

# **Wolfe Research Utilities & Power Leaders Conference**

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## Cautionary Statements Regarding Forward-Looking Information

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This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from the forward-looking statements made by Exelon Corporation, Exelon Generation Company, LLC, 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) include those factors discussed herein, as well as the items discussed in (1) Exelon's 2016 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 24, Commitments and Contingencies; (2) Exelon's Second Quarter 2017 Quarterly Report on Form 10-Q (to be filed on August 2, 2017) in (a) Part II, Other Information, ITEM 1A. Risk Factors; (b) Part 1, Financial Information, ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) Part I, Financial Information, ITEM 1. Financial Statements: Note 17; and (2) other factors discussed in filings with the SEC by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this press release. 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 presentation.

## Non-GAAP Financial Measures

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Exelon reports its financial results in accordance with accounting principles generally accepted in the United States (GAAP). Exelon supplements the reporting of financial information determined in accordance with GAAP with certain non-GAAP financial measures, including:

- **Adjusted operating earnings** exclude certain costs, expenses, gains and losses and other specified items, including mark-to-market adjustments from economic hedging activities, unrealized gains and losses from nuclear decommissioning trust fund investments, merger and integration related costs, impairments of certain long-lived assets, certain amounts associated with plant retirements and divestitures, costs related to a cost management program and other items as set forth in the reconciliation in the Appendix
- **Adjusted operating and maintenance expense** excludes regulatory operating and maintenance costs for the utility businesses and direct cost of sales for certain Constellation and Power businesses, decommissioning costs that do not affect profit and loss, the impact from operating and maintenance expense related to variable interest entities at Generation, and other items as set forth in the reconciliation in the Appendix
- **Total gross margin** is defined as operating revenues less purchased power and fuel expense, excluding revenue related to decommissioning, gross receipts tax, Exelon Nuclear Partners, JExel Nuclear JV, variable interest entities, and net of direct cost of sales for certain Constellation and Power businesses
- **Adjusted cash flow from operations** primarily includes net cash flows from operating activities and net cash flows from investing activities excluding capital expenditures, net merger and acquisitions, and equity investments
- **Free cash flow** primarily includes net cash flows from operating activities and net cash flows from investing activities excluding certain capital expenditures, net merger and acquisitions, and equity investments
- **Operating ROE** is calculated using operating net income divided by average equity for the period. The operating income reflects all lines of business for the utility business (Electric Distribution, Gas Distribution, Transmission).
- **EBITDA** is defined as earnings before interest, taxes, depreciation and amortization. Includes nuclear fuel amortization expense.
- **Revenue net of purchased power and fuel expense** is calculated as the GAAP measure of operating revenue less the GAAP measure of purchased power and fuel expense

Due to the forward-looking nature of some forecasted non-GAAP measures, information to reconcile the forecasted adjusted (non-GAAP) measures to the most directly comparable GAAP measure may not be currently available, as management is unable to project all of these items for future periods

## Non-GAAP Financial Measures Continued

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This information is intended to enhance an investor's overall understanding of period over period financial results and provide an indication of Exelon's baseline operating performance by 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.

These non-GAAP financial measures are not a presentation defined under GAAP and may not be comparable to other companies' presentation. Exelon has provided these non-GAAP financial measures as supplemental information and in addition to the financial measures that are calculated and presented in accordance with GAAP. These non-GAAP measures should not be deemed more useful than, a substitute for, or an alternative to the most comparable GAAP measures provided in the materials presented.

Non-GAAP financial measures are identified by the phrase "non-GAAP" or an asterisk. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are provided in the appendices and attachments to this presentation.

## Exelon: An Industry Leader



Note: All numbers reflect year-end 2016; revenue accounts for PHI as of the merger effective date of March 24, 2016 through December 31, 2016.



