors based on the outcome of the SLC's investigation. In July 2021, one of the demand letter shareholders filed a derivative action against current and former Exelon and ComEd officers and directors, and against Exelon, as nominal defendant, asserting the same claims made in its demand letter. Since that date, multiple parties have filed separate derivative lawsuits that were subsequently consolidated. On October 12, 2021, the parties filed an agreed motion to stay the litigation for 120 days in order to allow the SLC to continue its investigation, which the court granted. The stay has been extended several times. Through mediation efforts, a settlement of the derivative claims was reached by the SLC, the Independent Review Committee of the Board (which had been formed in the third quarter of 2022, to ensure the Board's consideration of any SLC recommendations would be independent and objective), the Board, and certain of the derivative shareholders. On June 16, 2023, the SLC filed a motion for preliminary approval of the settlement, attaching the Stipulation and Agreement of Settlement (Stipulation), which contains the terms of the proposed settlement. The proposed settlement terms include but are not limited to: a payment of \$ 40 million to Exelon by Exelon's insurers of which \$ 10 million constitutes the attorneys' fee award to be paid to the Settling Shareholders' counsel; various compliance and disclosure-related reforms; and certain changes in Board and Committee composition. On June 30, 2023, the court granted the non-settling shareholders' request for limited discovery into the settlement. Following that discovery, on October 26, 2023, the SLC filed its renewed motion for preliminary approval with supporting submissions filed by the Independent Review Committee, Exelon, and the settling shareholders on that same day. The parties briefing on preliminary approval was completed on January 18, 2024.

In August 2022, the ICC concluded its investigation initiated on August 12, 2021 into rate impacts of conduct admitted in the DPA, including the costs recovered from customers related to the DPA and Exelon's funding of the fine paid by ComEd. On August 17, 2022, the ICC issued its final order accepting ComEd's voluntary customer refund offer of approximately \$ 38 million (of which about \$ 31 million is ICC jurisdictional; the remaining balance is FERC jurisdictional) that resolves the question of whether customer funds were used for DPA related activities. The customer refund includes the cost of every individual or entity that was either (i) identified in the DPA or (ii) identified by ComEd as an associate of the former Speaker of the Illinois House of Representatives in the ICC proceeding. The ICC's DPA investigation is now closed. The ICC jurisdictional refund was made to customers during the April 2023 billing cycle, as required by the ICC. The FERC jurisdictional refund was included in ComEd's transmission formula rate update proceeding, filed on May 12, 2023. The filed transmission rate, inclusive of the FERC jurisdictional DPA refund, will appear on ComEd retail customers' bills for the June 2023 through May 2024 monthly billing periods, in the line designated as "Transmission Services Charge." The customer refund will not be recovered in rates or charged to customers and ComEd will not seek or accept reimbursement or indemnification from any source other than Exelon. An accrual for the amount of the customer refund has been recorded in Regulatory assets in Exelon's and ComEd's Consolidated Balance Sheets as of March 31, 2024.

General (All Registrants). The Registrants are involved in various other litigation matters that are being defended and handled in the ordinary course of business. The Registrants are also from time to time subject to audits and investigations by the FERC and other regulators. The assessment of whether a loss is probable or reasonably possible, and whether the loss or a range of loss is estimable, often involves a series of complex judgments about future events. The Registrants maintain accruals for such losses that are probable of being

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 11 — Commitments and Contingencies

incurred and subject to reasonable estimation. Management is sometimes unable to estimate an amount or range of reasonably possible loss, particularly where (1) the damages sought are indeterminate, (2) the proceedings are in the early stages, or (3) the matters involve novel or unsettled legal theories. In such cases, there is considerable uncertainty regarding the timing or ultimate resolution of such matters, including a possible eventual loss.

12. Shareholders' Equity (Exelon)

At-the-Market Program

On August 4, 2022, Exelon executed an equity distribution agreement ("Equity Distribution Agreement"), with certain sales agents and forward sellers and certain forward purchasers, establishing an ATM equity distribution program under which it may offer and sell shares of its Common stock, having an aggregate gross sales price of up to \$ 1.0 billion. Exelon has no obligation to offer or sell any shares of Common stock under the Equity Distribution Agreement and may, at any time, suspend or terminate offers and sales under the Equity Distribution Agreement. In November and December 2023, Exelon issued approximately 3.6 million shares of Common stock at an average gross price of \$ 39.58 per share. The net proceeds from these issuances were \$ 140 million, which were used for general corporate purposes. As of March 31, 2024, \$ 858 million of Common stock remained available for sale pursuant to the ATM program.

13. Changes in Accumulated Other Comprehensive Income (Loss) (Exelon)

The following table presents changes in Exelon's AOCI, net of tax, by component:

Three Months Ended March 31, 2024	Cash Flow Hedges	Pension and Non-Pension Postretirement		Total
		Benefit Plan Items ^(a)		
Balance at December 31, 2023	\$ (3)	\$ (723)	\$ (726)	
OCI before reclassifications	34	(24)		10
Amounts reclassified from AOCI	(1)	5		4
Net current-period OCI	\$ 33	\$ (19)	\$ 14	
Balance at March 31, 2024	\$ 30	\$ (742)	\$ (712)	

Three Months Ended March 31, 2023	Cash Flow Hedges	Pension and Non-Pension		Total
		Postretirement	Benefit Plan Items ^(a)	
Balance at December 31, 2022	\$ 2	\$ (640)	\$ (638)	
OCI before reclassifications	6	(10)		(4)
Amounts reclassified from AOCI	—	3		3
Net current-period OCI	\$ 6	\$ (7)	\$ (1)	
Balance at March 31, 2023	\$ 8	\$ (647)	\$ (639)	

(a) This AOCI component is included in the computation of net periodic pension and OPEB cost. See Note 14 — Retirement Benefits of the 2023 Form 10-K and Note 7 — Retirement Benefits for additional information. See Exelon's Statements of Operations and Comprehensive Income for individual components of AOCI.

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COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 13 — Changes in Accumulated Other Comprehensive Income

The following table presents income tax benefit (expense) allocated to each component of Exelon's Other comprehensive income (loss):

	Three Months Ended March 31,	
	2024	2023
Pension and non-pension postretirement benefit plans:		
Actuarial losses reclassified to periodic benefit cost	\$ (2)	\$ (1)
Pension and non-pension postretirement benefit plans valuation adjustments	8	3
Unrealized gains on cash flow hedges	(10)	(1)

14. Supplemental Financial Information (All Registrants)

Supplemental Statement of Operations Information

The following tables provide additional information about material items recorded in the Registrants' Consolidated Statements of Operations and Comprehensive Income:

	Taxes other than income taxes							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Three Months Ended March 31, 2024								
Utility taxes ^(a)	\$ 229	\$ 75	\$ 41	\$ 31	\$ 82	\$ 74	\$ 8	\$ —
Property	105	9	4	53	38	26	11	1
Payroll	34	9	5	5	7	2	1	1
Three Months Ended March 31, 2023								
Utility taxes ^(a)	\$ 220	\$ 74	\$ 40	\$ 29	\$ 77	\$ 68	\$ 8	\$ 1
Property	99	10	4	50	35	24	11	—
Payroll	32	7	5	5	7	2	1	1

(a) The Registrants' utility taxes represent municipal and state utility taxes and gross receipts taxes related to their operating revenues. The offsetting collection of utility taxes from customers is recorded in revenues in the Registrants' Consolidated Statements of Operations and Comprehensive Income.

	Other, net							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Three Months Ended March 31, 2024								
AFUDC — Equity	\$ 40	\$ 10	\$ 8	\$ 7	\$ 15	\$ 12	\$ 3	\$ —
Non-service net periodic benefit cost	(7)	—	—	—	—	—	—	—
Three Months Ended March 31, 2023								
AFUDC — Equity	\$ 38	\$ 10	\$ 6	\$ 3	\$ 19	\$ 14	\$ 2	\$ 3
Non-service net periodic benefit cost	(1)	—	—	—	—	—	—	—

Supplemental Cash Flow Information

The following tables provide additional information about material items recorded in the Registrants' Consolidated Statements of Cash Flows.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 14 — Supplemental Financial Information

	Depreciation, amortization, and accretion							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Three Months Ended March 31, 2024								
Property, plant, and equipment ^(a)	\$ 711	\$ 284	\$ 101	\$ 122	\$ 190	\$ 81	\$ 52	\$ 53
Amortization of regulatory assets and liabilities, net ^(a)	166	78	3	28	56	26	9	21
Amortization of intangible assets, net ^(a)	2	—	—	—	—	—	—	—
ARO accretion ^(b)	1	—	—	—	—	—	—	—
Total depreciation, amortization and accretion	<u>\$ 880</u>	<u>\$ 362</u>	<u>\$ 104</u>	<u>\$ 150</u>	<u>\$ 246</u>	<u>\$ 107</u>	<u>\$ 61</u>	<u>\$ 74</u>
Three Months Ended March 31, 2023								
Property, plant, and equipment ^(a)	\$ 680	\$ 267	\$ 95	\$ 124	\$ 180	\$ 76	\$ 51	\$ 47
Amortization of regulatory assets and liabilities, net ^(a)	178	71	3	43	61	32	9	20
Amortization of intangible assets, net ^(a)	2	—	—	—	—	—	—	—
Total depreciation and amortization	<u>\$ 860</u>	<u>\$ 338</u>	<u>\$ 98</u>	<u>\$ 167</u>	<u>\$ 241</u>	<u>\$ 108</u>	<u>\$ 60</u>	<u>\$ 67</u>

(a) Included in Depreciation and amortization expense in the Registrants' Consolidated Statements of Operations and Comprehensive Income.

(b) Included in Operating and maintenance expense in Exelon's Consolidated Statements of Operations and Comprehensive Income.

	Other non-cash operating activities							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Three Months Ended March 31, 2024								
Pension and OPEB costs	\$ 61	\$ 17	\$ —	\$ 15	\$ 23	\$ 9	\$ 4	\$ 3
Allowance for credit losses	63	2	27	12	22	16	3	3
True-up adjustments to decoupling mechanisms and formula rates ^(a)	(91)	(19)	2	(43)	(31)	(29)	4	(6)
Amortization of operating ROU asset	9	—	—	2	6	1	2	1
AFUDC — Equity	(40)	(10)	(8)	(7)	(15)	(12)	(3)	—
Three Months Ended March 31, 2023								
Pension and OPEB costs (benefit)	\$ 45	\$ 6	\$ (3)	\$ 14	\$ 24	\$ 8	\$ 4	\$ 4
Allowance for credit losses	70	—	37	18	15	7	5	3
True-up adjustments to decoupling mechanisms and formula rates ^(a)	(282)	(153)	4	(65)	(68)	(39)	(11)	(18)
Long-term incentive plan	2	—	—	—	—	—	—	—
Amortization of operating ROU asset	10	1	—	1	7	1	2	1
Change in environmental liabilities	25	—	—	—	25	25	—	—
AFUDC — Equity	(38)	(10)	(6)	(3)	(19)	(14)	(2)	(3)

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 14 — Supplemental Financial Information

(a) For ComEd, reflects the true-up adjustments in Regulatory assets and liabilities associated with its distribution, energy efficiency, distributed generation, and transmission formula rates. For PECO, reflects the change in Regulatory assets and liabilities associated with its transmission formula rates. For BGE, Pepco, DPL, and ACE, reflects the change in Regulatory assets and liabilities associated with their decoupling mechanisms and transmission formula rates. See Note 3 — Regulatory Matters of the 2023 Form 10-K for additional information.

The following tables provide a reconciliation of cash, cash equivalents, and restricted cash reported within the Registrants' Consolidated Balance Sheets that sum to the total of the same amounts in their Consolidated Statements of Cash Flows.

	Cash, cash equivalents, and restricted cash								
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE	
Balance at March 31, 2024									
Cash and cash equivalents	\$ 720	\$ 100	\$ 39	\$ 27	\$ 504	\$ 198	\$ 269	\$ 27	\$ 27
Restricted cash and cash equivalents	489	428	9	—	23	22	1	—	—
Restricted cash included in Other deferred debits and other assets	99	99	—	—	—	—	—	—	—
Total cash, restricted cash, and cash equivalents	<u>\$ 1,308</u>	<u>\$ 627</u>	<u>\$ 48</u>	<u>\$ 27</u>	<u>\$ 527</u>	<u>\$ 220</u>	<u>\$ 270</u>	<u>\$ 27</u>	<u>\$ 27</u>
Balance at December 31, 2023									
Cash and cash equivalents	\$ 445	\$ 110	\$ 42	\$ 47	\$ 180	\$ 48	\$ 16	\$ 21	\$ 21
Restricted cash and cash equivalents	482	402	9	1	24	24	—	—	—
Restricted cash included in Other deferred debits and other assets	174	174	—	—	—	—	—	—	—
Total cash, restricted cash, and cash equivalents	<u>\$ 1,101</u>	<u>\$ 686</u>	<u>\$ 51</u>	<u>\$ 48</u>	<u>\$ 204</u>	<u>\$ 72</u>	<u>\$ 16</u>	<u>\$ 21</u>	<u>\$ 21</u>
Balance at March 31, 2023									
Cash and cash equivalents	\$ 522	\$ 75	\$ 27	\$ 20	\$ 367	\$ 126	\$ 142	\$ 71	\$ 71
Restricted cash and cash equivalents	381	323	9	1	29	27	1	—	—
Restricted cash included in Other deferred debits and other assets	180	180	—	—	—	—	—	—	—
Total cash, restricted cash, and cash equivalents	<u>\$ 1,083</u>	<u>\$ 578</u>	<u>\$ 36</u>	<u>\$ 21</u>	<u>\$ 396</u>	<u>\$ 153</u>	<u>\$ 143</u>	<u>\$ 71</u>	<u>\$ 71</u>

For additional information on restricted cash see Note 1 — Significant Accounting Policies of the 2023 Form 10-K.

Supplemental Balance Sheet Information

The following table provides additional information about material items recorded in the Registrants' Consolidated Balance Sheets.

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 14 — Supplemental Financial Information

	Accrued expenses							
	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Balance at March 31, 2024								
Compensation-related accruals ^(a)	\$ 349	\$ 102	\$ 46	\$ 46	\$ 59	\$ 19	\$ 12	\$ 8
Taxes accrued	237	214	93	140	170	135	42	16
Interest accrued	408	80	54	59	87	40	29	17
Balance at December 31, 2023								
Compensation-related accruals ^(a)	\$ 661	\$ 206	\$ 87	\$ 81	\$ 107	\$ 27	\$ 17	\$ 12
Taxes accrued	221	204	96	75	137	116	30	10
Interest accrued	414	148	49	44	72	38	13	15

(a) Primarily includes accrued payroll, bonuses and other incentives, vacation, and benefits.

15. Related Party Transactions (All Registrants)

Service Company Costs for Corporate Support

The Registrants receive a variety of corporate support services from BSC. Pepco, DPL, and ACE also receive corporate support services from PHISCO. See Note 1 — Significant Accounting Policies for additional information regarding BSC and PHISCO.

The following table presents the service company costs allocated to the Registrants:

	Operating and maintenance from affiliates		Capitalized costs	
	Three Months Ended March 31,		Three Months Ended March 31,	
	2024	2023	2024	2023
Exelon				
BSC			\$ 158	\$ 175
PHISCO			29	24
ComEd				
BSC	\$ 100	\$ 83	71	81
PECO				
BSC	58	51	29	30
BGE				
BSC	59	54	24	24
PHI				
BSC	50	42	34	40
PHISCO	—	—	29	24
Pepco				
BSC	31	27	17	14
PHISCO	33	30	12	11
DPL				
BSC	19	17	12	10
PHISCO	25	24	9	7
ACE				
BSC	16	14	5	14
PHISCO	23	22	8	6

COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Dollars in millions, except per share data, unless otherwise noted)

Note 15 — Related Party Transactions

Current Receivables from/Payables to Affiliates

The following tables present current Receivables from affiliates and current Payables to affiliates:

March 31, 2024

Payables to affiliates:	Receivables from affiliates:										Total
	ComEd	PECO	BGE	Pepco	DPL	ACE	BSC	PHISCO	Other		
ComEd	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 66	\$ —	\$ 6	\$ 72	
PECO	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 33	\$ —	\$ 8	\$ 41	
BGE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 35	\$ —	\$ 2	\$ 37	
PHI	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 6	\$ —	\$ 11	\$ 17	
Pepco	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 19	\$ 17	\$ 1	\$ 37	
DPL	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 13	\$ 12	\$ —	\$ 25	
ACE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 10	\$ 12	\$ —	\$ 22	
Other	\$ 3	\$ —	\$ —	\$ 1	\$ —	\$ 4	\$ 182	\$ 41	\$ 28	\$ 259	
Total	\$ 3	\$ —	\$ —	\$ 1	\$ —	\$ 4	\$ 182	\$ 41	\$ 28	\$ 259	

December 31, 2023

Payables to affiliates:	Receivables from affiliates:										Total
	ComEd	PECO	BGE	Pepco	DPL	ACE	BSC	PHISCO	Other		
ComEd	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 64	\$ —	\$ 8	\$ 72	
PECO	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 36	\$ —	\$ 3	\$ 39	
BGE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 33	\$ —	\$ 2	\$ 35	
PHI	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 5	\$ —	\$ 10	\$ 15	
Pepco	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 17	\$ 14	\$ 1	\$ 32	
DPL	\$ —	\$ 1	\$ —	\$ —	\$ —	\$ —	\$ 12	\$ 11	\$ 1	\$ 25	
ACE	\$ —	\$ 1	\$ —	\$ 1	\$ 1	\$ —	\$ 11	\$ 11	\$ —	\$ 25	
Other	\$ 3	\$ —	\$ —	\$ 1	\$ —	\$ 3	\$ 1	\$ —	\$ —	\$ 8	
Total	\$ 3	\$ 2	\$ —	\$ 2	\$ 1	\$ 3	\$ 179	\$ 36	\$ 25	\$ 251	

Borrowings from Exelon/PHI intercompany money pool

To provide an additional short-term borrowing option that will generally be more favorable to the borrowing participants than the cost of external financing both Exelon and PHI operate an intercompany money pool. PECO and PHI Corporate participate in the Exelon intercompany money pool. Pepco, DPL, and ACE participate in the PHI intercompany money pool.

Long-term debt to financing trusts

The following table presents Long-term debt to financing trusts:

	March 31, 2024			December 31, 2023		
	Exelon	ComEd	PECO	Exelon	ComEd	PECO
ComEd Financing III	\$ 206	\$ 205	\$ —	\$ 206	\$ 205	\$ —
PECO Trust III	81	—	81	81	—	81
PECO Trust IV	103	—	103	103	—	103
Total	\$ 390	\$ 205	\$ 184	\$ 390	\$ 205	\$ 184

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in millions except per share data, unless otherwise noted)

Exelon**Executive Overview**

Exelon is a utility services holding company engaged in the energy transmission and distribution businesses through its six reportable segments: ComEd, PECO, BGE, Pepco, DPL, and ACE. See Note 1 — Significant Accounting Policies and Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for additional information regarding Exelon's principal subsidiaries and reportable segments.

Exelon's consolidated financial information includes the results of its seven separate operating subsidiary registrants, ComEd, PECO, BGE, PHI, Pepco, DPL, and ACE, which, along with Exelon, are collectively referred to as the Registrants. The following combined Management's Discussion and Analysis of Financial Condition and Results of Operations is separately filed by Exelon, ComEd, PECO, BGE, PHI, Pepco, DPL, and ACE. However, none of the Registrants makes any representation as to information related solely to any of the other Registrants.

Financial Results of Operations

GAAP Results of Operations. The following table sets forth Exelon's GAAP consolidated Net income attributable to common shareholders by Registrant for the three months ended March 31, 2024 compared to the same period in 2023. For additional information regarding the financial results for the three months ended March 31, 2024 and 2023, see the discussions of Results of Operations by Registrant.

	Three Months Ended March 31,		(Unfavorable) Favorable Variance
	2024	2023	
Exelon	\$ 658	\$ 669	(11)
ComEd	193	241	(48)
PECO	149	166	(17)
BGE	264	200	64
PHI	168	155	13
Pepco	75	65	10
DPL	66	60	6
ACE	29	33	(4)
Other ^(a)	(116)	(93)	(23)

(a) Other primarily includes eliminating and consolidating adjustments, Exelon's corporate operations, shared service entities, and other financing and investment activities.

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net income attributable to common shareholders decreased by \$11 million and diluted earnings per average common share decreased to \$0.66 in 2024 from \$0.67 in 2023 primarily due to:

- Higher interest expense at PECO, PHI, and Exelon Corporate;
- Higher storm costs at PECO and BGE;
- Lower electric distribution earnings from lower ROE and the absence of a return on the pension asset at ComEd; and
- Lower carrying costs related to the CMC regulatory assets at ComEd.

The decreases were partially offset by:

- The favorable impacts of rate increases at BGE and PHI; and
- Less unfavorable weather impacts at PECO.

Adjusted (non-GAAP) operating earnings. In addition to Net income, Exelon evaluates its operating performance using the measure of Adjusted (non-GAAP) operating earnings because management believes it represents earnings directly related to the ongoing operations of the business. Adjusted (non-GAAP) operating earnings exclude certain costs, expenses, gains and losses, and other specified items. This information is intended to enhance an investor's overall understanding of year-over-year operating results and provide an indication of Exelon's baseline operating performance excluding items that are considered by management to be not directly related to the ongoing operations of the business. In addition, this information is among the primary indicators management uses as a basis for evaluating performance, allocating resources, setting incentive compensation targets, and planning and forecasting of future periods. Adjusted (non-GAAP) operating earnings is not a presentation defined under GAAP and may not be comparable to other companies' presentations or deemed more useful than the GAAP information provided elsewhere in this report.

The following table provides a reconciliation between GAAP Net income attributable to common shareholders and Adjusted (non-GAAP) operating earnings for the three months ended March 31, 2024 compared to the same period in 2023:

(In millions, except per share data)	Three Months Ended March 31,					
	2024			2023		
	Earnings per	Diluted Share	Earnings per	Diluted Share	Earnings per	Diluted Share
Net income attributable to common shareholders	\$ 658	\$ 0.66	\$ 669	\$ 0.67		
Mark-to-market impact of economic hedging activities (net of taxes of \$0)	—	—	(1)	—		
Change in environmental liabilities (net of taxes of \$7)	—	—	18	0.02		
Separation costs (net of taxes of \$0) ^(a)	—	—	(1)	—		
Change in FERC audit liability (net of taxes of \$9 and \$4, respectively)	27	0.03	11	0.01		
Adjusted (non-GAAP) operating earnings	\$ 685	\$ 0.68	\$ 696	\$ 0.70		

Note:

Amounts may not sum due to rounding.