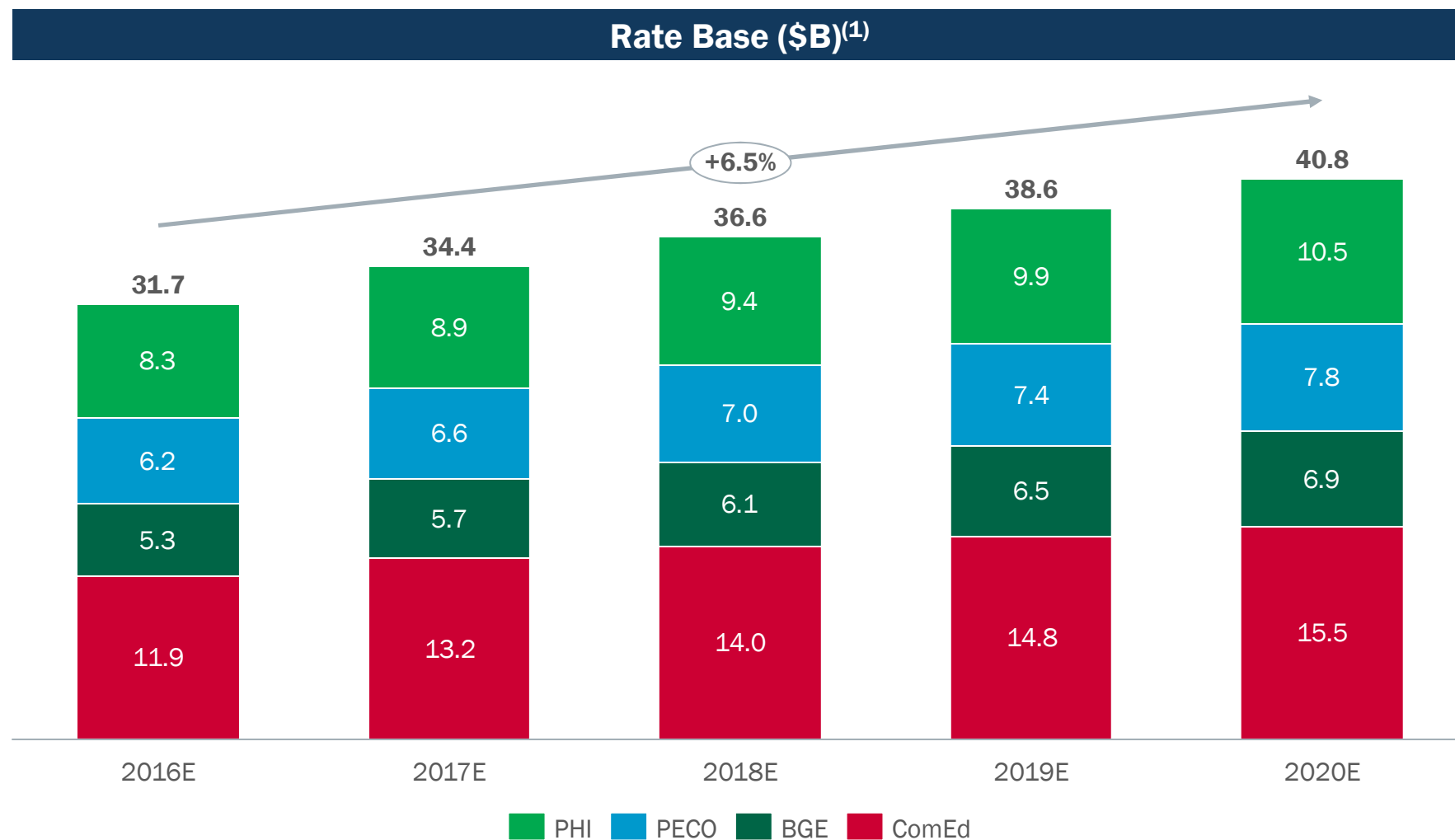
## The Exelon Value Proposition

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- **Regulated Utility Growth** with utility EPS rising 6-8% annually from 2017-2020 and rate base growth of 6.5%, representing an expanding majority of earnings
- **ExGen's strong free cash generation** will support utility growth while also reducing debt by ~\$3B over the next 4 years
- **Optimizing ExGen value by:**
  - Seeking fair compensation for the zero-carbon attributes of our fleet;
  - Closing uneconomic plants;
  - Monetizing assets; and,
  - Maximizing the value of the fleet through our generation to load matching strategy
- **Strong balance sheet is a priority** with all businesses comfortably meeting investment grade credit metrics through the 2020 planning horizon
- **Capital allocation priorities targeting:**
  - Organic utility growth;
  - Return of capital to shareholders with 2.5% annual dividend growth through 2018<sup>(1)</sup>,
  - Debt reduction; and,
  - Modest contracted generation investments