Unless otherwise noted, the income tax impact of each reconciling item between GAAP Net income attributable to common shareholders and Adjusted (non-GAAP) operating earnings is based on the marginal statutory federal and state income tax rates for each Registrant, taking into account whether the income or expense item is taxable or deductible, respectively, in whole or in part. The marginal statutory income tax rates for 2024 and 2023 ranged from 24.0% to 29.0%.

(a) Represents costs related to the separation primarily comprised of system-related costs, third-party costs paid to advisors, consultants, lawyers, and other experts assisting in the separation, and employee-related severance costs, which are recorded in Operating and maintenance expense and Other, net.

Significant 2024 Transactions and Developments

Distribution Base Rate Case Proceedings

The Utility Registrants file base rate cases with their regulatory commissions seeking increases or decreases to their electric transmission and distribution, and gas distribution rates to recover their costs and earn a fair return on their investments. The outcomes of these regulatory proceedings impact the Utility Registrants' current and future financial statements.

The following tables show the Utility Registrants' completed and pending distribution base rate case proceedings in 2024. See Note 2 — Regulatory Matters of the Combined Notes to Consolidated Financial Statements for additional information.

Completed Distribution Base Rate Case Proceedings

Registrant/Jurisdiction	Filing Date	Service	Requested Revenue		Approved Revenue		Approved ROE	Approval Date	Rate Effective Date
			Requirement Increase	Requirement Increase	Requirement Increase	Approved ROE			
ComEd - Illinois	January 17, 2023	Electric	\$ 1,487	\$ 501	\$ 501	8.905%	December 14, 2023	January 1, 2024	
	April 21, 2023	Electric	\$ 838	\$ 810	\$ 810	8.905%	April 18, 2024	May 1, 2024	
BGE - Maryland	February 17, 2023	Electric	\$ 247	\$ 259	\$ 259	8.91%	November 30, 2023	January 1, 2024	
		Natural Gas	\$ 313	\$ 179	\$ 179	9.50 %	December 14, 2023	January 1, 2024	
Pepco - Maryland	October 26, 2020 (amended March 31, 2021)	Electric	\$ 289	\$ 229	\$ 229	9.45 %	June 28, 2021	June 28, 2021	
DPL - Maryland	May 19, 2022	Electric	\$ 104	\$ 52	\$ 52	9.55 %	December 14, 2022	January 1, 2023	
DPL - Delaware	December 15, 2022 (amended September 29, 2023)	Electric	\$ 38	\$ 29	\$ 29	9.60 %	April 18, 2024	July 15, 2023	
ACE - New Jersey	February 15, 2023 (amended August 21, 2023)	Electric	\$ 92	\$ 45	\$ 45	9.60 %	November 17, 2023	December 1, 2023	

Pending Distribution Base Rate Case Proceedings

Registrant/Jurisdiction	Filing Date	Service	Requested Revenue Requirement Increase	Requested ROE	Expected Approval Timing
ComEd - Illinois	March 15, 2024	Electric	\$ 670	8.905%	December 2024
	April 26, 2024	Electric	\$ 627	9.89%	December 2024
PECO - Pennsylvania	March 28, 2024	Electric	\$ 464	10.95%	Fourth quarter of 2024
		Natural Gas	\$ 111	11.15%	
Pepco - District of Columbia	April 13, 2023 (amended February 27, 2024)	Electric	\$ 186	10.50 %	Third quarter of 2024
Pepco - Maryland	May 16, 2023 (amended February 23, 2024)	Electric	\$ 186	10.50 %	Second quarter of 2024

Transmission Formula Rates

For 2024, the following total increases/(decreases) were included in ComEd's and BGE's electric transmission formula rate updates. See Note 2 — Regulatory Matters of the Combined Notes to Consolidated Financial Statements for additional information.

Registrant	Annual Reconciliation			Allowed Return on Rate Base	Allowed ROE
	Initial Revenue Requirement	(Decrease)	Total Revenue Requirement		
	Increase	Increase	Increase		
ComEd	\$ 32	\$ (12)	\$ 20	8.14 %	11.50 %
BGE	\$ 42	\$ 13	\$ 53	7.47 %	10.50 %

ComEd's FERC Audit

The Utility Registrants are subject to periodic audits and investigations by FERC. FERC's Division of Audits and Accounting initiated a nonpublic audit of ComEd in April 2021 evaluating ComEd's compliance with (1) approved terms, rates and conditions of its federally regulated service; (2) accounting requirements of the Uniform System of Accounts; (3) reporting requirements of the FERC Form 1; and (4) the requirements for record retention. The audit period extends back to January 1, 2017.

On July 27, 2023, FERC issued a final audit report which included, among other things, findings and recommendations related to ComEd's methodology regarding the allocation of certain overhead costs to capitalized construction costs under FERC regulations, including a suggestion that refunds may be due to customers for amounts collected in previous years. On August 28, 2023, ComEd filed a formal notice of the issues it will contest. On December 14, 2023, FERC appointed a settlement judge for the contested overhead allocation findings and set the matter for a trial-type hearing. That hearing process has been held in abeyance while a formal settlement process, which began in February 2024, takes place. Based on the preliminary findings and the ongoing settlement process, ComEd determined that a loss was probable and recorded its regulatory liability to reflect its best estimate of that loss. The final outcome and resolution of any contested audit issues as well as a reasonable estimate of potential future losses cannot be accurately estimated at this stage; however, the final resolution of these matters could result in recognition of future losses, above the amounts currently accrued, that could be material to the Exelon and ComEd financial statements.

Other Key Business Drivers and Management Strategies

The following discussion of other key business drivers and management strategies includes current developments of previously disclosed matters and new issues arising during the period that may impact future financial statements. This section should be read in conjunction with ITEM 1. Business in the 2023 Form 10-K, ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Other Key Business Drivers and Management Strategies in the 2023 Form 10-K, and Note 11 — Commitments and Contingencies of the Combined Notes to Consolidated Financial Statements in this report for additional information on various environmental matters.

Legislative and Regulatory Developments

Infrastructure Investment and Jobs Act

On November 15, 2021, President Biden signed the \$1.2 trillion IIJA into law. IIJA provides for approximately \$550 billion in new federal spending. Categories of funding include funding for a variety of infrastructure needs, including but not limited to: (1) power and grid reliability and resilience, (2) resilience for cybersecurity to address critical infrastructure needs, and (3) electric vehicle charging infrastructure for alternative fuel corridors. Federal agencies are developing guidelines to implement spending programs under IIJA. The time needed to develop these guidelines will vary with some limited program applications opened as early as the first quarter of 2022. The Registrants continue to evaluate programs under the legislation and consider possible opportunities to apply for funding, either directly or in potential collaborations with state and/or local agencies and key stakeholders. The Registrants cannot predict the ultimate timing and success of securing funding from programs under IIJA.

In March 2023, Exelon, ComEd, and PHI submitted three applications related to the Smart Grid Grants program under section 40107 of IIJA. These applications are focused on replacing existing Advanced Distribution Management Systems (ADMS) in support of distributed energy resources (DERs) and grid-edged technologies, strengthening interoperability and data architecture of systems in support of two-way power flows and accelerating advanced metering deployment in disadvantaged communities. In October 2023, ComEd's project, Deployment of a Community-Oriented Interoperable Control Framework for Aggregating and Integrating Distributed Energy Resources and Other Grid-Edge Devices, was recommended by the Grid Deployment Office (GDO) for negotiation of a final award up to \$50 million. This project will enable ComEd and its local partners to deploy the next generation of grid technologies that support the growth of solar and electric vehicles (EVs), while piloting new local workforce training initiatives to support job creation connected to the clean energy transition. The award negotiation process is currently ongoing.

In April 2023, ComEd, PECO, BGE, and PHI submitted seven applications related to the Grid Resilience Grants program under section 40101(c) of IIJA. These applications are broadly focused on improving grid resilience with an emphasis on disadvantaged communities, relief of capacity constraints and modernizing infrastructure, deployment of DER and microgrid technologies and providing improved resilience through storm hardening projects. In October 2023, PECO's project, Creating a Resilient, Equitable, and Accessible Transformation in Energy for Greater Philadelphia (CREATE), was recommended by the GDO for negotiation of a final award up to \$100 million. This project will support critical electric infrastructure investments to help reduce the impact of extreme weather and historic flooding on the Registrants' electric distribution system. The award negotiation process is currently ongoing.

The Registrants are supporting three different Regional Clean Hydrogen Hub opportunities, covering all five states that Exelon operates in plus Washington D.C. under a program that will create networks of hydrogen producers, consumers, and local connective infrastructure to accelerate the use of hydrogen as a clean energy carrier that can deliver or store energy. Applications for the three opportunities under this program were submitted in April 2023. In October 2023 the DOE announced it selected two of the projects for further negotiation: (1) the Mid-Atlantic Clean Hydrogen Hub (MACH2), which is being supported by PECO and PHI, and (2) the Midwest Alliance for Clean Hydrogen (MachH2), which is being supported by ComEd.

In November 2023, the GDO announced up to \$3.9 billion available through the second-round funding opportunity of the Grid Resilience and Innovation Partnerships (GRIP) Program for Fiscal Years 2024 and 2025. This funding opportunity focuses on projects that will improve electric transmission by increasing funding and advancing interconnection processes for faster build out of energy projects, create comprehensive solutions that

link grid communications systems and operations to increase resilience and reduce power outages and threats, and deploy advanced technologies such as distributed energy resources and battery systems to provide essential grid services to ensure American communities across the country have access to affordable, reliable, clean electricity. In January 2024, Exelon, ComEd, BGE, PHI, Pepco, DPL, and ACE submitted seven concept papers in response to the second round of the GRIP program. The concept papers were focused on improving the resilience of the electric grid and deployment of technologies to enhance grid flexibility and deliver benefits to customers and communities across the Exelon footprint. Six of the seven concept papers submitted received notifications of encouragement to submit a full application. Exelon, BGE, PHI, Pepco, DPL, and ACE are in the process of evaluating the development and submission of final applications. Formal applications for Topic Area 1 (Grid Resilience) and Topic Area 3 (Grid Innovation) were due on April 17, 2024. ACE in coordination with the NJBPU Division of Clean Energy submitted an application for Topic Area 3 to expand DER hosting capacity through integrated grid enhancing technologies. Formal applications for Topic Area 2 (Smart Grid Grants) are due on May 22, 2024. The GDO is expected to announce award notification in the second half of 2024. Exelon, BGE, PHI, Pepco, DPL and ACE cannot predict if their applications will be selected for negotiation of a final award.

Critical Accounting Policies and Estimates

Management of each of the Registrants makes a number of significant estimates, assumptions, and judgments in the preparation of its financial statements. As of March 31, 2024, the Registrants' critical accounting policies and estimates had not changed significantly from December 31, 2023. See ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Critical Accounting Policies and Estimates in the 2023 Form 10-K for further information.

Results of Operations by Registrant

Results of Operations — ComEd

	Three Months Ended			Favorable (Unfavorable) Variance	
	March 31,		2023		
	2024	2023			
Operating revenues	\$ 2,095	\$ 1,667	\$ 428		
Operating expenses					
Purchased power	907	488		(419)	
Operating and maintenance	418	337		(81)	
Depreciation and amortization	362	338		(24)	
Taxes other than income taxes	94	93		(1)	
Total operating expenses	1,781	1,256		(525)	
Operating income	314	411		(97)	
Other income and (deductions)					
Interest expense, net	(122)	(117)		(5)	
Other, net	20	18		2	
Total other income and (deductions)	(102)	(99)		(3)	
Income before income taxes	212	312		(100)	
Income taxes	19	71		52	
Net income	\$ 193	\$ 241	\$ (48)		

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net income decreased by \$48 million as compared to the same period in 2023, primarily due to decreases in electric distribution earnings reflecting lower allowed ROE.

The changes in **Operating revenues** consisted of the following:

	Three Months Ended		Increase (Decrease)	
	March 31, 2024			
	2024	2023		
Distribution	\$ 34		34	
Transmission		2	2	
Energy efficiency			20	
Other			(5)	
			51	
Regulatory required programs			377	
Total increase	\$ 428			

Revenue Decoupling. The demand for electricity is affected by weather and customer usage. Operating revenues are not impacted by abnormal weather, usage per customer, or number of customers as a result of revenue decoupling mechanisms.

Distribution Revenue. Distribution revenues were under a performance-based formula rate through 2023. Starting in 2024, distribution revenues are under a MRP. Both the performance-based formula rate and the MRP require annual reconciliations of the revenue requirement in effect to the actual costs that the ICC determines are prudently and reasonably incurred with certain limitations for the MRP reconciliations. Electric distribution revenue varies from year to year based upon fluctuations in the underlying costs, (e.g., severe weather and storm restoration), investments being recovered, and allowed ROE. Electric distribution revenue increased for the three months ended March 31, 2024 as compared to the same period in 2023, due to higher fully recoverable costs offset by lower allowed ROE.

Transmission Revenue. Under a FERC-approved formula, transmission revenue varies from year to year based upon fluctuations in the underlying costs, capital investments being recovered, and the highest daily peak

load, which is updated annually in January based on the prior calendar year. Transmission revenue increased for the three months ended March 31, 2024 as compared to the same period in 2023, primarily due to higher peak load.

Energy Efficiency Revenue. Energy efficiency revenues are under a performance-based formula rate, which requires an annual reconciliation of the revenue requirement in effect to the actual costs that the ICC determines are prudently and reasonably incurred in a given year. Energy efficiency revenue varies from year to year based upon fluctuations in the underlying costs, investments being recovered, and allowed ROE. Energy efficiency revenue increased for the three months ended March 31, 2024 as compared to the same period in 2023, primarily due to increased regulatory asset amortization, which is fully recoverable.

Other Revenue primarily includes assistance provided to other utilities through mutual assistance programs. Other revenue decreased for the three months ended March 31, 2024 as compared to the same period in 2023, which primarily reflects less mutual assistance revenues associated with storm restoration efforts.

Regulatory Required Programs represents revenues collected under approved riders to recover costs incurred for regulatory programs such as recoveries under the credit loss expense tariff, environmental costs associated with MGP sites, ETAC, and costs related to electricity, ZEC, CMC, and REC procurement. ETAC is a retail customer surcharge collected and remitted to an Illinois state agency for programs to support clean energy jobs and training. The riders are designed to provide full and current cost recovery. The costs of these programs are included in Purchased power expense, Operating and maintenance expense, Depreciation and amortization expense and Taxes other than income. Customers have the choice to purchase electricity from competitive electric generation suppliers. Customer choice programs do not impact the volume of deliveries as ComEd remains the distribution service provider for all customers and charges a regulated rate for distribution service, which is recorded in Operating revenues. For customers that choose to purchase electric generation from competitive suppliers, ComEd either acts as the billing agent or the competitive supplier separately bills its own customers, and therefore does not record Operating revenues or Purchased power expense related to the electricity. For customers that choose to purchase electric generation from ComEd, ComEd is permitted to recover the electricity, ZEC, CMC, and REC procurement costs without mark-up and therefore records equal and offsetting amounts in Operating revenues and Purchased power expense related to the electricity, ZECs, CMCs, and RECs.

See Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for the presentation of ComEd's revenue disaggregation.

The increase of \$419 million for the three months ended March 31, 2024 compared to the same period in 2023, if Purchased power expense is offset in Operating revenues as part of regulatory required programs.

The changes in **Operating and maintenance expense** consisted of the following:

	Three Months Ended	
	March 31, 2024	
	Increase	
Labor, other benefits, contracting and materials	\$ 45	
BSC costs	17	
Storm-related costs	6	
Pension and non-pension postretirement benefits expense	6	
Other	3	
	77	
Regulatory required programs ^(a)	4	
Total increase	\$ 81	

(a) ComEd is allowed to recover from or refund to customers the difference between its annual credit loss expense and the amounts collected in rates annually through a rider mechanism.

The changes in **Depreciation and amortization expense** consisted of the following:

	Three Months Ended March 31, 2024	Increase
Depreciation and amortization ^(a)	\$ 16	
Regulatory asset amortization ^(b)	8	
Total increase	\$ 24	

(a) Reflects ongoing capital expenditures.

(b) Includes amortization of ComEd's energy efficiency formula rate regulatory asset.

Effective income tax rates were 9.0% and 22.8% for the three months ended March 31, 2024 and 2023, respectively. See Note 6 — Income Taxes of the Combined Notes to Consolidated Financial Statements for additional information regarding the components of the effective income tax rates.

Results of Operations — PECO

	Three Months Ended			(Unfavorable) Favorable	
	March 31,		2023		
	2024	Variance			
Operating revenues	\$ 1,054		\$ 1,112	\$ (58)	
Operating expenses					
Purchased power and fuel	403		484	81	
Operating and maintenance	293		270	(23)	
Depreciation and amortization	104		98	(6)	
Taxes other than income taxes	51		50	(1)	
Total operating expenses	851		902	51	
Gain on sales of assets	2		—	2	
Operating income	205		210	(5)	
Other income and (deductions)					
Interest expense, net	(55)		(48)	(7)	
Other, net	9		8	1	
Total other income and (deductions)	(46)		(40)	(6)	
Income before income taxes	159		170	(11)	
Income taxes	10		4	(6)	
Net income	\$ 149		\$ 166	\$ (17)	

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net income decreased by \$17 million, due to an increase in operating expenses as a result of higher storm costs and an increase in interest expense, partially offset by an increase in revenue as a result of less unfavorable weather impact relative to the same period last year.

The changes in **Operating revenues** consisted of the following:

	Three Months Ended			(Unfavorable) Increase (Decrease)	
	March 31,		2023		
	Electric	Gas			
Weather	\$ 12	\$ 12	\$ 24		
Volume	(2)	(2)	(4)		
Pricing	1	3	4		
Transmission	8	—	8		
Other	(4)	(3)	(7)		
	15	10	25		
Regulatory required programs	(30)	(53)	(83)		
Total decrease	\$ (15)	\$ (43)	\$ (58)		

Weather. The demand for electricity and natural gas is affected by weather conditions. With respect to the electric business, very warm weather in summer months and, with respect to the electric and natural gas businesses, very cold weather in winter months are referred to as "favorable weather conditions" because these weather conditions result in increased deliveries of electricity and natural gas. Conversely, mild weather reduces demand. During the three months ended March 31, 2024 compared to the same period in 2023, Operating revenues related to weather increased due to less unfavorable weather conditions in PECO's service territory.

Heating and cooling degree-days are quantitative indices that reflect the demand for energy needed to heat or cool a home or business. Normal weather is determined based on historical average heating and cooling degree-days for a 30-year period in PECO's service territory. The changes in heating and cooling degree-days in

PECO's service territory for the three months ended March 31, 2024 compared to the same period in 2023 and normal weather consisted of the following:

PECO Service Territory	Three Months Ended March 31,			% Change	
	2024	2023	Normal	2024 vs. 2023	2024 vs. Normal
Heating Degree-Days	2,089	1,888	2,410	10.6 %	(13.3)%
Cooling Degree-Days	—	—	1	N/A	(100.0)%

Volume. Electric volume, exclusive of the effects of weather, for the three months ended March 31, 2024 compared to the same period in 2023, remained relatively consistent. Natural gas volume for the three months ended March 31, 2024 compared to the same period in 2023, remained relatively consistent.

Electric Retail Deliveries to Customers (in GWhs)	Three Months Ended March 31,			Weather - Normal	
	2024	2023	% Change	2024 vs. 2023	% Change ^(b)
Residential	3,455	3,358	2.9 %	—	(1.2) %
Small commercial & industrial	1,891	1,843	2.6 %	—	(1.7) %
Large commercial & industrial	3,355	3,237	3.6 %	—	2.5 %
Public authorities & electric railroads	179	168	6.5 %	—	7.1 %
Total electric retail deliveries ^(a)	8,880	8,606	3.2 %	—	0.2 %

Number of Electric Customers	At March 31,		
	2024	2023	2023
Residential	1,540,491	1,529,779	1,529,779
Small commercial & industrial	156,475	155,846	155,846
Large commercial & industrial	3,160	3,118	3,118
Public authorities & electric railroads	10,713	10,401	10,401
Total	1,710,839	1,699,144	1,699,144

(a) Reflects delivery volumes from customers purchasing electricity directly from PECO and customers purchasing electricity from a competitive electric generation supplier as all customers are assessed distribution charges.

(b) Reflects the change in delivery volumes assuming normalized weather based on the historical 30-year average.

Natural Gas Deliveries to Customers (in mmcft)	Three Months Ended March 31,			Weather - Normal	
	2024	2023	% Change	2024 vs. 2023	% Change ^(b)
Residential	18,895	17,190	9.9 %	—	0.6 %
Small commercial & industrial	9,488	8,699	9.1 %	—	(0.8)%
Large commercial & industrial	16	29	(44.8)%	—	(12.2)%
Transportation	6,899	7,014	(1.6) %	—	(3.0)%
Total natural gas retail deliveries ^(a)	35,298	32,932	7.2 %	—	(0.5)%

Number of Natural Gas Customers	At March 31,		
	2024	2023	2023
Residential	508,429	504,181	504,181
Small commercial & industrial	45,038	45,003	45,003
Large commercial & industrial	7	9	9
Transportation	646	650	650
Total	554,120	549,843	549,843

(a) Reflects delivery volumes from customers purchasing natural gas directly from PECO and customers purchasing natural gas from a competitive natural gas supplier as all customers are assessed distribution charges.

(b) Reflects the change in delivery volumes assuming normalized weather based on the historical 30-year average.

Pricing for the three months ended March 31, 2024 compared to the same period in 2023 remained relatively consistent.

Transmission Revenue. Under a FERC-approved formula, transmission revenue varies from year to year based upon fluctuations in the underlying costs and capital investments being recovered.

Other revenue primarily includes revenue related to late payment charges. Other revenue for the three months ended March 31, 2024 compared to the same period in 2023 remained relatively consistent.

Regulatory Required Programs represents revenues collected under approved riders to recover costs incurred for regulatory programs such as energy efficiency, PGC, and the GSA. The riders are designed to provide full and current cost recovery as well as a return. The costs of these programs are included in Purchased power and fuel expense, Operating and maintenance expense, Depreciation and amortization expense, and Income taxes. Customers have the choice to purchase electricity and natural gas from competitive electric generation and natural gas suppliers. Customer choice programs do not impact the volume of deliveries as PECO remains the distribution service provider for all customers and charges a regulated rate for distribution service, which is recorded in Operating revenues. For customers that choose to purchase electric generation or natural gas from competitive suppliers, PECO either acts as the billing agent or the competitive supplier separately bills its own customers and therefore PECO does not record Operating revenues or Purchased power and fuel expense related to the electricity and/or natural gas. For customers that choose to purchase electric generation or natural gas from PECO, PECO is permitted to recover the electricity, natural gas, and REC procurement costs without mark-up and therefore records equal and offsetting amounts in Operating revenues and Purchased power and fuel expense related to the electricity, natural gas, and RECs.

See Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for the presentation of PECO's revenue disaggregation.

The decrease of \$81 million for the three months ended March 31, 2024 compared to the same period in 2023, in Purchased power and fuel expense is offset in Operating revenues as part of regulatory required programs.

The changes in **Operating and maintenance expense** consisted of the following:

	Three Months Ended March 31, 2024	
	Increase (Decrease)	
Storm-related costs	\$ 25	
BSC costs	7	
Pension and non-pension postretirement benefit expense	2	
Labor, other benefits, contracting and materials	(6)	
Credit loss expense	(10)	
Other	7	
	<hr/> 25	
Regulatory required programs	(2)	
Total increase	\$ 23	

The changes in **Depreciation and amortization expense** consisted of the following:

	Three Months Ended March 31, 2024	
	Increase	
Depreciation and amortization ^(a)	\$ 6	
Regulatory asset amortization	—	
Total increase	\$ 6	

(a) Depreciation and amortization increased primarily due to ongoing capital expenditures.

Interest expense, net increased \$7 million for the three months ended March 31, 2024, compared to the same period in 2023, primarily due to an increase in interest rates and the issuance of debt in the second quarter of 2023.

Effective income tax rates were 6.3% and 2.4% for the three months ended March 31, 2024 and 2023, respectively. See Note 6 — Income Taxes of the Combined Notes to Consolidated Financial Statements for additional information regarding the components of the effective income tax rates.

Results of Operations — BGE

	Three Months Ended			Favorable (Unfavorable)	
	March 31,		Variance		
	2024	2023			
Operating revenues	\$ 1,297	\$ 1,257	\$ 40		
Operating expenses					
Purchased power and fuel	464	492		28	
Operating and maintenance	264	222		(42)	
Depreciation and amortization	150	167		17	
Taxes other than income taxes	89	83		(6)	
Total operating expenses	967	964		(3)	
Operating income	330	293		37	
Other income and (deductions)					
Interest expense, net	(50)	(44)		(6)	
Other, net	8	3		5	
Total other income and (deductions)	(42)	(41)		(1)	
Income before income taxes	288	252		36	
Income taxes	24	52		28	
Net income	\$ 264	\$ 200	\$ 64		

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net Income increased \$64 million primarily due to favorable impacts of the multi-year plans, partially offset by an increase in storm costs, an increase in property tax expense, and an increase in interest expense. See Note 2 — Regulatory Matters of the Combined Notes to Consolidated Financial Statements for additional information on the three-year electric and natural gas distribution multi-year plans.

The changes in **Operating revenues** consisted of the following:

	Three Months Ended			Total	
	March 31, 2024		Increase (Decrease)		
	Electric	Gas			
Distribution	\$ 23	\$ 44	\$ 67		
Transmission	(1)	—		(1)	
Other	(1)	(2)		(3)	
	21	42		63	
Regulatory required programs	47	(70)		(23)	
Total increase (decrease)	\$ 68	\$ (28)	\$ 40		

Revenue Decoupling. The demand for electricity and natural gas is affected by weather and customer usage. However, Operating revenues are not impacted by abnormal weather or usage per customer as a result of a monthly rate adjustment that provides for fixed distribution revenue per customer by customer class. While Operating revenues are not impacted by abnormal weather or usage per customer, they are impacted by changes in the number of customers.

	At March 31,	
	2024	2023
Number of Electric Customers		
Residential	1,213,063	1,207,486
Small commercial & industrial	115,406	115,658
Large commercial & industrial	13,110	12,911
Public authorities & electric railroads	261	266
Total	1,341,840	1,336,321

<u>Number of Natural Gas Customers</u>	At March 31,	
	2024	2023
Residential	658,818	656,583
Small commercial & industrial	37,982	38,260
Large commercial & industrial	6,336	6,261
Total	703,136	701,104

Distribution Revenue increased for the three months ended March 31, 2024, compared to the same period in 2023, due to favorable impacts of the multi-year plans.

Transmission Revenue. Under a FERC-approved formula, transmission revenue varies from year to year based upon fluctuations in the underlying costs and capital investments being recovered. Transmission revenue remained relatively the same for the three months ended March 31, 2024, compared to the same period in 2023.

Other Revenue includes revenue related to late payment, charges, mutual assistance, off-system sales, and service application fees. Other Revenue decreased for the three months ended March 31, 2024 compared to the same period in 2023.

Regulatory Required Programs represent revenues collected under approved riders to recover costs incurred for regulatory programs such as conservation, demand response, and the POLR mechanism. The riders are designed to provide full and current cost recovery, as well as a return in certain instances. The costs of these programs are included in Purchased power and fuel expense, Operating and maintenance expense, Depreciation and amortization expense, and Taxes other than income taxes. Customers have the choice to purchase electricity and natural gas from competitive electric generation and natural gas suppliers. Customer choice programs do not impact the volume of deliveries as BGE remains the distribution service provider for all customers and charges a regulated rate for distribution service, which is recorded in Operating revenues. For customers that choose to purchase electric generation or natural gas from competitive suppliers, BGE acts as the billing agent and therefore does not record Operating revenues or Purchased power and fuel expense related to the electricity and/or natural gas. For customers that choose to purchase electric generation or natural gas from BGE, BGE is permitted to recover the electricity and natural gas procurement costs from customers and therefore records the amounts related to the electricity and/or natural gas in Operating revenues and Purchased power and fuel expense. BGE recovers electricity and natural gas procurement costs from customers with a slight mark-up.

See Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for the presentation of BGE's revenue disaggregation.

The decrease of \$28 million for the three months ended March 31, 2024 compared to the same period in 2023, in **Purchased power and fuel expense** is fully offset in Operating revenues as part of regulatory required programs.

The changes in **Operating and maintenance expense** consisted of the following:

	Three Months Ended March 31, 2024	Increase (Decrease)
Storm-related costs	10	
BSC costs	5	
Credit loss expense	(6)	
Labor, other benefits, contracting, and materials	(3)	
		6
Regulatory required programs ^(a)	36	
Total increase	\$	42

(a) Increase due to the cost recovery associated with Empower Maryland. Please refer to 2023 10-K Note 3 — Regulatory Matters for additional information.

The changes in **Depreciation and amortization expense** consisted of the following:

	Three Months Ended March 31, 2024	Increase (Decrease)
Depreciation and amortization	\$	1
Regulatory required programs ^(a)	(25)	
Regulatory asset amortization	7	
Total decrease	\$	(17)

(a) Decrease due to the cost recovery associated with Empower Maryland. Please refer to 2023 10-K Note 3 — Regulatory Matters for additional information.

Interest expense, net increased by \$6 million for the three months ended March 31, 2024, respectively compared to the same period in 2023, primarily due to the issuance of debt during the second quarter of 2023.

Taxes other than income taxes increased by \$6 million for the three months ended March 31, 2024, respectively, compared to the same period in 2023, primarily due to increased property taxes.

Effective income tax rates were 8.3% and 20.6% for the three months ended March 31, 2024 and 2023, respectively. See Note 6 — Income Taxes of the Combined Notes to Consolidated Financial Statements for additional information regarding the components of the effective income tax rates.

Results of Operations — PHI

PHI's Results of Operations include the results of its three reportable segments, Pepco, DPL, and ACE. PHI also has a business services subsidiary, PHISCO, which provides a variety of support services, and the costs are directly charged or allocated to the applicable subsidiaries. Additionally, the results of PHI's corporate operations include interest costs from various financing activities. All material intercompany accounts and transactions have been eliminated in consolidation. The following table sets forth PHI's GAAP consolidated Net income, by Registrant, for the three months ended March 31, 2024 compared to the same period in 2023. See the Results of Operations for Pepco, DPL, and ACE for additional information.

	Three Months Ended			Favorable (Unfavorable) Variance
	2024	2023	March 31,	
PHI	\$ 168	\$ 155		13
Pepco	75	65		10
DPL	66	60		6
ACE	29	33		(4)
Other ^(a)	(2)	(3)		1

(a) Primarily includes eliminating and consolidating adjustments, PHI's corporate operations, shared service entities, and other financing and investment activities.

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net Income increased by \$13 million primarily due to the absence of an increase environmental liabilities, an increase in ACE and DPL Delaware electric distribution rates, favorable impacts of the Pepco Maryland and DPL Maryland multi-year plans, and higher transmission rates at Pepco and DPL, partially offset by an increase in interest expense and various operating expenses.

Results of Operations — Pepco

	Three Months Ended March 31,			Favorable (Unfavorable) Variance
	2024	2023		
Operating revenues	\$ 759	\$ 710		\$ 49
Operating expenses				
Purchased power	281	258		(23)
Operating and maintenance	150	150		—
Depreciation and amortization	107	108		1
Taxes other than income taxes	102	94		(8)
Total operating expenses	640	610		(30)
Operating income	119	100		19
Other income and (deductions)				
Interest expense, net	(45)	(39)		(6)
Other, net	15	16		(1)
Total other income and (deductions)	(30)	(23)		(7)
Income before income taxes	89	77		12
Income taxes	14	12		(2)
Net income	\$ 75	\$ 65		\$ 10

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net Income increased by \$10 million primarily due to the absence of an increase in environmental liabilities, favorable impacts of the Maryland multi-year plan, customer growth, and higher transmission rates, partially offset by an increase in interest expense, credit loss expense, and depreciation expense.

The changes in **Operating revenues** consisted of the following:

	Three Months Ended March 31, 2024	
	Increase	
Distribution	\$ 9	
Transmission	9	
Other	—	
Regulatory required programs	18	
Total increase	\$ 31	

Revenue Decoupling. The demand for electricity is affected by weather and customer usage. However, Operating revenues from electric distribution in both Maryland and the District of Columbia are not impacted by abnormal weather or usage per customer as a result of a BSA that provides for a fixed distribution charge per customer by customer class. While Operating revenues are not impacted by abnormal weather or usage per customer, they are impacted by changes in the number of customers.

Number of Electric Customers	At March 31,	
	2024	2023
Residential	869,606	859,207
Small commercial & industrial	54,177	54,089
Large commercial & industrial	22,992	22,858
Public authorities & electric railroads	207	201
Total	946,982	936,355

Distribution Revenue increased for the three months ended March 31, 2024 compared to the same period in 2023 primarily due to favorable impacts of the Maryland multi-year plan, and customer growth.

Transmission Revenue. Under a FERC-approved formula, transmission revenue varies from year to year based upon fluctuations in the underlying costs and capital investments being recovered. Transmission revenue increased for the three months ended March 31, 2024, compared to the same period in 2023, primarily due to increases in underlying costs and capital investment.

Other Revenue includes rental revenue, revenue related to late payment charges, mutual assistance revenues, and recoveries of other taxes.

Regulatory Required Programs represent revenues collected under approved riders to recover costs incurred for regulatory programs such as energy efficiency programs, DC PLUG, and SOS procurement and administrative costs. The riders are designed to provide full and current cost recovery as well as a return in certain instances. The costs of these programs are included in Purchased power expense, Operating and maintenance expense, Depreciation and amortization expense, and Taxes other than income taxes. Customers have the choice to purchase electricity from competitive electric generation suppliers. Customer choice programs do not impact the volume of deliveries, as Pepco remains the distribution service provider for all customers and charges a regulated rate for distribution service, which is recorded in Operating revenues. For customers that choose to purchase electric generation from competitive suppliers, Pepco acts as the billing agent and therefore, Pepco does not record Operating revenues or Purchased power expense related to the electricity. For customers that choose to purchase electric generation from Pepco, Pepco is permitted to recover the electricity and REC procurement costs from customers and therefore records the amounts related to the electricity and RECs in Operating revenues and Purchased power expense. Pepco recovers electricity and REC procurement costs from customers with a slight mark-up.

See Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for the presentation of Pepco's revenue disaggregation.

The increase of \$23 million for the three months ended March 31, 2024 compared to the same period in 2023, if Purchased power expense is fully offset in Operating revenues as part of regulatory required programs.

The changes in **Operating and maintenance expense** consisted of the following:

	Three Months Ended
	March 31, 2024
	Increase (Decrease)
BSC and PHISCO costs	\$ 7
Credit loss expense	7
Pension and non-pension postretirement benefits expense	(1)
Labor, other benefits, contracting and materials ^(a)	(22)
Other	1
Regulatory required programs ^(b)	(8)
Total increase	\$ —

(a) Primarily reflects the absence of an increase in environmental liabilities for the three months ended March 31, 2024 compared to the same period in 2023.

(b) Increase due to the cost recovery associated with Empower Maryland. Please refer to 2023 10-K Note 3 — Regulatory Matters for additional information.

The changes in **Depreciation and amortization expense** consisted of the following:

	Three Months Ended March 31, 2024
	Increase (Decrease)
Depreciation and amortization ^(a)	\$ 5
Regulatory asset amortization	—
Regulatory required programs	(6)
Total decrease	<u><u>\$ (1)</u></u>

(a) Depreciation and amortization increased primarily due to ongoing capital expenditures.

Taxes other than income taxes increased \$8 million for the or the three months ended March 31, 2024 compared to the same period in 2023, primarily due to an increase in property taxes.

Interest expense, net increased by \$6 million for the three months ended March 31, 2024 compared to the same period in 2023, primarily due to an increase in interest rates and the issuance of debt in 2023 and 2024.

Effective income tax rates were 15.7% and 15.6% for the three months ended March 31, 2024 and 2023, respectively. See Note 6 — Income Taxes of the Combined Notes to Consolidated Financial Statements for additional information regarding the components of the effective income tax rates.

Results of Operations — DPL

	Three Months Ended March 31,		Favorable (Unfavorable) Variance
	2024	2023	
Operating revenues	\$ 491	\$ 474	\$ 17
Operating expenses			
Purchased power and fuel	215	221	6
Operating and maintenance	95	87	(8)
Depreciation and amortization	61	60	(1)
Taxes other than income taxes	20	20	—
Total operating expenses	391	388	(3)
Operating income	100	86	14
Other income and (deductions)			
Interest expense, net	(22)	(17)	(5)
Other, net	5	3	2
Total other income and (deductions)	(17)	(14)	(3)
Income before income taxes	83	72	11
Income taxes	17	12	(5)
Net income	\$ 66	\$ 60	\$ 6

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023. Net income increased \$6 million primarily due to an increase in Delaware electric distribution rates, higher transmission rates, and favorable impacts of the Maryland multi-year plan, partially offset by an increase in interest expense.

The changes in **Operating revenues** consisted of the following:

	Three Months Ended March 31, 2024			Total	
	Increase (Decrease)				
	Electric	Gas			
Weather	\$ 3	\$ 3	\$ 6		
Volume	(1)	(1)	(2)		
Distribution	10	1	11		
Transmission	7	—	7		
Other	2	—	2		
	21	3	24		
Regulatory required programs	21	(28)	(7)		
Total increase (decrease)	\$ 42	\$ (25)	\$ 17		

Revenue Decoupling. The demand for electricity is affected by weather and customer usage. However, Operating revenues from electric distribution in Maryland are not impacted by abnormal weather or usage per customer as a result of a BSA that provides for a fixed distribution charge per customer by customer class. While Operating revenues from electric distribution customers in Maryland are not impacted by abnormal weather or usage per customer, they are impacted by changes in the number of customers.

Weather. The demand for electricity and natural gas in Delaware is affected by weather conditions. With respect to the electric business, very warm weather in summer months and, with respect to the electric and natural gas businesses, very cold weather in winter months are referred to as "favorable weather conditions" because these weather conditions result in increased deliveries of electricity and natural gas. Conversely, mild weather reduces demand. During the three months ended March 31, 2024, compared to the same period in 2023, Operating revenues related to weather increased due to favorable weather conditions in Delaware electric and natural gas service territories.

Heating and cooling degree days are quantitative indices that reflect the demand for energy needed to heat or cool a home or business. Normal weather is determined based on historical average heating and cooling degree days for a 20-year period in the Delaware electric service territory and a 30-year period in the Delaware natural gas service territory. The changes in heating and cooling degree days in the Delaware service territory for the three months ended March 31, 2024 compared to same period in 2023 and normal weather consisted of the following:

Delaware Electric Service Territory	Three Months Ended March 31,		Normal	% Change	
	2024	2023		2024 vs. 2023	2024 vs. Normal
Heating Degree-Days	2,204	1,952	2,447	12.9 %	(9.9)%
Cooling Degree-Days	—	—	1	— %	(100.0)%
Three Months Ended March 31,					
Delaware Natural Gas Service Territory	2024	2023	Normal	% Change	
	2024	2023	Normal	2024 vs. 2023	2024 vs. Normal
Heating Degree-Days	2,204	1,952	2,476	12.9 %	(11.0)%

Volume, exclusive of the effects of weather, remained relatively consistent for the three months ended March 31, 2024 compared to the same period in 2023.

Electric Retail Deliveries to Delaware Customers (in GWhs)	Three Months Ended		% Change	Weather - Normal % Change ^(b)
	2024	2023		
Residential	857	797	7.5 %	(0.4)%
Small commercial & industrial	339	327	3.7 %	(0.3)%
Large commercial & industrial	718	719	(0.1)%	(1.0)%
Public authorities & electric railroads	7	9	(22.2)%	(24.7)%
Total electric retail deliveries ^(a)	1,921	1,852	3.7 %	(0.7)%
At March 31,				
Number of Total Electric Customers (Maryland and Delaware)			2024	2023
			486,950	482,979
Residential			64,338	63,794
Small commercial & industrial			1,260	1,236
Large commercial & industrial			593	595
Total			553,141	548,604

(a) Reflects delivery volumes from customers purchasing electricity directly from DPL and customers purchasing electricity from a competitive electric generation supplier as all customers are assessed distribution charges.

(b) Reflects the change in delivery volumes assuming normalized weather based on the historical 20-year average.

Natural Gas Retail Deliveries to Delaware Customers (in mmcft)	Three Months Ended		% Change	Weather - Normal % Change ^(b)
	2024	2023		
Residential	3,913	3,581	9.3 %	(1.2)%
Small commercial & industrial	1,717	1,652	3.9 %	(6.8)%
Large commercial & industrial	428	414	3.4 %	3.5 %
Transportation	1,960	1,900	3.2 %	(1.9)%
Total natural gas deliveries ^(a)	8,018	7,547	6.2 %	(2.4)%

Number of Delaware Natural Gas Customers	At March 31,	
	2024	2023
Residential	130,427	129,791
Small commercial & industrial	10,182	10,158
Large commercial & industrial	16	16
Transportation	163	158
Total	140,788	140,123

(a) Reflects delivery volumes from customers purchasing natural gas directly from DPL and customers purchasing natural gas from a competitive natural gas supplier as all customers are assessed distribution charges.

(b) Reflects the change in delivery volumes assuming normalized weather based on the historical 30-year average.

Distribution Revenue increased for the three months ended March 31, 2024 compared to the same period in 2023 primarily due to favorable impacts of the higher electric distribution rates in Delaware that became effective July 2023, favorable impacts of the Maryland multi-year plan that became effective in January 2024, and higher natural gas DSIC rates in Delaware that became effective in January 2024, partially offset by lower electric DSIC rates in Delaware that became effective in January 2024.

Transmission Revenue. Under a FERC-approved formula, transmission revenue varies from year to year based upon fluctuations in the underlying costs and capital investments being recovered. During the three months ended March 31, 2024 compared to the same period in 2023, transmission revenue increased primarily due to increases in underlying costs and capital investment.

Other Revenue includes rental revenue, service connection fees, and mutual assistance revenues.

Regulatory Required Programs represent revenues collected under approved riders to recover costs incurred for regulatory programs such as energy efficiency programs, DE Renewable Portfolio Standards, SOS procurement and administrative costs, and GCR costs. The riders are designed to provide full and current cost recovery as well as a return in certain instances. The costs of these programs are included in Purchased power and fuel expense, Operating and maintenance expense, Depreciation and amortization expense, and Taxes other than income taxes. All customers have the choice to purchase electricity from competitive electric generation suppliers; however, only certain commercial and industrial customers have the choice to purchase natural gas from competitive natural gas suppliers. Customer choice programs do not impact the volume of deliveries as DPL remains the distribution service provider for all customers and charges a regulated rate for distribution service, which is recorded in Operating revenues. For customers that choose to purchase electric generation or natural gas from competitive suppliers, DPL either acts as the billing agent or the competitive supplier separately bills its own customers, and therefore does not record Operating revenues or Purchased power and fuel expense related to the electricity and/or natural gas. For customers that choose to purchase electric generation or natural gas from DPL, DPL is permitted to recover the electricity, natural gas, and REC procurement costs from customers and therefore records the amounts related to the electricity, natural gas, and RECs in Operating revenues and Purchased power and fuel expense. DPL recovers electricity and REC procurement costs from customers with a slight mark-up, and natural gas costs without mark-up.

See Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for the presentation of DPL's revenue disaggregation.

The decrease of \$6 million for the three months ended March 31, 2024, compared to the same period in 2023, respectively, in Purchased power and fuel expense is fully offset in Operating revenues as part of regulatory required programs.

The changes in **Operating and maintenance expense** consisted of the following:

	Three Months Ended March 31, 2024	Increase (Decrease)
Storm-related Costs	\$	6
BSC and PHISCO costs		3
Labor and contracting		2
Credit loss expense		(2)
Other		(1)
		8
Regulatory required programs		—
Total increase	\$	8

The changes in **Depreciation and amortization expense** consisted of the following:

	Three Months Ended March 31, 2024	Increase
Depreciation and amortization ^{a)}	\$	1
Regulatory required programs		—
Regulatory asset amortization		—
Total increase	\$	1

(a) Depreciation and amortization increased primarily due to ongoing capital expenditures.

Interest expense, net increased by \$5 million for the three months ended March 31, 2024 compared to the same period in 2023, primarily due to an increase in interest rates and the issuance of debt in 2023 and 2024.

Effective income tax rates were 20.5% and 16.7% for the three months ended March 31, 2024 and 2023, respectively. See Note 6 — Income Taxes of the Combined Notes to Consolidated Financial Statements for additional information regarding the components of the effective income tax rates.

Results of Operations — ACE

	Three Months Ended March 31,		Favorable (Unfavorable) Variance
	2024	2023	
Operating revenues	\$ 358	\$ 353	\$ 5
Operating expenses			
Purchased power	140	148	8
Operating and maintenance	87	81	(6)
Depreciation and amortization	74	67	(7)
Taxes other than income taxes	2	2	—
Total operating expenses	303	298	(5)
Operating income	55	55	—
Other income and (deductions)			
Interest expense, net	(20)	(16)	(4)
Other, net	5	5	—
Total other income and (deductions)	(15)	(11)	(4)
Income before income taxes	40	44	(4)
Income taxes	11	11	—
Net income	\$ 29	\$ 33	\$ (4)

Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023 Net income decreased by \$4 million primarily due to an increase in various operating expenses, depreciation expense, and interest expense, partially offset by an increase in distribution rates.

The changes in **Operating revenues** consisted of the following:

	Three Months Ended	
	March 31, 2024	Increase (Decrease)
Distribution	\$ 11	
Transmission	2	
Other	1	
	14	
Regulatory required programs	(9)	
Total increase	\$ 5	

Revenue Decoupling. The demand for electricity is affected by weather and customer usage. However, Operating revenues from electric distribution in New Jersey are not impacted by abnormal weather or usage per customer as a result of the CIP which became effective, prospectively, in the third quarter of 2021. The CIP compares current distribution revenues by customer class to approved target revenues established in ACE's most recent distribution base rate case. The CIP is calculated annually, and recovery is subject to certain conditions, including an earnings test and ceilings on customer rate increases. While Operating revenues are not impacted by abnormal weather or usage per customer, they are impacted by changes in the number of customers.

<u>Number of Electric Customers</u>	At March 31,	
	2024	2023
Residential	505,793	503,260
Small commercial & industrial	62,704	62,230
Large commercial & industrial	2,893	3,030
Public authorities & electric railroads	728	726
Total	572,118	569,246

Distribution Revenue increased for the three months ended March 31, 2024 compared to the same period in 2023 due to higher distribution rates that became effective December 2023 and the expiration of customer credits related to the TCJA tax benefits.

Transmission Revenues. Under a FERC-approved formula, transmission revenue varies from year to year based upon fluctuations in the underlying costs and capital investments being recovered. Transmission revenue increased for the three months ended March 31, 2024 compared to the same period in 2023, primarily due to increases in underlying costs and capital investment.

Other Revenue includes rental revenue, revenue related to late payment charges, mutual assistance revenues, and recoveries of other taxes.

Regulatory Required Programs represent revenues collected under approved riders to recover costs incurred for regulatory programs such as energy efficiency programs, Societal Benefits Charge, Transition Bond Charge, and BGS procurement and administrative costs. The riders are designed to provide full and current cost recovery as well as a return in certain instances. The costs of these programs are included in Purchased power expense, Operating and maintenance expense, Depreciation and amortization expense, and Taxes other than income taxes. Customers have the choice to purchase electricity from competitive electric generation suppliers. Customer choice programs do not impact the volume of deliveries, as ACE remains the distribution service provider for all customers and charges a regulated rate for distribution service, which is recorded in Operating revenues. For customers that choose to purchase electric generation from competitive suppliers, ACE acts as the billing agent and therefore, ACE does not record Operating revenues or Purchased power expense related to the electricity. For customers that choose to purchase electric generation from ACE, ACE is permitted to recover the electricity, ZEC, and REC procurement costs without mark-up and therefore records equal and offsetting amounts in Operating revenues and Purchased power expense related to the electricity, ZECs, and RECs.

See Note 4 — Segment Information of the Combined Notes to Consolidated Financial Statements for the presentation of ACE's revenue disaggregation.

The decrease of \$8 million for the three months ended March 31, 2024 compared to the same period in 2023, in Purchased power expense is fully offset in Operating revenues as part of regulatory required programs.

The changes in **Operating and maintenance expense** consisted of the following:

	Three Months Ended March 31, 2024
	Increase
BSC and PHISCO costs	\$ 3
Storm-related costs	2
Other	1
	6
Regulatory required programs ^(a)	—
Total increase	<u><u>\$ 6</u></u>

(a) ACE is allowed to recover from or refund to customers the difference between its annual credit loss expense and the amounts collected in rates annually through the Societal Benefits Charge.

The changes in **Depreciation and amortization expense** consisted of the following:

	Three Months Ended March 31, 2024
	Increase
Depreciation and amortization ^(a)	\$ 5
Regulatory asset amortization	2
Regulatory required programs	—
Total increase	<u><u>\$ 7</u></u>

(a) Depreciation and amortization increased primarily due to ongoing capital expenditures.

Interest expense, net increased \$4 million for the year ended March 31, 2024 compared to the same period in 2023 primarily due to an increase in interest rates and the issuance of debt in 2023 and 2024.

Effective income tax rates were 27.5% and 25.0% for the three months ended March 31, 2024 and 2023, respectively. See Note 6 — Income Taxes othe Combined Notes to Consolidated Financial Statements for additional information regarding the components of the effective income tax rates.

Liquidity and Capital Resources (All Registrants)

All results included throughout the liquidity and capital resources section are presented on a GAAP basis.

The Registrants' operating and capital expenditures requirements are provided by internally generated cash flows from operations, as well as funds from external sources in the capital markets and through bank borrowings. The Registrants' businesses are capital intensive and require considerable capital resources. Each of the Registrants annually evaluates its financing plan, dividend practices, and credit line sizing, focusing on maintaining its investment grade ratings while meeting its cash needs to fund capital requirements, including construction expenditures, retire debt, pay dividends, and fund pension and OPEB obligations. The Registrants spend a significant amount of cash on capital improvements and construction projects that have a long-term return on investment. Additionally, the Utility Registrants operate in rate-regulated environments in which the amount of new investment recovery may be delayed or limited and where such recovery takes place over an extended period of time. Each Registrant's access to external financing on reasonable terms depends on its credit ratings and current overall capital market business conditions, including that of the utility industry in general. If these conditions deteriorate to the extent that the Registrants no longer have access to the capital markets at reasonable terms, the Registrants have access to credit facilities with aggregate bank commitments of \$4.0 billion. The Registrants utilize their credit facilities to support their commercial paper programs, provide for other short-term borrowings, and to issue letters of credit. See the "Credit Matters and Cash Requirements" section below for additional information. The Registrants expect cash flows to be sufficient to meet operating expenses, financing costs, and capital expenditure requirements. See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information on the Registrants' debt and credit agreements.

Cash Flows from Operating Activities

The Utility Registrants' cash flows from operating activities primarily result from the transmission and distribution of electricity and, in the case of PECO, BGE, and DPL, gas distribution services. The Utility Registrants' distribution services are provided to an established and diverse base of retail customers. The Utility Registrants' future cash flows may be affected by the economy, weather conditions, future legislative initiatives, future regulatory proceedings with respect to their rates or operations, and their ability to achieve operating cost reductions. Additionally, ComEd is required to purchase CMCs from participating nuclear-powered generating facilities for a five-year period that began in June 2022, and all of its costs of doing so will be recovered through a rider. The price to be paid for each CMC is established through a competitive bidding process. ComEd will provide net payments to, or collect net payments from, customers for the difference between customer credits issued and the credit to be received from the participating nuclear-powered generating facilities. ComEd's cash flows are affected by the establishment of CMC prices and the timing of recovering costs through the CMC regulatory asset.

See Note 3 — Regulatory Matters of the 2023 Form 10-K and Notes 2 — Regulatory Matters and 11 — Commitments and Contingencies of the Combined Notes to Consolidated Financial Statements for additional information on regulatory and legal proceedings and proposed legislation.

The following table provides a summary of the change in cash flows from operating activities for the three months ended March 31, 2024 and 2023 by Registrant:

Increase (decrease) in cash flows from operating activities	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Net income (loss)	\$ (11)	\$ (48)	\$ (17)	\$ 64	\$ 13	\$ 10	\$ 6	\$ (4)
Adjustments to reconcile net income to cash:								
Non-cash operating activities	129	115	—	(34)	24	(4)	17	19
Collateral received (paid), net	221	12	—	22	189	24	120	45
Income taxes	(2)	6	(1)	—	4	4	1	(2)
Pension and non-pension postretirement benefit contributions	(67)	18	(2)	(17)	(65)	—	—	(6)
Regulatory assets and liabilities, net	576	653	(35)	31	(69)	9	(28)	(50)
Changes in working capital and other assets and liabilities	(338)	(84)	(72)	(58)	(63)	(38)	(6)	(18)
Increase (decrease) in cash flows from operating activities	<u>\$ 508</u>	<u>\$ 672</u>	<u>\$ (127)</u>	<u>\$ 8</u>	<u>\$ 33</u>	<u>\$ 5</u>	<u>\$ 110</u>	<u>\$ (16)</u>

Changes in the Registrants' cash flows from operations were generally consistent with changes in each Registrant's respective results of operations, as adjusted by changes in working capital in the normal course of business, except as discussed below. See above for additional information related to cash flows from Generation. Significant operating cash flow impacts for the Registrants and Generation for the three months ended March 31, 2024 and 2023 were as follows:

- See Note 14 — Supplemental Financial Information of the Combined Notes to Consolidated Financial Statements and the Registrants' Consolidated Statements of Cash Flows for additional information on **non-cash operating activities**.
- Changes in **collateral** depended upon whether the Registrant was in a net mark-to-market liability or asset position, and collateral may have been required to be posted with or collected from its counterparties. In addition, the collateral posting and collection requirements differed depending on whether the transactions were on an exchange or in the over-the-counter markets. Changes in collateral for the Registrants are dependent upon the credit exposure of procurement contracts that may require suppliers to post collateral. The change in Collateral received (paid), net, when comparing the three month ended March 31, 2024 to the three month ended March 31, 2023, is due to stable energy prices for the current year. See Note 8 — Derivative Financial Instruments for additional information.
- See Note 6 — Income Taxes of the Combined Notes to Consolidated Financial Statements and the Registrants' Consolidated Statements of Cash Flows for additional information on **income taxes**.
- Changes in **Pension and non-pension postretirement benefit contributions** relates to Exelon's increased contributions to the Qualified Plans during the three months ended March 31, 2024. See Note 14 — Retirement Benefits of the 2023 Form 10-K for additional information.
- Changes in **regulatory assets and liabilities, net**, are due to the timing of cash payments for costs recoverable, or cash receipts for costs recovered, under our regulatory mechanisms differs from the recovery period of those costs. Included within the changes is energy efficiency spend for ComEd of \$80 million and \$72 million for the three months ended March 31, 2024 and 2023, respectively. Also included within the changes is energy efficiency and demand response programs spend for BGE, Pepco, DPL and ACE of \$28 million, \$10 million, \$4 million, and \$8 million for the three months ended March 31, 2024 and \$33 million, \$14 million, \$5 million, and \$4 million for the three months ended March 31, 2023, respectively. PECO had no energy efficiency and demand response programs spend recorded to the regulatory asset for the three months ended March 31,

2024 and 2023. See Note 2 — Regulatory Matters of the Combined Notes to Consolidated Financial Statements for additional information.

- **Changes in working capital and other assets and liabilities** for the Utility Registrants and Exelon Corporate totaled \$(276) million and \$(338) million, respectively. The change in working capital and other noncurrent assets and liabilities for Exelon Corporate and the Utility Registrants is dependent upon the normal course of operations for all Registrants. For ComEd, it is also dependent upon whether the participating nuclear-powered generating facilities are owed money from ComEd as a result of the established pricing for CMCs. For the three months ended March 31, 2024, the established pricing resulted in ComEd owing payments to nuclear-powered generating facilities, which is reported within the cash flows from operations as a change in accounts payable and accrued expense.

Cash Flows from Investing Activities

The following table provides a summary of the change in cash flows from investing activities for the three months ended March 31, 2024 and 2023 by Registrant:

Increase (decrease) in cash flows from investing activities	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Capital expenditures	\$ 114	\$ 23	\$ (26)	\$ 26	\$ 108	\$ 35	\$ —	\$ 72
Proceeds from sales of assets and businesses	2	—	—	—	—	—	—	—
Changes in intercompany money pool	—	—	—	—	—	(134)	—	—
Other investing activities	(12)	—	2	5	(8)	(8)	—	—
Increase (decrease) in cash flows from investing activities	<u>\$ 104</u>	<u>\$ 23</u>	<u>\$ (24)</u>	<u>\$ 31</u>	<u>\$ 100</u>	<u>\$ (107)</u>	<u>\$ —</u>	<u>\$ 72</u>

Significant investing cash flow impacts for the Registrants for three months ended March 31, 2024 and 2023 were as follows:

- Changes in **capital expenditures** are primarily due to the timing of cash expenditures for capital projects. See the "Credit Matters and Cash Requirements" section below for additional information on projected capital expenditure spending for the Utility Registrants. See Note — Discontinued Operations of the Combined Notes to Consolidated Financial Statements for capital expenditures related to Generation prior to the separation.
- Changes in **intercompany money pool** are driven by short-term borrowing needs. Refer to more information regarding the intercompany money pool below.

Cash Flows from Financing Activities

The following table provides a summary of the change in cash flows from financing activities for the three months ended March 31, 2024 and 2023 by Registrant:

(Decrease) increase in cash flows from financing activities	Exelon	ComEd	PECO	BGE	PHI	Pepco	DPL	ACE
Changes in short-term borrowings, net	\$ 963	\$ 296	\$ (71)	\$ 235	\$ 20	\$ 167	\$ 52	\$ (199)
Long-term debt, net	(1,344)	(975)	—	—	75	25	50	—
Changes in intercompany money pool	—	—	—	—	—	—	—	134
Dividends paid on common stock	(23)	(7)	1	(12)	—	(3)	(3)	(1)
Distributions to member	—	—	—	—	(6)	—	—	—
Contributions from parent/member	—	(147)	250	(237)	82	8	55	18
Other financing activities	6	12	—	—	(4)	(1)	(1)	(1)
(Decrease) increase in cash flows from financing activities	<u>\$ (398)</u>	<u>\$ (821)</u>	<u>\$ 180</u>	<u>\$ (14)</u>	<u>\$ 167</u>	<u>\$ 196</u>	<u>\$ 153</u>	<u>\$ (49)</u>

Significant financing cash flow impacts for the Registrants for the three months ended March 31, 2024 and 2023 were as follows:

- **Changes in short-term borrowings, net**, is driven by repayments on and issuances of notes due in less than 365 days. See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information on short-term borrowings for the Registrants.
- **Long-term debt, net**, varies due to debt issuances and redemptions each year. See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information on debt issuances. Refer to the debt redemptions table below for additional information.
- **Changes in intercompany money pool** are driven by short-term borrowing needs. Refer below for more information regarding the intercompany money pool.
- Exelon's ability to pay **dividends** on its common stock depends on the receipt of dividends paid by its operating subsidiaries. The payments of dividends to Exelon by its subsidiaries in turn depend on their results of operations and cash flows and other items affecting retained earnings. See Note 18 — Commitments and Contingencies of the 2023 Form 10-K for additional information on dividend restrictions. See below for quarterly dividends declared.

Debt

See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information on the Registrants' debt issuances.

During the three months ended March 31, 2024, the following long-term debt was retired and/or redeemed:

Company	Type	Interest Rate	Maturity	Amount
Exelon	SMBC Term Loan Agreement	SOFR plus 0.85%	April 8, 2024	\$ 500
Exelon	Software Licensing Agreement	3.62 %	December 1, 2025	\$ 1
Pepco	First Mortgage Bonds	3.60 %	March 15, 2024	\$ 400

Dividends

Quarterly dividends declared by the Exelon Board of Directors during the three months ended March 31, 2024 and for the second quarter of 2024 were as follows:

Period	Declaration Date	Shareholder of Record Date	Dividend Payable Date	Cash per Share ^(a)
First Quarter 2024	February 21, 2024	March 4, 2024	March 15, 2024	\$ 0.3800
Second Quarter 2024	April 30, 2024	May 13, 2024	June 14, 2024	\$ 0.3800

(a) Exelon's Board of Directors approved an updated dividend policy for 2024. The 2024 quarterly dividend will be \$0.38 per share.

Credit Matters and Cash Requirements

The Registrants fund liquidity needs for capital investment, working capital, energy hedging, and other financial commitments through cash flows from continuing operations, public debt offerings, commercial paper markets, and large, diversified credit facilities. The credit facilities include \$4.0 billion in aggregate total commitments of which \$2.7 billion was available to support additional commercial paper as of March 31, 2024, and of which no financial institution has more than 6% of the aggregate commitments for the Registrants. The Registrants had access to the commercial paper markets and had availability under their revolving credit facilities during the three months ended March 31, 2024 to fund their short-term liquidity needs, when necessary. Exelon Corporate and the Utility Registrants each have a 5-year revolving credit facility. See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information. The Registrants routinely review the sufficiency of their liquidity position, including appropriate sizing of credit facility commitments, by performing various stress test scenarios, such as commodity price movements, increases in margin-related transactions, changes in hedging levels, and the impacts of hypothetical credit downgrades. The Registrants have continued to closely monitor events in the financial markets and the financial institutions associated with the credit facilities, including monitoring credit ratings and outlooks, credit default swap levels, capital raising, and merger activity. See PART I. ITEM 1A. RISK FACTORS of the 2023 Form 10-K for additional information regarding the effects of uncertainty in the capital and credit markets.

The Registrants believe their cash flows from operating activities, access to credit markets, and their credit facilities provide sufficient liquidity to support the estimated future cash requirements.

On August 4, 2022, Exelon executed an equity distribution agreement ("Equity Distribution Agreement") with certain sales agents and forward sellers and certain forward purchasers establishing an ATM equity distribution program under which it may offer and sell shares of its common stock, having an aggregate gross sales price of up to \$1.0 billion. Exelon has no obligation to offer or sell any shares of common stock under the Equity Distribution Agreement and may at any time suspend or terminate offers and sales under the Equity Distribution Agreement. As of December 31, 2023, \$858 million of Common stock remained available for sale pursuant to the ATM program. For the period ended March 31, 2024, Exelon did not issue any shares of common stock under the ATM program and did not enter into any forward sale agreements.

The following table presents the incremental collateral that each Utility Registrant would have been required to provide in the event each Utility Registrant lost its investment grade credit rating at March 31, 2024 and available credit facility capacity prior to any incremental collateral at March 31, 2024:

	PJM Credit Policy Collateral	Other Incremental Collateral Required ^(a)	Available Credit Facility Capacity Prior to Any Incremental Collateral
ComEd	\$ —	\$ —	\$ 660
PECO	—	27	598
BGE	—	47	188
Pepco	—	—	300
DPL	—	12	300
ACE	—	—	300

(a) Represents incremental collateral related to natural gas procurement contracts.

Capital Expenditure Spending

As of March 31, 2024, the most recent estimates of capital expenditures for plant additions and improvements for 2024 are as follows:

(In millions)	Transmission	Distribution	Gas	Total ^(a)
Exelon	N/A	N/A	N/A	\$ 7,425
ComEd	475	1,675	N/A	2,150
PECO	75	1,225	400	1,700
BGE	475	625	500	1,600
PHI	575	1,325	100	1,975
Pepco	225	750	N/A	975
DPL	200	300	100	625
ACE	125	275	N/A	400

(a) Numbers rounded to the nearest \$25M and may not sum due to rounding.

Projected capital expenditures and other investments are subject to periodic review and revision to reflect changes in economic conditions and other factors.

Retirement Benefits

Management considers various factors when making pension funding decisions, including actuarially determined minimum contribution requirements under ERISA, contributions required to avoid benefit restrictions and at-risk status as defined by the Pension Protection Act of 2006 (the Act), management of the pension obligation, and regulatory implications. The Act requires the attainment of certain funding levels to avoid benefit restrictions (such as an inability to pay lump sums or to accrue benefits prospectively), and at-risk status (which triggers higher minimum contribution requirements and participant notification). The projected contributions reflect a funding strategy to make annual contributions with the objective of achieving 100% funded status on an ABO basis over time. This funding strategy helps minimize volatility of future period required pension contributions. Exelon's estimated annual qualified pension contributions will be \$93 million in 2024. Unlike the qualified pension plans, Exelon's non-qualified pension plans are not funded, given that they are not subject to statutory minimum contribution requirements.

While OPEB plans are also not subject to statutory minimum contribution requirements, Exelon does fund certain of its plans. For Exelon's funded OPEB plans, contributions generally equal accounting costs, however, Exelon's management has historically considered several factors in determining the level of contributions to its OPEB plans, including liabilities management, levels of benefit claims paid, and regulatory implications (amounts deemed prudent to meet regulatory expectations and best assure continued rate recovery).

To the extent interest rates decline significantly or the pension and OPEB plans earn less than the expected asset returns, annual pension contribution requirements in future years could increase. Conversely, to the extent interest rates increase significantly or the pension and OPEB plans earn greater than the expected asset returns, annual pension and OPEB contribution requirements in future years could decrease. Additionally, expected contributions could change if Exelon changes its pension or OPEB funding strategy.

See Note 14 — Retirement Benefits of the Combined Notes to Consolidated Financial Statements of the 2023 Form 10-K for additional information on pension and OPEB contributions.

Credit Facilities

Exelon Corporate, ComEd, and BGE meet their short-term liquidity requirements primarily through the issuance of commercial paper. PECO meets its short-term liquidity requirements primarily through the issuance of commercial paper and borrowings from the Exelon intercompany money pool. Pepco, DPL, and ACE meet their short-term liquidity requirements primarily through the issuance of commercial paper and borrowings from the PHI intercompany money pool. PHI Corporate meets its short-term liquidity requirements primarily through the issuance of short-term notes and the Exelon intercompany money pool. The Registrants may use their respective credit facilities for general corporate purposes, including meeting short-term funding requirements and the issuance of letters of credit.

See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information on the Registrants' credit facilities and short term borrowing activity.

Security Ratings

The Registrants' access to the capital markets, including the commercial paper market, and their respective financing costs in those markets, may depend on the securities ratings of the entity that is accessing the capital markets.

The Registrants' borrowings are not subject to default or prepayment as a result of a downgrading of securities, although such a downgrading of a Registrant's securities could increase fees and interest charges under that Registrant's credit agreements.

As part of the normal course of business, the Registrants enter into contracts that contain express provisions or otherwise permit the Registrants and their counterparties to demand adequate assurance of future performance when there are reasonable grounds for doing so. In accordance with the contracts and applicable contracts law, if the Registrants are downgraded by a credit rating agency, it is possible that a counterparty would attempt to rely on such a downgrade as a basis for making a demand for adequate assurance of future performance, which could include the posting of collateral. See Note 8 — Derivative Financial Instruments of the Combined Notes to Consolidated Financial Statements for additional information on collateral provisions.

The credit ratings for the Registrants did not change for the three months ended March 31, 2024.

Intercompany Money Pool

To provide an additional short-term borrowing option that will generally be more favorable to the borrowing participants than the cost of external financing, both Exelon and PHI operate an intercompany money pool. Maximum amounts contributed to and borrowed from the money pool by participant and the net contribution or borrowing as of March 31, 2024, are presented in the following table:

	During the Three Months Ended March 31, 2024		At March 31, 2024	
	Maximum Contributed	Maximum Borrowed	Contributed (Borrowed)	
Exelon Intercompany Money Pool				
Exelon Corporate	\$ 626	\$ —	\$ 330	
PECO	55	(255)	—	—
BSC	—	(420)	(302)	
PHI Corporate	—	(86)	(73)	
PCI	45	—	45	
PHI Intercompany Money Pool				
Pepco	\$ 171	\$ —	\$ 134	
DPL	—	(33)	—	—
ACE	—	(171)	(134)	

Shelf Registration Statements

As of January 1st, 2024 Exelon and the Utility Registrants had an effective combined shelf registration statement, unlimited in amount ("Legacy Registration Statement"). On February 20, 2024, Exelon Corporation filed with the SEC Post-Effective Amendment 1 to its Legacy Registration Statement to remove and withdraw registration of all registered securities of ACE, DPL, PECO and BGE.

On February 21, 2024, Exelon Corporation, together with Pepco and ComEd as co-registrants, filed with the SEC Post-Effective Amendment 2 to its Legacy Registration Statement. Post-Effective Amendment 2 amends the Legacy Registration Statement to include an authorized limit of \$7,200 million, which can be used to issue Exelon Corporation debt securities and equity securities, as well as Pepco and ComEd debt securities, through the expiration date of August 3, 2025. On February 21, 2024, PECO and BGE filed with the SEC a standalone effective shelf registration statement, unlimited in amount, which can be used to issue PECO and BGE debt securities through the expiration date of February 20, 2027. The ability of Exelon Corporation, ComEd, Pepco,

PECO and BGE to sell securities off their corresponding registration Statements, or to access the private placement markets, will depend on a number of factors at the time of the proposed sale, including other required regulatory approvals, as applicable, the current financial condition of the Registrant, its securities ratings and market conditions.

As a result of Post-Effect Amendment 1, DPL and ACE filed to deregister all securities that remain unsold. DPL and ACE periodically issue securities through the private placement markets. DPL and ACE's ability to access the private placement markets will depend on a number of factors at the time of the proposed sale, including other required regulatory approvals, as applicable, current financial condition, securities ratings and market conditions.

Regulatory Authorizations

The Utility Registrants are required to obtain short-term and long-term financing authority from Federal and State Commissions as follows:

At March 31, 2024						
	Short-term Financing Authority ^(a)			Remaining Long-term Financing Authority		
	Commission	Expiration Date	Amount	Commission	Expiration Date	Amount
ComEd ^{(a) (b)}	FERC	December 31, 2025	\$ 2,500	ICC	January 1, 2027	\$ 2,368
PECO	FERC	December 31, 2025	1,500	PAPUC	December 31, 2024	550
BGE ^(c)	FERC	December 31, 2025	700	MDPSC	N/A	1,100
Pepco	FERC	December 31, 2025	500	MDPSC / DCPSC	December 31, 2025	375
DPL	FERC	December 31, 2025	500	MDPSC / DEPSC	December 31, 2025	375
ACE	NJBU	December 31, 2025	350	NJBU	December 31, 2024	550

(a) On June 29, 2023, ComEd filed an application for \$2 billion in new money long-term debt financing authority from the ICC and received approval on January 1, 2024.

(b) On February 20, 2024, ComEd filed an application for \$750 million in refinancing authority from the ICC, which was approved on April 18, 2024. The refinancing authority under the approved application has an effective date of May 1, 2024, and extends the expiration date to May 1, 2027.

(c) The financing authority filed with MDPSC does not have an expiration date, while the financing authority filed with DCPSC and DEPSC have an expiration date of December 31, 2025.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Registrants hold commodity and financial instruments that are exposed to the following market risks:

- Commodity price risk, which is discussed further below.
- Counterparty credit risk associated with non-performance by counterparties on executed derivative instruments and participation in all, or some of the established, wholesale spot energy markets that are administered by PJM. The credit policies of PJM may, under certain circumstances, require that losses arising from the default of one member on spot energy market transactions be shared by the remaining participants. See Note 8 — Derivative Financial Instruments of the Combined Notes to Consolidated Financial Statements for a detailed discussion of counterparty credit risk related to derivative instruments.
- Equity price and interest rate risk associated with Exelon's pension and OPEB plan trusts. See Note 7 — Retirement Benefits of the 2023 Form 10-K for additional information.
- Interest rate risk associated with changes in interest rates for the Registrants' outstanding long-term debt. This risk is significantly reduced as substantially all of the Registrants' outstanding debt has fixed interest rates. There is inherent interest rate risk related to refinancing maturing debt by issuing new long-term debt. The Registrants use a combination of fixed-rate and variable-rate debt to manage interest rate exposure. See Note 9 — Debt and Credit Agreements of the Combined Notes to Consolidated Financial Statements for additional information. In addition, Exelon may utilize interest rate derivatives to lock in rate levels in anticipation of future financings, which are typically designated as cash flow hedges, or to lock in rate levels on borrowings, which are typically designated as economic hedges. See Note 8 — Derivative Financial Instruments of the Combined Notes to Consolidated Financial Statements for additional information.

The Registrants operate primarily under cost-based rate regulation limiting exposure to the effects of market risk. Hedging programs are utilized to reduce exposure to energy and natural gas price volatility and have no direct earnings impacts as the costs are fully recovered through regulatory-approved recovery mechanisms.

Exelon manages these risks through risk management policies and objectives for risk assessment, control and valuation, counterparty credit approval, and the monitoring and reporting of risk exposures. Risk management issues are reported to Exelon's Executive Committee, the Risk Management Committees of each Utility Registrant, and the Audit and Risk Committee of Exelon's Board of Directors.

Commodity Price Risk

Commodity price risk is associated with price movements resulting from changes in supply and demand, fuel costs, market liquidity, weather conditions, governmental regulatory and environmental policies, and other factors. To the extent the total amount of energy Exelon purchases differs from the amount of energy it has contracted to sell, Exelon is exposed to market fluctuations in commodity prices. Exelon seeks to mitigate its commodity price risk through the sale and purchase of electricity and natural gas.

ComEd entered into 20-year floating-to-fixed renewable energy swap contracts beginning in June 2012, which are considered an economic hedge and have changes in fair value recorded to an offsetting regulatory asset or liability. ComEd has block energy contracts to procure electric supply that are executed through a competitive procurement process, which are considered derivatives and qualify for NPNS, and as a result are accounted for on an accrual basis of accounting. PECO, BGE, Pepco, DPL, and ACE have contracts to procure electric supply that are executed through a competitive procurement process. PECO, BGE, Pepco, DPL, and ACE have certain full requirements contracts, which are considered derivatives and qualify for NPNS, and as a result are accounted for on an accrual basis of accounting. Other full requirements contracts are not derivatives.

PECO, BGE, and DPL also have executed derivative natural gas contracts, which qualify for NPNS, to hedge their long-term price risk in the natural gas market. The hedging programs for natural gas procurement have no direct impact on their financial statements.

For additional information on these contracts, see Note 8 — Derivative Financial Instruments and Note 10 — Fair Value of Financial Assets and Liabilities of the Combined Notes to Consolidated Financial Statements.

The following table presents the maturity and source of fair value for Exelon's and ComEd's mark-to-market commodity contract net liabilities. These net liabilities are associated with ComEd's floating-to-fixed energy swap contracts with unaffiliated suppliers. The table provides two fundamental pieces of information. First, the table provides the source of fair value used in determining the carrying amount of Exelon's and ComEd's total mark-to-market net liabilities. Second, the table shows the maturity, by year, of Exelon's and ComEd's commodity contract net liabilities giving an indication of when these mark-to-market amounts will settle and either generate or require cash. See Note 10 — Fair Value of Financial Assets and Liabilities of the Combined Notes to Consolidated Financial Statements for additional information regarding fair value measurements and the fair value hierarchy.

Commodity derivative contracts ^(a) :	Maturities Within						Total Fair Value
	2024	2025	2026	2027	2028	2029 and Beyond	
Prices based on model or other valuation methods (Level 3)	\$ (24)	\$ (17)	\$ (14)	\$ (14)	\$ (14)	\$ (25)	\$ (108)

(a) Represents ComEd's net liabilities associated with the floating-to-fixed energy swap contracts with unaffiliated suppliers.

ITEM 4. CONTROLS AND PROCEDURES

During the first quarter of 2024, each of the Registrants' management, including its principal executive officer and principal financial officer, evaluated its disclosure controls and procedures related to the recording, processing, summarizing, and reporting of information in its periodic reports that it files with the SEC. These disclosure controls and procedures have been designed by the Registrants to ensure that (a) material information relating to that Registrant, including its consolidated subsidiaries, is accumulated and made known to that Registrant's management, including its principal executive officer and principal financial officer, by other employees of that Registrant and its subsidiaries as appropriate to allow timely decisions regarding required disclosure, and (b) this information is recorded, processed, summarized, evaluated, and reported, as applicable, within the time periods specified in the SEC's rules and forms. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls could be circumvented by the individual acts of some persons or by collusion of two or more people.

Accordingly, as of March 31, 2024, the principal executive officer and principal financial officer of each of the Registrants concluded that such Registrant's disclosure controls and procedures were effective to accomplish its objectives. The Registrants continually strive to improve their disclosure controls and procedures to enhance the quality of its financial reporting and to maintain dynamic systems that change as conditions warrant. In the first quarter of 2024, ComEd and PECO implemented a new customer care and billing information system replacing the existing system. ComEd and PECO expect the new system to further automate, enhance and standardize the processes by which they engage with their customers. As part of this system implementation, ComEd and PECO appropriately considered the impacts to internal controls over financial reporting. There were no other changes in internal control over financial reporting that occurred during the three months ended March 31, 2024, that have materially affected, or are reasonably likely to materially affect, any of the Registrants' internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Registrants are parties to various lawsuits and regulatory proceedings in the ordinary course of their respective businesses. For information regarding material lawsuits and proceedings, see (a) ITEM 3. LEGAL PROCEEDINGS of the 2023 Form 10-K, (b) Notes 3 — Regulatory Matters and 18 — Commitments and Contingencies of the 2023 Form 10-K, and (c) Notes 2 — Regulatory Matters and 11 — Commitments and Contingencies of the Combined Notes to Consolidated Financial Statements in PART I, ITEM 1. FINANCIAL STATEMENTS of this Report. Such descriptions are incorporated herein by these references.

ITEM 1A. RISK FACTORS

Risks Related to All Registrants

At March 31, 2024, the Registrants' risk factors were consistent with the risk factors described in the Registrants' combined 2023 Form 10-K in ITEM 1A. RISK FACTORS.

ITEM 5. OTHER INFORMATION

All Registrants

None.

ITEM 6. EXHIBITS

Certain of the following exhibits are incorporated herein by reference under Rule 12b-32 of the Securities and Exchange Act of 1934, as amended. Certain other instruments which would otherwise be required to be listed below have not been so listed because such instruments do not authorize securities in an amount which exceeds 10% of the total assets of the applicable Registrant and its subsidiaries on a consolidated basis and the relevant Registrant agrees to furnish a copy of any such instrument to the Commission upon request.

(4) Instruments Defining the Rights of Securities Holders, Including Indentures

Exelon Corporation

Exhibit No.	Description	Location
4-1	Seventh Supplemental Indenture, dated as of February 27, 2024, among Exelon Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee	File No. 001-16169, Form 8-K dated February 27, 2024, Exhibit 4.2

Potomac Electric Power Company

Exhibit No.	Description	Location
4-2	Pepco Supplemental Indenture to the Mortgage and Deed of Trust, dated as of February 15, 2024	File No. 001-01072, Form 8-K dated March 4, 2024, Exhibit 4.3

Atlantic City Electric Company

Exhibit No.	Description	Location
4-3	ACE Supplemental Indenture to the Mortgage and Deed of Trust, dated as of March 1, 2024	File No. 001-03559, Form 8-K dated March 20, 2024, Exhibit 4.2

Delmarva Power & Light Company

Exhibit No.	Description	Location
4-4	DPL Supplemental Indenture to the Mortgage and Deed of Trust, dated as of March 1, 2024	File No. 001-01405, Form 8-K dated March 20, 2024, Exhibit 4.4

(10) Material Contracts

Exelon Corporation

Exhibit No.	Description	Location
10-1	Exelon Corporation Senior Management Severance Plan, as amended and restated effective February 1, 2024.	Filed herewithin.
10-2	Exelon Corporation Long-Term Incentive Program, as amended and restated effective February 1, 2024.	Filed herewithin.

Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024 filed by the following officers for the following companies:

Exelon Corporation

Exhibit No.	Description
31-1	Filed by Calvin G. Butler, Jr. for Exelon Corporation
31-2	Filed by Jeanne M. Jones for Exelon Corporation

Commonwealth Edison Company

Exhibit No.	Description
31-3	Filed by Gil C. Quinones for Commonwealth Edison Company
31-4	Filed by Joshua S. Levin for Commonwealth Edison Company

PECO Energy Company

Exhibit No.	Description
31-5	Filed by Michael A. Innocenzo for PECO Energy Company
31-6	Filed by Marissa Humphrey for PECO Energy Company

Baltimore Gas and Electric Company

Exhibit No.	Description
31-7	Filed by Carim V. Khouzami for Baltimore Gas and Electric Company
31-8	Filed by David M. Vahos for Baltimore Gas and Electric Company

Pepco Holdings LLC

Exhibit No.	Description
31-9	Filed by J. Tyler Anthony for Pepco Holdings LLC
31-10	Filed by Phillip S. Barnett for Pepco Holdings LLC

Potomac Electric Power Company

Exhibit No.	Description
31-11	Filed by J. Tyler Anthony for Potomac Electric Power Company
31-12	Filed by Phillip S. Barnett for Potomac Electric Power Company

Delmarva Power & Light Company

Exhibit No.	Description
31-13	Filed by J. Tyler Anthony for Delmarva Power & Light Company
31-14	Filed by Phillip S. Barnett for Delmarva Power & Light Company

Atlantic City Electric Company

Exhibit No.	Description
31-15	Filed by J. Tyler Anthony for Atlantic City Electric Company
31-16	Filed by Phillip S. Barnett for Atlantic City Electric Company

Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) as to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024 filed by the following officers for the following companies:

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32-14	Filed by Phillip S. Barnett for Delmarva Power & Light Company

Atlantic City Electric Company

Exhibit No.	Description
32-15	Filed by J. Tyler Anthony for Atlantic City Electric Company
32-16	Filed by Phillip S. Barnett for Atlantic City Electric Company

Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

101.INS

Inline XBRL Taxonomy Extension Schema Document

101.CAL

Inline XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF

Inline XBRL Taxonomy Extension Definition Linkbase Document

101.LAB

Inline XBRL Taxonomy Extension Labels Linkbase Document

101.PRE

Inline XBRL Taxonomy Extension Presentation Linkbase Document

104

Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EXELON CORPORATION

/s/ **CALVIN G. BUTLER, JR.**

Calvin G. Butler, Jr.
President, Chief Executive Officer
(Principal Executive Officer) and Director

/s/ **JEANNE M. JONES**

Jeanne M. Jones
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ **ROBERT A. KLECZYNSKI**

Robert A. Kleczynski
Senior Vice President, Corporate Controller and Tax
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMMONWEALTH EDISON COMPANY

/s/ GIL C. QUINIONES

Gil C. Quiniones
Chief Executive Officer
(Principal Executive Officer) and Director

/s/ JOSHUA S. LEVIN

Joshua S. Levin
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ STEVEN J. CICHOCKI

Steven J. Cichocki
Director, Accounting
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PECO ENERGY COMPANY

/s/ MICHAEL A. INNOCENZO

Michael A. Innocenzo

President, Chief Executive Officer (Principal Executive Officer) and Director

/s/ MARISSA HUMPHREY

Marissa Humphrey

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ CAROLINE FULGINITI

Caroline Fulginiti

Director, Accounting
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BALTIMORE GAS AND ELECTRIC COMPANY

/s/ CARIM V. KHOZAMI

Carim V. Khouzami

President, Chief Executive Officer
(Principal Executive Officer) and Director

/s/ DAVID M. VAHOS

David M. Vahos

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ JASON T. JONES

Jason T. Jones

Director, Accounting
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PEPCO HOLDINGS LLC

/s/ J. TYLER ANTHONY

J. Tyler Anthony

President, Chief Executive Officer
(Principal Executive Officer) and Director

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ JULIE E. GIESE

Julie E. Giese

Director, Accounting
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

POTOMAC ELECTRIC POWER COMPANY

/s/ J. TYLER ANTHONY

J. Tyler Anthony

President, Chief Executive Officer
(Principal Executive Officer) and Director

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer, Treasurer
(Principal Financial Officer) and Director

/s/ JULIE E. GIESE

Julie E. Giese

Director, Accounting
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DELMARVA POWER & LIGHT COMPANY

/s/ J. TYLER ANTHONY

J. Tyler Anthony

President, Chief Executive Officer
(Principal Executive Officer) and Director

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ JULIE E. GIESE

Julie E. Giese

Director, Accounting
(Principal Accounting Officer)

May 2, 2024

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ATLANTIC CITY ELECTRIC COMPANY

/s/ J. TYLER ANTHONY

J. Tyler Anthony

President, Chief Executive Officer
(Principal Executive Officer) and Director

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ JULIE E. GIESE

Julie E. Giese

Director, Accounting
(Principal Accounting Officer)

May 2, 2024

EXELON CORPORATION
SENIOR MANAGEMENT
SEVERANCE PLAN
(As Amended and Restated)

**EXELON CORPORATION
SENIOR MANAGEMENT SEVERANCE PLAN
(As Amended and Restated)**

1. PURPOSE OF THE PLAN

The Exelon Corporation Senior Management Severance Plan, as amended and restated herein (the “Plan”), is effective as of February 1, 2024 (the “Effective Date”) except as otherwise specifically provided herein, and supersedes in its entirety all prior versions of the Plan with respect to any Termination of Employment occurring on or after the Effective Date. The Plan is intended to encourage the attraction and retention of executives of Exelon Corporation (“Exelon”) and its participating subsidiaries.

2. ELIGIBILITY

Each employee of the Company selected by the Plan Administrator whose position is in Salary Band E09 or above (an “Executive”) shall be eligible to participate in the Plan in the event of his or her Termination of Employment, other than an Executive whose Termination of Employment is governed by the terms and conditions of another separation or change in control plan or agreement between such Executive and the Company or an affiliate thereof.

3. PARTICIPATION

Each eligible Executive shall become a participant in the Plan (a “Participant”) as of his or her Termination Date, subject to his or her timely execution of, and compliance with the terms and conditions of (a) a separation agreement with the Company (“Separation Agreement”), (b) a waiver and release of claims which has become irrevocable (“Waiver and Release”) and (c) non-solicitation, confidential information, and intellectual property covenants and, in the discretion of the Plan Administrator, non-competition covenants (collectively, “Restrictive Covenants”), each of the foregoing documents in such form as the Plan Administrator, in its sole discretion, may require.

4. BENEFITS

In addition to payment of all Accrued Obligations, a Participant shall be entitled to the following benefits upon his or her Termination of Employment:

- 4.1. Severance Pay. Continued payment of (a) his or her Base Salary, and (b) if the Participant is a participant in the Annual Incentive Award Plan for the year in which the Termination Date occurs, his or her Target Incentive, each payable during the Severance Period in substantially equal regular payroll installments commencing within 45 days after his or her Termination Date.
- 4.2. Annual Incentive Awards. Each Participant who is a participant in the Annual Incentive Award Plan for the year in which the Termination Date occurs shall remain eligible to receive a pro-rated Annual Incentive based on the number of days elapsed during such year as of the Termination Date, payable at the time such awards are paid to active employees for such year (but not later than March 15 of the year following the

Termination Date). A Participant who is not a participant in the Annual Incentive Award Plan for the year in which the Termination Date occurs shall not be entitled to an Annual Incentive for such year, and the amount (if any) payable under any other annual incentive plan in which the Participant participates for such year shall be determined by the Plan Administrator in its sole discretion.

4.3. **Long-Term Incentive Awards.** Each of the Participant's outstanding awards (if any) under the LTIP, including stock options, restricted stock, restricted stock units, restricted cash, performance shares, performance units and similar stock or cash incentive awards, shall become vested and payable to a Participant solely to the extent (and at the time) provided under the terms of the LTIP, applicable program and/or award agreement under which such awards are granted.

4.4. **Health Care Coverage.**

(a) **COBRA Coverage.** During the Severance Period, a Participant (and his or her eligible dependents) who so elects shall be eligible to participate in the health care plans under which he or she was covered immediately prior to the Termination Date, in accordance with and subject to the terms and conditions of such plans as in effect from time to time. The Participant's out of pocket costs (including premiums, deductibles and co-payments) for such coverage shall be the same as those in effect from time to time for active peer employees during such period. Such coverage shall be provided during the Severance Period in satisfaction of continuation coverage under Section 4980B of the Code and Section 601 to 609 of ERISA ("COBRA") for such period. At the end of the Severance Period, COBRA continuation coverage at the Participant's expense may be continued for any remaining balance of the statutory COBRA coverage period.

(b) **Retiree Coverage.** A Participant who is in a classification and position eligible for retiree coverage as of his or her Termination Date and who, as of the last day of the Severance Period, has attained at least age 50 and completed at least 10 years of service (or who has completed such other age and service requirement then in effect under the Exelon Corporation Severance Benefit Plan or any successor plan as of the relevant time set forth in such plan) shall be entitled to elect to participate in such Company group health care programs that are then available to similarly situated retirees of his or her legacy Company who terminate employment as of the Termination Date. The eligibility for coverage and availability of programs or plans, the amounts charged for coverage, and the other terms, conditions and limitations under the Company's group health care programs or plans shall remain subject to the Company's right to amend, change or terminate such programs or plans at any time.

4.5. **SERP / Other Deferred Compensation.** With respect to a Participant who has a vested benefit and actively participates in a defined benefit pension plan as of his or her Termination Date, the Severance Period (but not to exceed 24 months) shall be taken into

account as service solely for purposes of determining, to the extent relevant under the qualified defined benefit pension plan then covering the Participant, the amount of the Participant's regular accrued SERP benefit, but not for purposes of determining eligibility for early retirement benefits (including any social security supplement) or any other purpose. In determining the amount of the Participant's benefit, if any, the severance payments made under Section 4.1 shall be considered as if such payments were normal base salary and incentive payments. All amounts previously deferred by, or accrued to the benefit of, such Participant under a non-qualified deferred compensation plan of the Company shall, to the extent vested, be paid in accordance with the Participant's distribution election in effect thereunder as of the Termination Date (or, if no affirmative election is in effect as of such date, the default election applicable to the Participant).

- 4.6. **Life Insurance and Disability Coverage.** A Participant shall be eligible for continued coverage under the applicable life insurance and executive-only long term disability plans sponsored by the Company (or other equivalent coverage or benefits) through the last day of the Severance Period applicable to such Participant on the same terms and subject to the same terms and conditions as are applicable to active peer employees (including, without limitation, submission of proof by an Executive who seeks long term disability benefits that such Executive would have satisfied the conditions for such benefits had the Executive been an employee during the Severance Period and terminated employment on or before the last day of such period).
- 4.7. **Outplacement and Financial Counseling Services.** During the twelve-month period following the Termination Date, the Company shall reimburse the Participant for reasonable fees as incurred for services rendered by a professional outplacement organization approved by the Plan Administrator to provide individual outplacement services, and the Participant shall be eligible to receive financial counseling services consistent with the terms and conditions applicable to active peer executives under Exelon's executive perquisite policy.

5. **CHANGE IN CONTROL BENEFITS**

A Participant, whose Termination Date occurs during the period commencing ninety (90) days before a Change Date and ending on the second anniversary of such Change Date, shall be entitled to the payment of all Accrued Obligations and the following benefits in lieu of the benefits described in Section 4 hereof:

- 5.1. **Severance Pay.** Continued payment of (a) his or her Base Salary, and (b) if the Participant is a participant in the Annual Incentive Award Plan for the year in which the Termination Date occurs, his or her Target Incentive, each payable during the Severance Period in substantially equal regular payroll installments commencing within 45 days after his or her Termination Date.
- 5.2. **Annual Incentive for Year of Termination.** A pro-rated Annual Incentive under the annual incentive plan applicable to such Participant for the year in which the Termination Date occurs, based on the number of days elapsed during such year as of the Termination Date, payable at the time such awards are paid to active employees for such year (but not later than March 15 of the year following the Termination Date).

5.3. Long-Term Incentive Awards.

- (a) Stock Options. Each outstanding stock option granted to the Participant under the LTIP shall (i) become fully vested as of the Termination Date, and (ii) thereafter remain exercisable until the fifth anniversary of the Termination Date or, if earlier, the expiration date of any such stock option, provided that this provision shall not limit the right of the Company to cancel such stock options in connection with a Change in Control in accordance with the terms and conditions of the LTIP.
- (b) Restricted Stock, Stock Unit and Cash Awards. All forfeiture conditions that are applicable as of the Termination Date to any outstanding shares of restricted stock, restricted stock units or restricted cash awarded to the Participant under the LTIP shall (except as expressly provided to the contrary in such awards) lapse and such awards shall become fully vested as of the Termination Date.
- (c) Other LTIP Awards. To the extent the performance period applicable to any outstanding performance shares, performance units or similar stock or cash incentive awards granted to the Executive under the LTIP has ended as of the Termination Date (or, if later, the Change Date), including performance periods that are terminated early in connection with the Change in Control, such awards shall become fully vested and payable (to the extent not already paid), based on the performance level attained (or deemed to have been attained in connection with the Change in Control). To the extent the performance period applicable to any such award has not ended as of the Termination Date (or, if later, the Change Date), such award shall become fully vested and payable based on the extent to which the performance goals established under the LTIP for such performance period are attained as of the last day of the performance period.

5.4. Make-Whole if Termination Date Precedes Change Date. Notwithstanding the foregoing provisions of this Section 5, in the event the Participant's Termination Date occurs during the 90-day period preceding the Change Date, then (i) any payments that would have been to the Participant earlier under Sections 5.1 or 5.2, had the Change Date preceded his or her Termination Date, will be paid in a lump sum within 45 days after the Change Date, (ii) none of the Participant's LTIP awards described in Section 5.3 shall expire or be forfeited during the 90-day period preceding the Change Date, except to the extent they would have expired or been forfeited had the Participant remained employed until the Change Date, and (iii) any lapse of restrictions and vesting of such LTIP awards that would have occurred as of the Termination Date, had it been preceded by the Change Date, shall occur as of the Change Date.

5.5. Continuation of Welfare Benefits.

- (a) COBRA Coverage. During the Severance Period, a Participant (and his or her dependents) who so elects shall be eligible to participate in the health care plans under which he or she was covered immediately prior to the Termination Date, in accordance with and subject to the terms and

conditions of such plans as in effect from time to time. The Participant's out of pocket costs (including premiums, deductibles and co-payments) for such coverage shall be the same as those in effect from time to time for active peer employees during such period. Such coverage shall be provided during the Severance Period in satisfaction of continuation coverage under COBRA for such period. At the end of the Severance Period, COBRA continuation coverage at the Participant's expense may be continued for the remaining balance of the statutory COBRA coverage period, if any.

(b) Retiree Coverage. A Participant who is in a classification and position eligible for retiree coverage as of his or her Termination Date and who, as of the last day of the Severance Period, has attained at least age 50 and completed at least 10 years of service (or who has completed such other age and service requirement then in effect under the Exelon Corporation Severance Benefit Plan or any successor plan as of the relevant time set forth in such plan) shall be entitled to elect to participate in such Company group health care programs that are then available to similarly situated retirees of his or her legacy Company who terminate employment as of the Termination Date. The eligibility for coverage and availability of programs or plans, the amounts charged for coverage, and the other terms, conditions and limitations under the Company's group health care programs or plans shall remain subject to the Company's right to amend, change or terminate such programs or plans at any time.

5.6. SERP/ Other Deferred Compensation. For purposes of the Participant's SERP benefit (if the Participant then actively participates in a defined benefit pension plan), the Severance Period (but not to exceed 24 months) shall be taken into account as service solely for purposes of determining whether the Participant is vested and, to the extent relevant under the qualified defined benefit pension plan then covering the Participant, the amount of the Participant's regular accrued SERP benefit, but not for purposes of determining eligibility for early retirement benefits (including any social security supplement) or any other purpose. In determining the amount of the Participant's vested benefit, if any, the severance payments made under Section 5.1 shall be considered as if such payments were normal base salary and incentive payments. All amounts previously deferred by, or accrued to the benefit of, such Participant under a non-qualified deferred compensation plan of the Company shall, to the extent vested, be paid in accordance with the Participant's distribution election in effect thereunder as of the Termination Date (or, if no affirmative election is in effect as of such date, the default election applicable to the Participant)

5.7. Life Insurance and Disability Coverage. A Participant shall be eligible for continued coverage under the applicable life insurance and executive-only long term disability plans or programs sponsored by the Company (or other equivalent coverage or benefits) through the last day of the Severance Period applicable to such Participant on the same terms and subject to the same terms and conditions as are applicable to active peer employees (including, without limitation, submission of proof by an Executive who seeks long term disability benefits that such Executive would have satisfied the conditions for

such benefits had the Executive been an employee during the Severance Period and terminated employment on or before the last day of such period).

- 5.8. **Outplacement and Financial Counseling Services.** During the 12-month period following the Termination Date, the Company shall pay or cause to be paid on behalf of such Participant, as incurred, all reasonable fees and costs charged by a nationally recognized outplacement firm selected by such Participant for outplacement services. During such period, the Participant also shall be eligible to receive financial counseling services consistent with the terms and conditions applicable to active peer executives under Exelon's executive perquisite policy as of the Termination Date.
- 5.9. **Procedural Requirements.** The Company shall strictly observe or cause to be strictly observed each of the following procedures in connection with any termination for Cause during the period commencing on a Change Date and ending on the second anniversary of such Change Date: an eligible Executive's termination of employment shall not be deemed to be for Cause unless and until there shall have been delivered to such Executive a written notice of the determination of the Chief Executive Officer of the Company which is the Executive's employer ("CEO") (after reasonable written notice of such consideration by the CEO of acts or omissions alleged to constitute Cause is provided to such Executive and such Executive is given an opportunity to present a written response to the CEO regarding such allegations), finding that, in his or her good faith opinion, such Executive's acts, or failure to act, constitutes Cause and specifying the particulars thereof in detail.
- 5.10. **Sole and Exclusive Obligations.** The obligations of the Company under this Plan with respect to any Termination of Employment under this Section 5 shall supersede and not duplicate any severance obligations of the Company in any other plan of the Company or prior agreement between such Participant and the Company or its predecessor in interest.
- 5.11. **Payment Capped.** If the Plan Administrator determines that any benefits paid or payable under this Plan to a Participant would give rise to liability of the Participant for the excise tax imposed by Section 4999 of the Code or any successor provision, then the amount payable to the Participant hereunder shall be reduced by the Company to the extent necessary so that no portion is subject to such excise tax; provided, however, such reduction shall be made only if it results in the Participant retaining a greater amount of benefits on an after-tax basis (taking into account the excise tax and applicable federal, state, and local income and payroll taxes) than the amount of benefits on an after-tax basis (taking into account the excise tax and applicable federal, state, and local income and payroll taxes) the Participant would have retained absent such reduction. In the event benefits are required to be reduced pursuant to this Section 5.11, then they shall be reduced in the following order of priority in a manner consistent with Section 409A of the Code: (i) first from cash benefits (ii) next from performance-vested equity benefits, with benefits having later payment dates being reduced first; (iii) next from time-vested equity benefits, with benefits having later payment dates being reduced first; and (iv) in the case of equity benefits having the same payment dates, pro-rata amongst all such benefits. The Plan Administrator shall, in its sole discretion, choose an independent public accounting firm or professional consulting services provider of national reputation and experience to make in writing in good faith all calculations and determinations under

this Section 5.11 including the assumptions to be used in arriving at any calculations. For purposes of making the calculations and determinations under this Section 5.11, the accountants may make reasonable assumptions and approximations concerning the application of Sections 280G and 4999 of the Code. The Plan Administrator shall furnish to the accountants information and documents as the Accountants may reasonably request to make the calculations and determinations under this Section 5.11 and shall bear all costs the accountants incur in connection with any calculations contemplated hereby.

6. **TERMINATION OF PARTICIPATION; CESSATION OF BENEFITS; RECOUPMENT**

A Participant's benefits under the Plan shall terminate on the last day of the Participant's Severance Period; provided that a Participant's right to benefits shall terminate immediately on the date that the Participant breaches any of the terms of his or her Separation Agreement, Restrictive Covenants or Waiver and Release, or if at any time the Company determines (in accordance with Section 5.9 with respect to a Participant receiving benefits under Section 5) that in the course of his or her employment the Executive engaged in conduct described in Section 7.5(b), (c), (d) or (e), in which case the Company may require the repayment of amounts paid pursuant to Section 4 or Section 5 (other than any Accrued Obligations) prior to such breach or other conduct, and shall discontinue the payment of any additional amounts under the Plan.

To the extent that the Company makes payments and provides benefits to an Executive and the Executive either does not timely execute and deliver the Waiver and Release to the Company or revokes the Waiver and Release in accordance with its terms, Executive shall pay to the Company within 10 days following the expiration of the consideration period of the Waiver and Release or the date such Waiver and Release was revoked, a lump sum payment of all payments and the value of all benefits (other than Accrued Obligations) received by Executive to date hereunder.

Notwithstanding any provision of the Plan or any Separation Agreement to the contrary, benefits paid or payable to a Participant under the Plan shall be subject to any executive or officer recoupment or claw back policy of the Board of Directors (including but not limited to Exelon's Financial Restatement Compensation Recoupment Policy), as in effect from time to time. Any termination and/or recoupment of benefits under the Plan shall be in addition and without prejudice to any other remedies that the Company may elect to assert.

7. **DEFINITIONS**

In addition to terms previously defined, when used in the Plan, the following capitalized terms shall have the following meanings unless the context clearly indicates otherwise:

- 7.1. **Accrued Obligations** means, the sum of a Participant's (a) Base Salary (b) any annual incentive with respect to the preceding fiscal year, (c) any unused vacation or paid time off days and (d) any properly reimbursable business expenses; in each case which are accrued but unpaid as of the Termination Date.
- 7.2. **Annual Incentive** means (a) for purposes of Section 4 hereof, an amount to which a Participant would have been entitled under the Annual Incentive Award Plan based on the actual performance goals established pursuant to such plan and assuming a

“meaningful impact” individual performance rating, or (b) for purposes of Section 5 hereof, an amount to which a Participant would have been entitled under the Annual Incentive Award Plan (or any other short-term incentive plan of the Company or its successor applicable to such Participant in lieu of the Annual Incentive Award Plan) based on the actual achievement of performance goals established pursuant to such plan (or if such performance cannot reasonably be determined, the average of the actual Annual Incentives paid or payable to the Participant for each of the two calendar years preceding the Termination Date), assuming a “meaningful impact” individual performance rating (if applicable) and disregarding any reduction in a Participant’s Base Salary or Target Incentive (if any) occurring during the period beginning 90 days prior to the Change Date.

7.3. **“Annual Incentive Award Plan”**, means the Exelon Corporation Annual Incentive Award Plan (but not any other short-term incentive plan of a Company), or any successor plan thereto (including but not limited to any annual incentive plan of a successor to Exelon pursuant to a Change in Control).

7.4. **“Base Salary”** means (a) for purposes of Section 4, the annualized base salary payable to the Participant as of his or her Termination Date, and (b) for purposes of Section 5, the greater of the amount determined in the immediately preceding clause and 12 times the highest annualized base salary paid or payable to the Participant by the Company in respect of the 12-month period immediately before the Change Date.

7.5. **“Cause”** means, with respect to any Executive:

- (a) the refusal to perform or habitual neglect in the performance of the Executive’s duties or responsibilities, or of specific directives of the Board of Directors of a Company or the officer or other executive to whom the Executive reports which are not materially inconsistent with the scope and nature of the Executive’s employment duties and responsibilities;
- (b) the Executive’s willful or reckless commission of act(s) or omission(s) which have resulted in, or in the Company’s reasonable judgment are likely to result in, a material loss to, or material damage to the reputation of the Company or any of its affiliates, or that compromise the safety of any employee or other person;
- (c) the Executive’s commission of a felony or any crime involving dishonesty or moral turpitude;
- (d) the Executive’s material violation of Exelon’s or any of its affiliate’s Code of Business Conduct (including the corporate policies referenced therein), or of any statutory or common law duty of loyalty to Exelon or any of its affiliates; or
- (e) any breach by the Executive of one or more of the Restrictive Covenants.

7.6. **“Change Date”** means the date on which a Change in Control occurs.

7.7. **“Change in Control”** has the meaning set forth in the definition of such term in the LTIP.

7.8. **“COBRA”** has the meaning set forth in Section 4.4 hereof.

7.9. **“Code”** means the Internal Revenue Code of 1986, as amended.

7.10. **“Company”** means, individually and collectively, Exelon, Atlantic City Electric Company, Baltimore Gas and Electric Company, Commonwealth Edison Company, Delmarva Power & Light Company, Exelon Business Services Company, LLC, PECO Energy Company, PHI Service Company, Potomac Electric Power Company and any other subsidiary of the foregoing of which Exelon directly or indirectly owns at least 80% of the outstanding voting power and that is designated by the Plan Administrator as a participating employer in the Plan.

7.11. **“ERISA”** means the Employee Retirement Income Security Act of 1974, as amended.

7.12. **“Executive”** has the meaning set forth in Section 2 hereof.

7.13. **“Exelon”** has the meaning set forth in Section 1 hereof.

7.14. **“Good Reason”** means:

- (a) for purposes of Section 4 hereof,
 - (i) a material reduction of an Executive’s base salary unless such reduction is part of a policy, program or arrangement applicable to peer executives of the Company or of the Executive’s business unit;
 - (ii) a demotion below the Executive level; or
 - (iii) with respect to Exelon’s Chief Executive Officer, a material adverse reduction in his or her position or duties, but excluding any such change caused solely by a disposition of all or a significant portion of a Company’s business or operations.
- (b) for purposes of Section 5 hereof, the occurrence of any one or more of the following actions or omissions that occurs during the period commencing on a Change Date and ending on the second anniversary of such Change Date:
 - (i) a material reduction of an Executive’s base salary, incentive compensation opportunity or aggregate benefits;
 - (ii) a material adverse reduction in the Executive’s position, duties or responsibilities (excluding, with respect to an Executive other than the Chief Executive Officer of a Company, a change in the position or level of officer to whom the Executive reports);

- (iii) a relocation by more than 50 miles of (A) the Executive's primary workplace, or (B) the principal offices of Exelon or its successor (if such offices are such Executive's workplace), in each case without the Executive's consent; provided, however, in both cases of (A) and (B) of this subsection (b)(iii), such new location is farther from the Executive's residence than the prior location; or
 - (iv) a material breach of this Plan by Exelon or its successor.
- (c) Limitations on Good Reason. Notwithstanding the foregoing provisions of this Section, no act or omission shall constitute a material breach of this Plan by Exelon, nor grounds for "Good Reason":
 - (i) unless the Executive gives the Plan Administrator a Notice of Termination at least 30 days prior to the Executive's Termination Date, and the Company fails to cure such act or omission within the 30-day period;
 - (ii) if the Executive first acquired knowledge of such act or omission more than 90 days before such Participant gives the Plan Administrator such Notice or Termination; or
 - (iii) if the Executive has consented in writing to such act or omission.

- 7.15. "including" means including without limitation.
- 7.16. "LTIP" means the Exelon Corporation Long-Term Incentive Plan, as amended from time to time, or any successor thereto.
- 7.17. "Notice of Termination" means a written notice given by an Executive to the executive or officer to whom he or she reports and to the Plan Administrator which sets forth in reasonable detail the specific facts and circumstances claimed to provide a basis for a Termination of Employment for Good Reason.
- 7.18. "Participant" has the meaning set forth in Section 3 hereof.
- 7.19. "Person" means any individual, sole proprietorship, partnership, joint venture, limited liability company, trust, unincorporated organization, association, corporation, institution, public benefit corporation, entity or government instrumentality, division, agency, body or department.
- 7.20. "Plan Administrator" means Exelon's Vice President, Corporate Compensation or, in the event the person holding such position as of a Change Date ceases to hold such position during the succeeding 24 months, a person appointed by the majority of the member of the board of directors who were directors of Exelon immediately prior to the Change Date.

7.21. “Restrictive Covenants” has the meaning set forth in Section 3 hereof.

7.22. “Section” means, unless the context otherwise requires, a section of this Plan.

7.23. “Senior Executive Management” means (a) Exelon’s Chief Executive Officer, (b) each Executive Vice President or above who reports directly to Exelon’s Chief Executive Officer and/or is Exelon’s Chief Financial, Human Resources, or Legal Officer, and (c) each Chief Executive Officer of a Company.

7.24. “Separation Agreement” has the meaning set forth in Section 3 hereof.

7.25. “SERP” means the non-qualified supplemental defined benefit pension plan of the Company, if any, in which an Executive actively participates as of his or her Termination Date.

7.26. “Severance Period” means the period during which Base Salary and Target Incentive is payable to a Participant, based on his or her level of seniority and period of continuous service with the Company immediately preceding the Termination Date, as set forth below.

(a) For purposes of Section 4 hereof, the Severance Period with respect to:

(i) Senior Executive Management shall be 24 months (18 months if less than 2 continuous years of service; 12 months if less than one continuous year of service);

(ii) Any Senior Vice President or above shall be 18 months (15 months if less than 2 continuous years of service; 9 months if less than 1 continuous year of service); and

(iii) any other Executive shall be 15 months (12 months if less than 2 continuous years of service; 6 months if less than 1 continuous year of service).

(b) For purposes of Section 5 (i.e., Change in Control) hereof, the Severance Period with respect to:

(i) Exelon’s Chief Executive Officer and each Senior Vice President or above of Exelon who reported to Exelon’s CEO for the two continuous year period ending on the Termination Date and/or who is Exelon’s Chief Financial, Human Resources or Legal Officer shall be 2.99 years;

(ii) any other Senior Vice President or above of Exelon or Chief Executive Officer of a Company other than Exelon shall be 24 months;

(iii) any Senior Vice President or above of a Company other than Exelon shall be 18 months; and

(iv) any other Executive shall be 15 months.

7.27. **“Specified Employee”** means a “specified employee” within the meaning of Section 409A of the Code.

7.28. **“Target Incentive”** means an amount equal to the percentage of the Participant’s Base Salary (if any) to which he or she would have been entitled immediately prior to such date under the Annual Incentive Award Plan for the year in which the Termination Date occurs if the Participant were employed for the entire year and the performance goals established pursuant to such plan were achieved at the 100% (target) level.

7.29. **“Termination Date”** means the effective date of an eligible Executive’s Termination of Employment with the Company, which shall be the date on which such Executive has a “separation from service,” within the meaning of Section 409A of the Code; provided, however, that if the Executive terminates his or her employment for Good Reason, the Termination Date shall not be earlier than the thirtieth day following the Company’s receipt of such Executive’s Notice of Termination, unless the Plan Administrator consents in writing to an earlier Termination Date.

7.30. **“Termination of Employment”** means:

- (a) a termination of an eligible Executive’s employment by the Company for reasons other than for Cause or disability; or
- (b) a resignation by an eligible Executive for Good Reason.

The following shall not constitute a Termination of Employment for purposes of the Plan: (i) a termination of employment for Cause, (ii) an Executive’s resignation for any reason other than for Good Reason, (iii) the cessation of an Executive’s employment with the Company or any Affiliate due to death or disability (as determined by the Plan Administrator in good faith), or (iv) the cessation of an Executive’s employment with the Company or any subsidiary thereof as the result of the sale, spin-off or other divestiture of a plant, division, business unit or subsidiary or a merger or other business combination followed by employment or reemployment with the purchaser or successor in interest to the Executive’s employer with regard to such plant, division, business unit or subsidiary, or an offer of employment by such purchaser or successor in interest on terms and conditions substantially comparable in the aggregate (as determined by the Plan Administrator in its sole discretion) to the terms and conditions of the Executive’s employment with the Company or its subsidiary immediately prior to such transaction.

7.31. **“Waiver and Release”** has the meaning set forth in Section 3 hereof.

8. **FUNDING**

The Plan is an unfunded employee welfare benefit plan maintained for the purpose of providing severance benefits to a select group of management or highly compensated employees. Nothing in the Plan shall be interpreted as requiring the Company to set aside any of its assets for the purpose of funding its obligations under the Plan. No person entitled to benefits under the

Plan shall have any right, title or claim in or to any specific assets of the Company, but shall have the right only as a general creditor to receive benefits from the Company on the terms and conditions provided in the Plan.

9. ADMINISTRATION OF THE PLAN

The Plan shall be administered on a day-to-day basis by the Plan Administrator. The Plan Administrator has the sole and absolute power and authority to interpret and apply the provisions of this Plan to a particular circumstance, make all factual and legal determinations, construe uncertain or disputed terms and make eligibility and benefit determinations in such manner and to such extent as the Plan Administrator, in his or her sole discretion may determine. Benefits under the Plan will be paid only if the Plan Administrator, in his or her discretion, determines that an individual is entitled to them; provided, however, that any dispute after the claims procedure under Section 10 has been exhausted regarding whether an Executive's termination of employment for purposes of Section 5 is based on either Good Reason or Cause may, at the election of the Executive, be submitted to binding arbitration pursuant to Section 11.

The Plan Administrator may promulgate any rules and regulations it deems necessary to carry out the purposes of the Plan or to interpret the terms and conditions of the Plan; provided, however, that no rule, regulation or interpretation shall be contrary to the provisions of the Plan. The rules, regulations and interpretations made by the Plan Administrator shall, where appropriate, be applied on a consistent basis with respect to similarly situated Executives, and shall be final and binding on any Executive or former Executive and any successor in interest.

The Plan Administrator may delegate any administrative duties, including, without limitation, duties with respect to the processing, review, investigation, approval and payment of severance pay and provision of severance benefits, to designated individuals or committees. The Plan Administrator may amend any Participant's Separation Agreement to the extent the Plan Administrator determines it is reasonably necessary or appropriate to do so to comply with section 409A of the Code.

10. CLAIMS PROCEDURE

The Plan Administrator shall determine the status of an individual as an Executive and the eligibility and rights of any Executive or former Executive as a Participant to any severance pay or benefits hereunder. Any Executive or former Executive who believes that he or she is entitled to receive severance pay or benefits under the Plan, including severance pay or benefits other than those initially determined by the Plan Administrator, may file a claim in writing with the Plan Administrator. Within 90 days after the receipt of the claim the Plan Administrator shall either allow or deny the claim in writing, unless special circumstances require an extension of time for processing, in which case a decision shall be rendered as soon as practicable, but not later than 180 days after receipt of a request for review.

A claimant whose claim is denied (or his or her duly authorized representative) may, within 60 days after receipt of the denial of his or her claim, request a review upon written application to Exelon's Chief Human Resources Officer or other officer designated by Exelon and specified in the claim denial; review (without charge) relevant documents; and submit written comments, documents, records and other information relating to the claim.

The Chief Human Resources Officer or other designated officer shall notify the claimant of his or her decision on review within 60 days after receipt of a request for review unless special circumstances require an extension of time for processing, in which case a decision shall be rendered as soon as possible, but not later than 120 days after receipt of a request for review. Notice of the decision on review shall be in writing. The officer's decision on review shall be final and binding on any claimant or any successor in interest.

In reviewing a claim or an appeal of a claim denial, the Plan Administrator and the Chief Human Resources Officer or other officer designated by Exelon shall have all of the powers and authority granted to the Plan Administrator pursuant to Section 9.

11. STATUTE OF LIMITATIONS; ARBITRATION

No Executive (or representative thereof) may bring any legal or equitable action to recover benefits under the Plan until he or she has exhausted the internal claims and appeals process described above. Any such action must be commenced no later than the first anniversary of a final decision on a claim for benefits (or such earlier date provided in any applicable statute of limitations). Any such action shall be brought exclusively in the federal courts in the Northern District of Illinois, provided that any dispute, controversy or claim between the parties hereto concerning whether an Executive's termination of employment for purposes of Section 5 is based on either Good Reason or Cause may, at the election of the Executive, be settled by binding arbitration in Chicago, Illinois, before an impartial arbitrator pursuant to the rules and regulations of the American Arbitration Association ("AAA") pertaining to the arbitration of commercial disputes. The costs and fees of the arbitrator shall be borne equally by the parties, regardless of the result of the arbitration. Notwithstanding anything to the contrary contained in this Section or elsewhere in this Plan, any party may seek relief in the form of specific performance, injunctive or other equitable relief in order to enforce the decision of the arbitrator, and the Company may seek injunctive relief to enforce the above-referenced statutes of limitations.

12. AMENDMENT OR TERMINATION OF PLAN

The Talent Management and Compensation Committee of Exelon's Board of Directors (or its delegate) may amend, modify or terminate the Plan at any time, and Exelon's Chief Human Resources Officer may amend the Plan without action of such Committee with respect to matters other than eligibility and severance levels of executive officers at any time; provided, however, that no amendment, modification or termination shall deprive any Participant of any payment or benefit that the Plan Administrator previously has determined is payable under the Plan. Notwithstanding the foregoing, no amendment or termination that reduces the severance payments or materially adversely affects any Participant's other benefits under Section 5 shall become effective as to such Participant during the 24-month period following a Change Date unless such Participant consents to such termination or amendment. Any purported Plan termination or amendment in violation of this Section 12 shall be void and of no effect.

13. MISCELLANEOUS

13.1. Limitation on Rights. Participation in the Plan is limited to the individuals described in Sections 2 and 3, and the benefits under the Plan shall not be payable with respect to any

voluntary or involuntary termination of employment that is not a Termination of Employment.

13.2. Offset; No Mitigation.

- (a) To the extent permitted by Section 409A of the Code, the amount of a Participant's payments under Section 4 of this Plan may be reduced to the extent necessary to defray amounts owed by the Participant due to unused expense account balances, overpayment of salary, awards or bonuses, advances or loans.
- (b) A Participant shall not have any duty to mitigate the amounts payable by the Company under this Plan by seeking new employment following termination. Except as specifically otherwise provided in this Plan, all amounts payable pursuant to this Plan shall be paid without reduction regardless of any amounts of salary, compensation or other amounts which may be paid or payable to the Executive as the result of the Executive's employment by another, unaffiliated employer.

13.3. Indemnification. Each Participant shall be indemnified and held harmless by the Company to the greatest extent permitted under applicable law and the Company's by-laws (as in effect immediately preceding the Change Date with respect to a termination pursuant to Section 5) if such Participant was, is, or is threatened to be, made a party to any pending, completed or threatened action, suit, arbitration, alternate dispute resolution mechanism, investigation, administrative hearing or any other proceeding brought by a third party whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that such Participant is or was, or had agreed to become, a director, officer, employee, agent, or fiduciary of the Company or any other entity which such Participant is or was serving at the request of the Company ("Proceeding"), against all expenses (including all reasonable attorneys' fees) and all claims, damages, liabilities and losses incurred or suffered by such Participant or to which such Participant may become subject for any reason; provided, that the Participant provides the Plan Administrator written notice of any such Proceeding promptly after receipt and such that the Company's ability to defend shall not be prejudiced in any fashion and the Company shall have the right to direct the defense, approve any settlement and shall not be required to indemnify the Participant in connection with any proceeding initiated by the Participant, including a counterclaim or crossclaim.

13.4. Severability. If any one or more Sections, subsections or other portions of this Plan are declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not serve to invalidate any Section, subsection or other portion not so declared to be unlawful or invalid. Any Section, subsection or other portion so declared to be unlawful or invalid shall be construed so as to effectuate the terms of such Section, subsection or other portion to the fullest extent possible while remaining lawful and valid. Notwithstanding the foregoing, in the event a determination is made that the Restrictive Covenants are invalid or unenforceable in whole or in part, then the Separation Agreement with respect to the Participant subject to such

determination shall be void and the Company shall have no obligation to provide benefits under this Plan to such Participant.

- 13.5. **Governing Law.** The Plan shall be construed and enforced in accordance with the applicable provisions of ERISA and Section 409A of the Code.
- 13.6. **No Right to Continued Employment.** Nothing in this Plan shall guarantee the right of a Participant to continue in employment, and the Company retains the right to terminate a Participant's employment at any time for any reason or for no reason.
- 13.7. **Successors and Assigns.** This Plan shall be binding upon and inure to the benefit of Exelon and its successors and assigns and shall be binding upon and inure to the benefit of a Participant and his or her legal representatives, heirs and legatees. No rights, obligations or liabilities of a Participant hereunder shall be assignable without the Plan Administrator's prior written consent. In the event of the death of a Participant prior to receipt of severance pay or benefits to which he or she is entitled hereunder (and, with respect to benefits under Section 4 or Section 5, after he or she has signed the Waiver and Release), the severance pay described in Section 4.1 or 5.1, as applicable, shall be paid to his or her estate, and the Participant's dependents who are covered under any health care plans maintained by the Company shall be entitled to continued rights under Section 4.4 or Section 5.5, as applicable; provided that the estate or other successor of the Participant has not revoked such Waiver and Release.
- 13.8. **Notices.** All notices and other communications under this Plan shall be in writing and delivered by hand, by nationally recognized delivery service that promises overnight delivery, or by first-class registered or certified mail, return receipt requested, postage prepaid, addressed as follows:
 - (a) If to a Participant, to such Participant at his most recent home address on file with the Company;
 - (b) If to the Company, to the Plan Administrator;
 - (c) or to such other address as either party shall have furnished to the other in writing. Notice and communications shall be effective upon notice of delivery to the addressee.
- 13.9. **Tax Withholding.** The Company may withhold from any amounts payable under this Plan or otherwise payable to a Participant or beneficiary any federal, state, city and other taxes the Company determines to be appropriate under applicable law and may report all such amounts payable to such authority in accordance with any applicable law or regulation.
- 13.10. **Section 409A and Changes to Law.**
 - (a) It is the intention of the Company that the provisions of this Plan comply with Section 409A of the Code, and all provisions of this Plan shall be construed and interpreted in a manner consistent with Section 409A of the Code. The Company shall administer and operate this Plan in compliance

with Section 409A of the Code and any rules, regulations or other guidance promulgated thereunder as in effect from time to time and in the event that the Company determines that any provision of this Plan does not comply with Section 409A of the Code or any such rules, regulations or guidance and that as a result any Participant may become subject to a tax under Section 409A of the Code, notwithstanding Section 12, the Company shall have the discretion to amend or modify such provision to avoid the application of such tax, and in no event shall any Participant's consent be required for such amendment or modification.

Notwithstanding any provision of this Plan to the contrary, each Participant shall be solely responsible and liable for the satisfaction of all taxes and penalties that may arise in connection with amounts payable pursuant to this Plan (including any taxes arising under Section 409A of the Code), and the Company not shall have any obligation to indemnify or otherwise hold such Participant harmless from any or all of such taxes.

- (b) In the event that the Company determines that any provision of this Plan violates, or would result in any material liability (other than liabilities for the severance benefits) to the Company, under any law, regulation, rule or similar authority of any governmental agency the Company shall be entitled, notwithstanding Section 12, to amend or modify such provision as the Company determines in its discretion to be necessary or desirable to avoid such violation or liability, and in no event shall any Participant's consent be required for such amendment or modification.
- (c) The payments under this Plan are designated as separate payments for purposes of the short-term deferral rule under Treasury Regulation Section 1.409A-1(b)(4), the exemption for involuntary terminations under separation pay plans under Treasury Regulation Section 1.409A 1(b)(9)(iii), and the exemption for medical expense reimbursements under Treasury Regulation Section 1.409A 1(b)(9)(v)(B). As a result, (A) payments that are made on or before the 15th day of the third month of the calendar year following the year that includes the Participant's Termination Date, (B) any additional payments that are made on or before the last day of the second calendar year following the year of the Participant's Termination Date and do not exceed the lesser of two times the Participant's annual rate of pay in the year prior to his termination or two times the limit under Section 401(a)(17) of the Code then in effect, and (C) continued medical expense reimbursements during the applicable COBRA period, are exempt from the requirements of Section 409A of the Code.
- (d) To the extent any amounts under this Plan are payable by reference to a Participant's Termination of Employment, such term and similar terms shall be deemed to refer to such Participant's "separation from service," within the meaning of Section 409A of the Code. Notwithstanding any other provision in this Plan, to the extent any payments hereunder constitute "nonqualified deferred compensation," within the meaning of

Section 409A of the Code (a “Section 409A Payment”), and the Participant is a specified employee, within the meaning of Treasury Regulation Section 1.409A-1(i), as determined by the Company in accordance with any method permitted under Section 409A of the Code, as of the date of the Participant’s separation from service, each such Section 409A Payment that is payable upon such Participant’s separation from service and would have been paid prior to the six-month anniversary of such Participant’s separation from service, shall be delayed until the earlier to occur of (i) the six-month anniversary of Participant’s separation from service and (ii) the date of Participant’s death. Further, to the extent that any amount is a Section 409A Payment and such payment is conditioned upon Participant’s execution of a release and which is to be paid or provided during a designated period that begins in one taxable year and ends in a second taxable year, then such Section 409A Payment shall be paid or provided in the later of the two taxable years.

- (e) Any reimbursements payable to a Participant pursuant to this Plan or otherwise shall be paid to such Participant in no event later than the last day of the calendar year following the calendar year in which such Participant incurred the reimbursable expense. Any amount of expenses eligible for reimbursement, or in-kind benefit provided, during a calendar year shall not affect the amount of expenses eligible for reimbursement, or in-kind benefit to be provided, during any other calendar year. The right to any reimbursement or in-kind benefit pursuant to this Plan shall not be subject to liquidation or exchange for any other benefit. Any tax gross-up payment payable to a Participant, whether under this Plan or otherwise, shall be paid to the Participant or to the applicable taxing authorities on the Participant’s behalf as soon as practicable after the related taxes are due, but in any event not later than the last day of the calendar year following the calendar year in which the related taxes are remitted to the taxing authorities.

EXELON CORPORATION

By:



Executive Vice President &
Chief Human Resources Officer

**EXELON CORPORATION
LONG-TERM INCENTIVE PROGRAM**

(As amended effective as of January 1, 2024)

1. Purpose. The purpose of this Exelon Corporation Long-Term Incentive Program (the “Program”) is to set forth certain provisions which shall be deemed a part of, and govern, equity compensation awards granted by Exelon Corporation, a Pennsylvania corporation (the “Company”), to executives, key managers and other select management employees pursuant to the Exelon Corporation 2020 Long-Term Incentive Plan, as amended (the “Plan”).

2. Certain Definitions.

Except as otherwise set forth herein, the defined terms used in this Program shall have the meanings set forth below or in the Plan.

- (a) “Administrator” shall have the meaning set forth in Section 14 below.
- (b) “Award” shall mean an award granted under this Program.
- (c) “Award Notice” shall mean a notice of a Participant’s Award, issued by the Company in written or electronic form, which shall set forth the type of the Award, the number of shares or amount of cash (or target share or cash opportunity that, together with the Program summary, sets forth the number of shares or amount of cash) of Common Stock subject to such Award and any other terms of the Award not set forth in the Plan, this Program or the Program summary.
- (d) “Board” shall mean the board of directors of the Company.
- (e) “Committee” shall mean the talent management and compensation committee of the Board, or any successor committee thereto.
- (f) “Dividend Payment Date” shall mean each date on which the Company pays a regular cash dividend to record owners of shares of Common Stock.
- (g) “Earned Cash” shall be the dollar amount of cash subject to a Performance Cash Unit Award that have been earned based on the achievement of the performance goals for the applicable Performance Cycle).
- (h) “Earned Shares” shall mean shares of Common Stock (or cash representing shares, as applicable) subject to a Performance Share Unit

Award that have been earned based on the achievement of the performance goals for the applicable Performance Cycle.

(i) “Effective Date” shall mean April 28, 2020.

(j) “Grant Date” shall mean the date on which an Award is granted, as set forth in the applicable Award Notice.

(k) “LTPCA” means the long-term performance cash award program, which grants Performance Cash Units to eligible executives.

(l) “LTPP” means the long-term performance program, which grants Restricted Cash Awards to eligible executives and key managers, subject to a performance condition or conditions.

(m) “Option” shall mean a nonqualified option to purchase shares of Common Stock upon and subject to the satisfaction of the vesting conditions set forth in Section 5 of this Program.

(n) “Participant” shall mean the recipient of an Award granted under this Program.

(o) “Performance Cycle” shall mean the three-year period beginning on January 1 of the year in which the Performance Share Unit Award is granted.

(p) “Performance Cash Unit” shall mean a right to receive an amount of cash subject to the achievement of the applicable performance goals and the satisfaction of the vesting conditions set forth in Section 3 of this Program.

(q) “Performance Share Unit” shall mean a right to receive shares of Common Stock (and/or, with respect to Awards granted prior to January 1, 2024, a cash equivalent) subject to the achievement of the applicable performance goals and the satisfaction of the vesting conditions set forth in Section 3 of this Program.

(r) “Restricted Cash Award” shall mean a right to receive an amount in cash upon and subject to the satisfaction of the vesting conditions set forth in Section 4 of this Program.

(s) “Restricted Stock Unit” shall mean a right to receive shares of Common Stock (and/or its cash equivalent, if applicable) upon and subject to the satisfaction of the vesting conditions set forth in Section 4 of this Program.

(t) “Restrictive Covenants” shall mean any noncompetition, nonsolicitation, confidentiality, intellectual property or other restrictive

covenants to which a Participant is subject, required as a condition to receipt of an Award, or which is contained in any other agreement between the Participant and the Company or any of its affiliates.

(u) “Retirement” shall mean a Participant’s termination of employment (other than a termination upon death, disability or involuntary termination for cause) on or after the date as of which the Participant has attained age 55 and completed ten or more years of service with the Company and the Subsidiaries.

3. Long Term Performance Share and Long Term Performance Cash Award Programs.

(a) Granting of Awards. Within the first 90 days (or later, with respect to a new hire or promotion) of each Performance Cycle beginning on or after the Effective Date, the Committee may grant Performance Share Unit Awards or Performance Cash Unit Awards to executives who are employed in a Vice President or more senior position, each as selected by the Committee in its sole discretion; provided that, on or after January 1, 2024, Performance Share Unit Awards shall only be granted to executives who are employed in a Senior Vice President or more senior position. Performance Share Unit Awards and Performance Cash Unit Awards shall be subject to the respective applicable terms and conditions set forth in this Section 3, and shall contain such additional terms and conditions, not inconsistent with the terms of this Program, as the Committee shall deem advisable and set forth in the applicable Program summary and/or Award Notice.

(b) Number of Shares (or Amount of Cash) and Other Terms. The number of shares of Common Stock represented by a Performance Share Unit Award, and the amount of cash represented by a Performance Cash Unit Award, for any Performance Cycle shall be determined based on the achievement of respective performance goals established by the Committee and set forth in the applicable Program summary for such Performance Cycle and the administrative guidelines approved by the Committee. Each performance goal shall be assigned a weighting and scored at the end of each calendar year within the Performance Cycle. At the end of the Performance Cycle, the number of Earned Shares (or the amount of Earned Cash) under an Award is determined based on the respective performance results determined by the Committee, subject to adjustment as set forth in the applicable Program summary and/or administrative guidelines. The maximum number of shares of Common Stock that may become subject to Performance Share Unit Awards granted individually or in the aggregate in any calendar year shall not exceed any per person or aggregate limits set forth in the Plan. The Committee reserves the right in its sole discretion to determine that the number of Earned Shares or amount of Earned Cash for any Performance

Cycle shall be zero in the event of materially adverse business or financial circumstances as determined by the Committee.

(c) Vesting and Forfeiture. Except as provided in Section 3(f)(ii) of the Program, Performance Share Units or Performance Cash Units subject to an Award shall be earned and become fully vested on the date of the first regular meeting of the Committee held in first calendar year following the completion of the Performance Cycle applicable to such Award (but, with respect to each such Performance Cycle, not later than March 15 of such year), in each case subject to the Participant's continuous employment with the Company through the applicable vesting date.

(d) Settlement of Vested Awards. Subject to the withholding of taxes pursuant to Section 8 of the Program, within 45 days after the vesting of a Performance Share Unit Award, in whole or in part (or at such later time as may be required pursuant to this Section 3(d)), the Company shall issue or transfer to the Participant the number of Earned Shares that have become vested. The Company may effect such transfer either by the delivery of one or more certificates of Common Stock to the Participant or by an appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company, and in either case by issuing such shares in the Participant's name or in such other name as is acceptable to the Company and designated in writing by the Participant. All such Awards granted prior to January 1, 2024 shall be paid 50% in Common Stock and 50% in cash; provided, however, that a Participant who has achieved 200% or more of his or her stock ownership target by September 30 of the calendar year prior to payout of the Award (the September 30 preceding termination in the case of a Participant whose employment was terminated prior to such normal date) shall be paid in cash. All such Awards granted on or after January 1, 2024 shall be paid 100% in shares. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such delivery, except as otherwise provided in Section 8 of the Program. Prior to the settlement of a Performance Share Unit Award, the holder of such Award shall have no rights as a stockholder of the Company with respect to the shares of Common Stock subject to such Award. Performance Cash Unit Awards shall be paid in cash within 45 days after vesting. Notwithstanding the foregoing, if a Participant is a "Specified Employee," within the meaning of section 409A of the Code, and such Participant is or will become eligible for Retirement prior to the calendar year in which the Performance Share Unit Award is scheduled to become fully vested, then any Earned Shares subject to the Award or payment under a Performance Cash Unit which become vested upon the Participant's termination of employment in accordance with Section 3(f) of this Program shall be issued to the Participant as of the earlier to occur of the six-month anniversary of such Participant's separation from service or the date of the Participant's death.

(e) Termination of Employment. Except as otherwise

provided in this Program or the Plan:

- (i) Retirement, Disability or Death or Involuntary Termination Without Cause.
 - (A) If a Participant's employment with the Company terminates by reason of Retirement, Disability or Death, and such Participant has not breached his or her obligations to the Company or any of its affiliates under any Restrictive Covenant, then (I) if such event occurs within the first 12 months of the Performance Cycle, then the Participant shall earn and become vested in a pro-rated Award based on the number of elapsed days in such 12-month period as of the termination date and the extent to which the performance goals established under the Program for such Performance Cycle are attained and (II) if such event occurs after the first 12 months of the Performance Cycle, then the Participant shall become fully vested in all Earned Shares (the number determined in accordance with Section 3(b) above) or Earned Cash, as applicable; and
 - (B) If the Company terminates the employment of a Participant (other than a Participant who is eligible for Retirement) by reason of involuntary separation without Cause, and such Participant has not breached his or her obligations to the Company or any of its affiliates under any Restrictive Covenant, then, subject to such Participant's timely execution of a waiver and release provided by the Company, the Participant shall earn and become vested in a pro-rated Award based on the number of elapsed days in such 36-month period as of the termination date and the extent to which the performance goals established under the Program for such Performance Cycle are attained. In either event, the Earned Shares or Earned Cash shall be payable on the next payout date applicable to Participants who remain actively employed with the Company.
- (ii) Termination for Other Reasons. If a Participant's employment with the Company terminates for any reason other than as described in clause (i) of this Section 3(f) or if the Participant has breached his or her obligations to the Company or any of its affiliates under any Restrictive Covenant or waiver and release, the unvested portion of such Participant's Award shall be forfeited and terminate as of the date of such termination of employment.

4. Restricted Stock Unit and Long-Term Performance Program Awards.

- (a) Granting of Awards. The Committee may grant (i) Restricted Stock Unit Awards to employees who are employed in an executive position, provided that on or after January 1, 2024 such Awards shall only be granted to executives who are employed in a Senior Vice President or more senior position, and (ii) LTPP Awards to employees who

are employed in an executive or key manager position, in each case as selected by the Committee in its sole discretion and as provided herein.

(b) Terms of Awards. Awards shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Program, as the Committee shall deem advisable and set forth in the applicable Award Notice.

(c) Number of Shares and Other Terms. The number of shares of Common Stock subject to a Restricted Stock Unit Award, or the amount of Restricted Cash subject to an LTPP Award and any applicable performance conditions, shall be determined by the Committee and set forth in the applicable Program summary or Award Notice (which may reference a number of shares or cash value).

(d) Vesting and Forfeiture. Except to the extent an Award becomes immediately vested upon a termination of the Participant's employment pursuant to Section 4(g) of the Program, the shares subject to a Restricted Stock Unit Award or the amount of Restricted Cash subject to an LTPP Award, shall become vested (i) on the date of the first regular meeting of the Committee in the calendar year following the calendar year in which the Grant Date occurs with respect to one-third of the number of shares of Common Stock or amount of cash subject to the Award on the Grant Date, (ii) on the date of the first regular meeting of the Committee in the second calendar year following the calendar year in which the Grant Date occurs with respect to an additional one-third of the number of shares of Common Stock or amount of cash subject to the Award on the Grant Date, and (iii) on the date of the first regular meeting of the Committee in the third calendar year following the calendar year in which the Grant Date occurs with respect to the remaining shares of Common Stock or amount subject to the Award on the Grant Date (but, with respect to each such year, not later than March 15), in each case subject to the Participant's continuous employment with the Company through the applicable vesting date and, in the case of an LTPP Award, achievement of applicable performance goals.

(e) Dividend Equivalents. As of each Dividend Payment Date, the number of shares of Common Stock that are subject to a Restricted Stock Unit Award shall be increased by (i) the product of the total number of shares of Common Stock that are subject to such Restricted Stock Unit Award immediately prior to the record date for such Dividend Payment Date, but that have not been issued pursuant to Section 4(f) as of such record date, multiplied by the dollar amount of the cash dividend paid per share of Common Stock, divided by (ii) the Fair Market Value of a share of Common Stock on such Dividend Payment Date. Such additional Restricted Stock Units shall be subject to all of the terms and conditions of the Award, including the vesting conditions set forth in Section 4(d).

(f) Settlement of Vested Awards. Subject to the withholding of taxes pursuant to Section 8 of the Program, within 45 days after the vesting of a Restricted Stock Unit Award, in whole or in part (or at such later time as may be required pursuant to this Section 4(f)), the Company shall issue or transfer to the Participant the number of shares of Common Stock that have become vested. The Company may effect such transfer either by the delivery of one or more certificates of Common Stock to the Participant or by an appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company, and in either case by issuing such shares in the Participant's name or in such other name as is acceptable to the Company and designated in writing by the Participant. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such delivery, except as otherwise provided in Section 8 of the Program. Prior to the settlement of a Restricted Stock Unit Award, the holder of such Award shall have no rights as a stockholder of the Company with respect to the shares of Common Stock subject to such Award. LTPP Awards shall be paid in cash. Notwithstanding any other provision of this Program, if a Participant is a "Specified Employee," within the meaning of section 409A of the Code, and such Participant is or will become eligible for Retirement prior to the calendar year in which the Restricted Stock Unit Award or LTPP Award is scheduled to become fully vested, then any shares of Common Stock or any Restricted Cash subject to the Award which become vested upon the Participant's termination of employment in accordance with Section 4(g) of this Program shall not be issued to the Participant earlier than the first to occur of the six-month anniversary of such Participant's separation from service or the date of the Participant's death.

(g) Termination of Employment. Except as otherwise provided in this Program or the Plan:

- (i) Retirement, Disability or Death. If a Participant's employment with the Company terminates by reason of Retirement, Disability or death on or after July 1 of the year in which an Award is granted, and such Participant has not breached his or her obligations to the Company or any of its affiliates under any Restrictive Covenant, then (A) all shares subject to such Participant's Restricted Stock Unit Award shall become fully vested as of the effective date of the Participant's termination of employment or date of death, as the case may be, and (B) all Restricted Cash subject to such Participant's LTPP Award shall, subject to achievement of any applicable performance conditions, become fully vested as of the later of the Participant's termination or date of death, as applicable, and the first otherwise scheduled payment date for such Awards.
- (ii) Termination for Other Reasons. If a Participant's employment with the Company terminates for any reason other than as described in clause (i) of this Section 4(g) or the Participant's breach of his or her obligations to the Company or any of its affiliates under any Restrictive Covenant, then,

subject to the Participant's timely execution of a waiver and release provided by the Company, the Participant shall become vested in the aggregate (if at all) on a pro-rated basis (taking into account for this purpose any portion of the Award which previously became vested) based on the number of shares (plus any reinvested dividends) or amount of Restricted Cash originally subject to such Award and the number of elapsed days in a 36-month period from January 1 of the year of the grant date.

5. Stock Option Award Program.

(a) Granting of Awards. The Committee may grant Option Awards to employees who are employed in a Senior Vice President or more senior position, as selected by the Committee in its sole discretion or, to the extent permitted by the Plan, the Chief Executive Officer of the Company.

(b) Terms of Awards. Awards shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Program, as the Committee shall deem advisable and set forth in the applicable Award Notice.

(c) Number of Shares. The number of shares of Common Stock subject to an Option Award shall be determined by the Committee and set forth in the applicable Award Notice.

(d) Term of Option. Except to the extent earlier terminated or exercised, each Option shall expire on, and in no event may any portion of such Option be exercised after, the tenth anniversary of the Grant Date (the “Expiration Date”).

(e) Vesting and Forfeiture. Except to the extent the Award becomes immediately vested upon a termination of the Participant's employment pursuant to Section 5(g) of the Program, the Option shall become vested and exercisable (i) on the first anniversary of the Grant Date with respect to one-fourth of the number of shares of Common Stock subject to the Award on the Grant Date, (ii) on the second anniversary of the Grant Date with respect to an additional one-fourth of the number of shares of Common Stock subject to the Award on the Grant Date (iii) on the third anniversary of the Grant Date with respect to an additional one-fourth of the number of shares of Common Stock subject to the Award on the Grant Date, and (iv) on the fourth anniversary of the Grant Date with respect to the remaining shares of Common Stock subject to the award on the Grant Date, in each case subject to the Participant's continuous employment with the Company through the applicable vesting date.

(f) Method of Exercise. To the extent permitted by the Administrator, a Participant may exercise an Option (i) by giving written

notice to the Company (or its designated agent) specifying the number of whole shares of Common Stock to be purchased and accompanying such notice with payment therefor in full, and without any extension of credit, either (A) in cash, (B) by delivery (either actual delivery or by attestation procedures established by the Company) to the Company of previously owned whole shares of Common Stock having a Fair Market Value, determined as of the date of exercise, equal to the aggregate purchase price payable by reason of such exercise, (C) authorizing the Company to withhold whole shares of Common Stock which would otherwise be delivered having an aggregate Fair Market Value, determined as of the date of exercise, equal to the amount necessary to satisfy such obligation, provided that the Committee determines that such withholding of shares does not cause the Company to recognize an increased compensation expense under applicable accounting principles, (D) except as may be prohibited by applicable law, in cash by a broker-dealer acceptable to the Company to whom the Participant has submitted an irrevocable notice of exercise or (E) a combination of (A), (B) and (C) and (ii) by executing such documents as the Company may reasonably request. Any fraction of a share of Common Stock which would be required to pay such purchase price shall be disregarded and the remaining amount due shall be paid in cash by the Participant. No shares of Common Stock shall be issued and no certificate representing Common Stock shall be delivered until the full purchase price therefor and any withholding taxes thereon, as described in Section 8, have been paid.

(g) Termination of Employment.

- (i) Retirement or Disability. If the Company ceases to employ a Participant by reason of such Participant's Retirement or Disability, each Option held by such Participant shall be fully exercisable, and may thereafter be exercised by such Participant (or such Participant's legal representative or similar person) until and including the earlier to occur of (i) the fifth anniversary of the effective date of such Participant's termination of employment and (ii) the Expiration Date.
- (ii) Death. If the Company ceases to employ a Participant by reason of such Participant's death, each Option held by such Participant shall be fully exercisable, and may thereafter be exercised by such Participant's executor, administrator, legal representative, beneficiary or similar person until and including the earlier to occur of (i) the third anniversary of the date of death and (ii) the Expiration Date.
- (iii) Cause. If the Company ceases to employ a Participant due to a termination of employment by the Company for Cause, each Option held by such Participant shall be cancelled and cease to be exercisable as of the earlier to occur of (i) the effective date of such termination of employment and (ii) the date on which the Participant first engaged in conduct giving rise to a termination for Cause, and the Company thereafter may require

the repayment of any amounts received by such Participant in connection with an exercise of such Option following such cancellation date.

- (iv) Other Termination. Subject to clauses (v), (vi) and (vii) below, if the Company ceases to employ a Participant for any reason other than as described in clause (i), (ii) or (iii) above, then each Option held by such Participant shall be exercisable only to the extent that such Option is exercisable on the effective date of such Participant's termination of employment, and may thereafter be exercised by such Participant (or such Participant's legal representative or similar person) until and including the earlier to occur of (i) the date which is 90 days after the effective date of such Participant's termination of employment and (ii) the Expiration Date.
- (v) Death Following Termination of Employment. If a Participant dies during the applicable post-termination exercise period described in clause (iv), each Option held by such Participant shall be exercisable only to the extent that such Option is exercisable on the date of such Participant's death and may thereafter be exercised by the Participant's executor, administrator, legal representative, beneficiary or similar person until and including the earlier to occur of (i) the first anniversary of the date of death and (ii) the expiration date of the term of such Option.
- (vi) Breach of Restrictive Covenant. Notwithstanding clauses (i) through (v), if a Participant breaches his or her obligations to the Company or any of its affiliates under a Restrictive Covenant, each Option held by such Participant shall be cancelled and cease to be exercisable as of the date on which the Participant first breached such Restrictive Covenant, and the Company thereafter may require the repayment of any amounts received by such Participant in connection with an exercise of such Option following such cancellation date.

(h) Termination of Option. In no event may an Option be exercised after it terminates as set forth in this Section 5(h). An Option shall terminate, to the extent not earlier exercised or terminated pursuant to Section 5(g), on the Expiration Date. Upon the termination of the Option, the Option and all rights thereunder shall immediately become null and void.

6. Employment. For purposes of this Program, references to employment with the Company shall include (i) employment with an Affiliate of the Company and (ii) any period during which the Participant is on a leave of absence approved by the Company.

7. Limited Transferability of Awards. Except as may otherwise be expressly provided in an Award Notice, an Award may be transferred by the Participant only (1) by will, (2) the laws of descent and distribution or (3) pursuant to beneficiary designation procedures approved by the Company. Except to the extent permitted by the foregoing, an Award may not be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar

process or domestic relations order. Upon any attempt so to sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of an Award, such Award and all rights thereunder shall immediately become null and void.

8. Withholding Taxes. The Company shall have the right to require, prior to the issuance or delivery of any shares of Common Stock or the payment of any cash pursuant to an Award, or upon the vesting of any Award that is considered deferred compensation, payment by the Participant of any federal, state, local or other taxes which may be required to be withheld or paid in connection with such Award. The Company may withhold whole shares of Common Stock which would otherwise be delivered to a Participant, having an aggregate Fair Market Value determined as of the Tax Date, or withhold an amount of cash which would otherwise be payable to a Participant, in the amount necessary to satisfy any such obligation. The Participant may elect to satisfy any such obligation by any of the following means, to the extent permitted by the Administrator: (A) a cash payment to the Company, (B) authorizing the Company to withhold whole shares of Common Stock which would otherwise be delivered having an aggregate Fair Market Value, determined as of the Tax Date, or withhold an amount of cash which would otherwise be payable to the Participant, equal to the amount necessary to satisfy any such obligation, (C) in the case of the exercise of an Option and except as may be prohibited by applicable law, a cash payment by a broker-dealer acceptable to the Company to whom the Participant has submitted an irrevocable notice of exercise or (D) any combination of (A) and (B). Shares of Common Stock to be delivered or withheld may not have an aggregate Fair Market Value in excess of the amount determined by applying the minimum statutory withholding rate. Any fraction of a share of Common Stock which would be required to satisfy such an obligation shall be disregarded and the remaining amount due shall be paid in cash by the Participant.

9. Adjustment; Change in Control or Corporate Transaction. The number and class of securities subject to an Award shall be subject to adjustment as provided in Section 6.7 of the Plan. In the event of a Change in Control or Corporate Transaction, Awards shall be subject to the terms of Section 6.8 of the Plan, as determined by the Committee. The decision of the Committee regarding any such adjustment, Change in Control and/or Corporate Transaction shall be final, binding and conclusive.

10. Compliance with Applicable Law. Each Award is subject to the condition that if the listing, registration or qualification of the shares subject to such Award upon any securities exchange or under any law, or the consent or approval of any governmental body, or the taking of any other action is necessary or desirable as a condition of, or in connection with, the delivery of shares hereunder, such Award may not be settled, in whole or in part, unless such listing, registration, qualification, consent or approval shall have been effected or obtained, free of any conditions not acceptable to the Company.

11. Award Subject to the Plan and Claw-back Policy. Each Award is subject to the provisions of the Plan, and each Award and this Program shall be interpreted in accordance therewith. Notwithstanding any provision of the Program to the contrary, each Award shall be subject to a clawback pursuant to the Exelon Executive Officer Compensation Recoupment Policy contained in the Exelon Corporation Board of Directors Corporate Governance Principles, and the Exelon Corporation Financial Restatement Compensation Recoupment Policy, in each

case including any amendments thereto and any applicable stock exchange listing standards or rules and regulations under the Dodd Frank Wall Street Reform and Consumer Protection Act, or as otherwise required by law or regulation.

12. Investment Representation. By accepting an Award, the Participant represents and covenants that (a) any share of Common Stock acquired upon the vesting of the Award will be acquired for investment and not with a view to the distribution thereof within the meaning of the Securities Act of 1933, as amended (the “Securities Act”), unless such acquisition has been registered under the Securities Act and any applicable state securities law; (b) any subsequent sale of any such shares shall be made either pursuant to an effective registration statement under the Securities Act and any applicable state securities laws, or pursuant to an exemption from registration under the Securities Act and such state securities laws; and (c) if requested by the Company, the Participant shall submit a written statement, in form satisfactory to the Company, to the effect that such representation (x) is true and correct as of the date of acquisition of any shares hereunder or (y) is true and correct as of the date of any sale of any such shares, as applicable. As a further condition precedent to the delivery to the Participant of any shares subject to the Award, the Participant shall comply with all regulations and requirements of any regulatory authority having control of or supervision over the issuance of the shares and, in connection therewith, shall execute any documents which the Company shall in its sole discretion deem necessary or advisable.

13. Award Confers No Rights to Continued Employment. In no event shall the granting of an Award or its acceptance by a Participant give or be deemed to give the Participant any right to continued employment by the Company.

14. Administrator. This Program shall be administered by the Company’s Vice President, Corporate Compensation (the “Administrator”). Except for authority reserved to the Board or the Committee, the Administrator shall have the right to interpret the Program, make any determinations hereunder, and take any necessary or appropriate actions with respect to the administration of the Program or in connection with each Award. Any such interpretation, determination or other action made or taken by the regarding this Program or an Award shall be final, binding and conclusive. The Administrator may adopt such rules and procedures as it deems appropriate for the administration of the Plan, including but not limited to rules and procedures governing the administration and treatment (e.g., pro-ration, vesting, etc.) of Awards to Participants in situations involving transfers between business units and eligible and ineligible positions, which may be set forth in the applicable Program summary or Award Notice.

15. Miscellaneous Provisions.

(a) Successors. This Program and each Award shall be binding upon and inure to the benefit of any successor or successors of the Company and any person or persons who shall, upon the death of a Participant, acquire any rights under such Award in accordance with this Program or the Plan.

(b) Notices. All notices, requests or other communications provided for in this Program (other than the exercise of a stock option) shall

be made, if to the Company, to Exelon Corporation, 10 South Dearborn Street, Chicago, Illinois 60603, Attention: Vice President, Corporate Compensation, and if to the Participant, to his or her then current work location. All notices, requests or other communications provided for in this Program shall be made in writing either (a) by personal delivery to the party entitled thereto, (b) by facsimile with confirmation of receipt, (c) by mailing in the United States mails to the last known address of the party entitled thereto or (d) by express courier service. The notice, request or other communication shall be deemed to be received upon personal delivery, upon confirmation of receipt of facsimile transmission, or upon receipt by the party entitled thereto if by United States mail or express courier service; provided, however, that if a notice, request or other communication is not received during regular business hours, it shall be deemed to be received on the next succeeding business day of the Company.

(c) Section 409A. This Program and the Awards granted hereunder are intended to comply with the requirements of section 409A of the Code and shall be interpreted and construed consistently with such intent. Awards granted pursuant to this Program are also intended to be exempt from Section 409A of the Code to the maximum extent possible as short-term deferrals pursuant to Treasury regulation §1.409A-1(b)(4), and for this purpose each payment shall be considered a separate payment. In the event the terms of an Award would subject a Participant to taxes or penalties under Section 409A of the Code (“409A Penalties”), the Company may modify the terms of such Award to avoid such 409A Penalties, to the extent possible; provided that in no event shall the Company be responsible for any 409A Penalties that arise in connection with any Award. To the extent the timing of payment under an Award is determined by reference to a Participant’s “termination of employment,” such term shall be deemed to refer to the Participant’s “separation from service,” within the meaning of section 409A of the Code. Notwithstanding any other provision in this Program, if a Participant is a “specified employee,” as defined in Section 409A of the Code, as of the date of such Participant’s separation from service, then to the extent any amount payable to the Participant (i) constitutes the payment of nonqualified deferred compensation, within the meaning of Section 409A of the Code, (ii) is payable upon the Participant’s separation from service and (iii) under the terms of this Program would be payable prior to the six-month anniversary of the Participant’s separation from service, such payment shall be delayed until the earlier to occur of (A) the six-month anniversary of the separation from service and (B) the date of the Participant’s death.

(d) Amendment. The terms of this Program may be amended by the Committee or the Board (or their respective delegates), provided that the Chief Human Resources Officer or the Vice President, Corporate Compensation, of the Company may amend the Program to comply with applicable law, to make administrative changes or to carry out directives of the Board or the Committee.

(e) Governing Law. This Program and each Award granted thereunder, and all determinations made and actions taken pursuant thereto, to the extent not governed by the laws of the United States, shall be governed by the laws of the Commonwealth of Pennsylvania and construed in accordance therewith without giving effect to principles of conflicts of laws.

IN WITNESS WHEREOF, Exelon Corporation has caused this instrument to be executed by its Executive Vice President & Chief Human Resources Officer, effective as of January 1, 2024.

EXELON CORPORATION

By:



Executive Vice President &
Chief Human Resources Officer

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Calvin G. Butler, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exelon Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CALVIN G. BUTLER, JR.

President and Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Jeanne M. Jones, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exelon Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JEANNE M. JONES

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Gil C. Quiniones, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Commonwealth Edison Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ GIL C. QUINIONES

Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Joshua S. Levin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Commonwealth Edison Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JOSHUA S. LEVIN

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Michael A. Innocenzo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PECO Energy Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MICHAEL A. INNOCENZO

President and Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Marissa Humphrey, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PECO Energy Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MARISSA HUMPHREY

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Carim V. Khouzami, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Baltimore Gas and Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CARIM V. KHOUZAMI

President and Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, David M. Vahos, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Baltimore Gas and Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ DAVID M. VAHOS

Senior Vice President, Chief Financial Officer
and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, J. Tyler Anthony, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pepco Holdings LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ J. TYLER ANTHONY

President, Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Phillip S. Barnett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pepco Holdings LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PHILLIP S. BARNETT

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, J. Tyler Anthony, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Potomac Electric Power Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ J. TYLER ANTHONY

President, Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Phillip S. Barnett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Potomac Electric Power Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PHILLIP S. BARNETT

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, J. Tyler Anthony, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Delmarva Power & Light Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ J. TYLER ANTHONY

President, Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Phillip S. Barnett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Delmarva Power & Light Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PHILLIP S. BARNETT

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, J. Tyler Anthony, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Atlantic City Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ J. TYLER ANTHONY

President, Chief Executive Officer
(Principal Executive Officer)

Date: May 2, 2024

**CERTIFICATION PURSUANT TO RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES
AND EXCHANGE ACT OF 1934**

I, Phillip S. Barnett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Atlantic City Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PHILLIP S. BARNETT

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Exelon Corporation for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Exelon Corporation.

/s/ CALVIN G. BUTLER, JR.

Calvin G. Butler
President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Exelon Corporation for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Exelon Corporation.

/s/ JEANNE M. JONES

Jeanne M. Jones
Executive Vice President and Chief Financial Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Commonwealth Edison Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Commonwealth Edison Company.

/s/ GIL C. QUINIONES

Gil C. Quiniones
Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Commonwealth Edison Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Commonwealth Edison Company.

/s/ JOSHUA S. LEVIN

Joshua S. Levin

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of PECO Energy Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of PECO Energy Company.

/s/ MICHAEL A. INNOCENZO

Michael A. Innocenzo

President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of PECO Energy Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of PECO Energy Company.

/s/ MARISSA HUMPHREY

Marissa Humphrey

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Baltimore Gas and Electric Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Baltimore Gas and Electric Company.

/s/ CARIM V. KHOZAMI

Carim V. Khouzami

President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Baltimore Gas and Electric Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Baltimore Gas and Electric Company.

/s/ DAVID M. VAHOS

David M. Vahos

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Pepco Holdings LLC for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Pepco Holdings LLC.

/s/ J. TYLER ANTHONY

J. Tyler Anthony
President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Pepco Holdings LLC for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Pepco Holdings LLC.

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Potomac Electric Power Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Potomac Electric Power Company.

/s/ J. TYLER ANTHONY

J. Tyler Anthony
President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Potomac Electric Power Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Potomac Electric Power Company.

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Delmarva Power & Light Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Delmarva Power & Light Company.

/s/ J. TYLER ANTHONY

J. Tyler Anthony
President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Delmarva Power & Light Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Delmarva Power & Light Company.

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Atlantic City Electric Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Atlantic City Electric Company.

/s/ J. TYLER ANTHONY

J. Tyler Anthony
President and Chief Executive Officer

Date: May 2, 2024

Certificate Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code

The undersigned officer hereby certifies, as to the quarterly report on Form 10-Q of Atlantic City Electric Company for the quarterly period ended March 31, 2024, that (i) the report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of Atlantic City Electric Company.

/s/ PHILLIP S. BARNETT

Phillip S. Barnett

Senior Vice President, Chief Financial Officer and Treasurer

Date: May 2, 2024