(1) Quarterly dividends are subject to declaration by the board of directors

## Our Capital Plan Drives Stable Earnings Growth

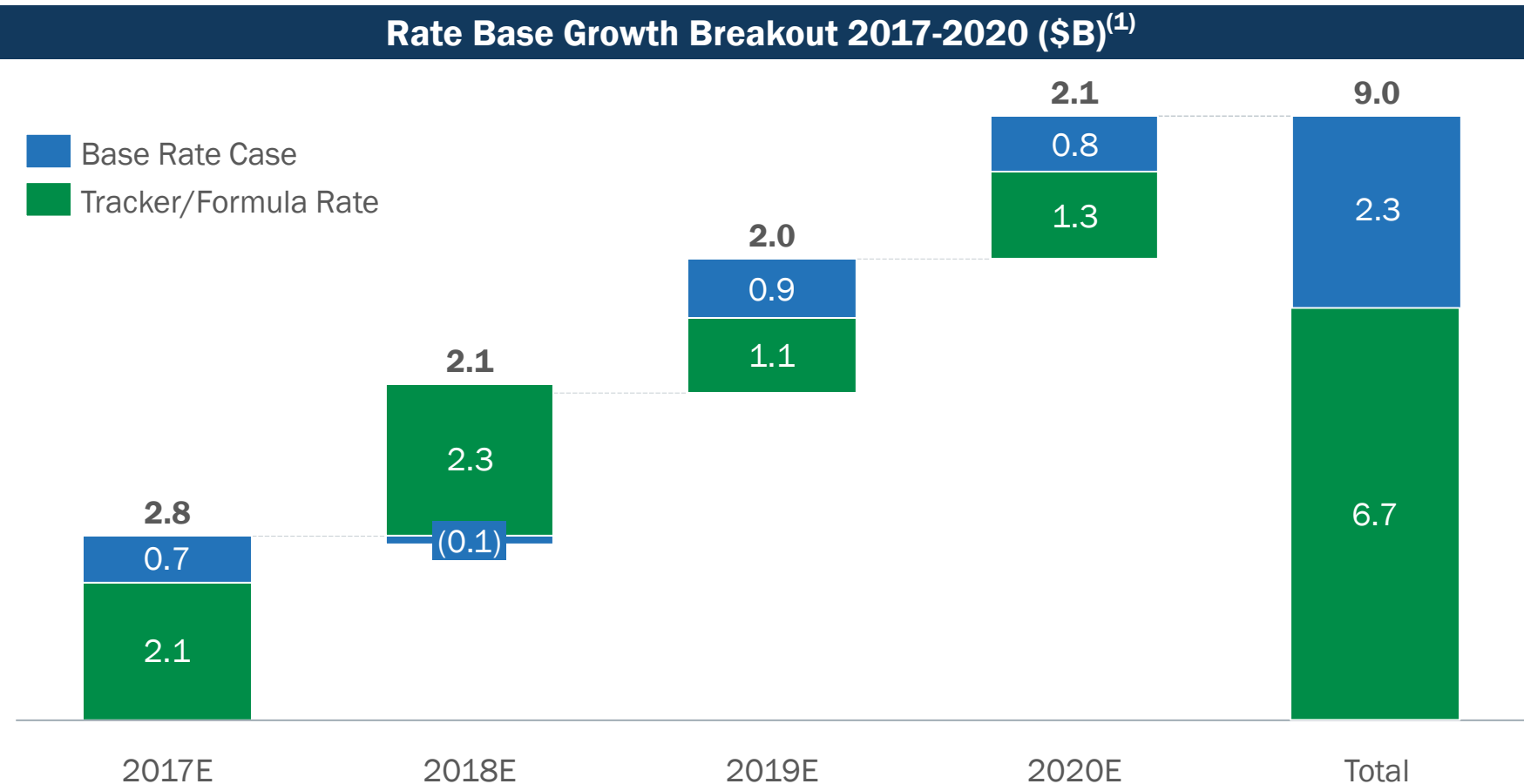


**Growing Rate Base by over \$9B through 2020**

Note: CapEx numbers are rounded to nearest \$25M and numbers may not add due to rounding

(1) Rate base reflects year-end estimates

## Formulaic Mechanisms Cover Bulk of Rate Base Growth



**Of the approximately \$9.0 billion of rate base growth Exelon Utilities forecasts over the next 4 years, ~75% will be recovered through existing formula and tracker mechanisms**

Note: Numbers may not add due to rounding

(1) Assumes PECO transmission formula rate beginning in 2018; base rate base decrease due to reclassification of transmission rate base growth at PECO



## Proven Track Record of Improving Operational Performance

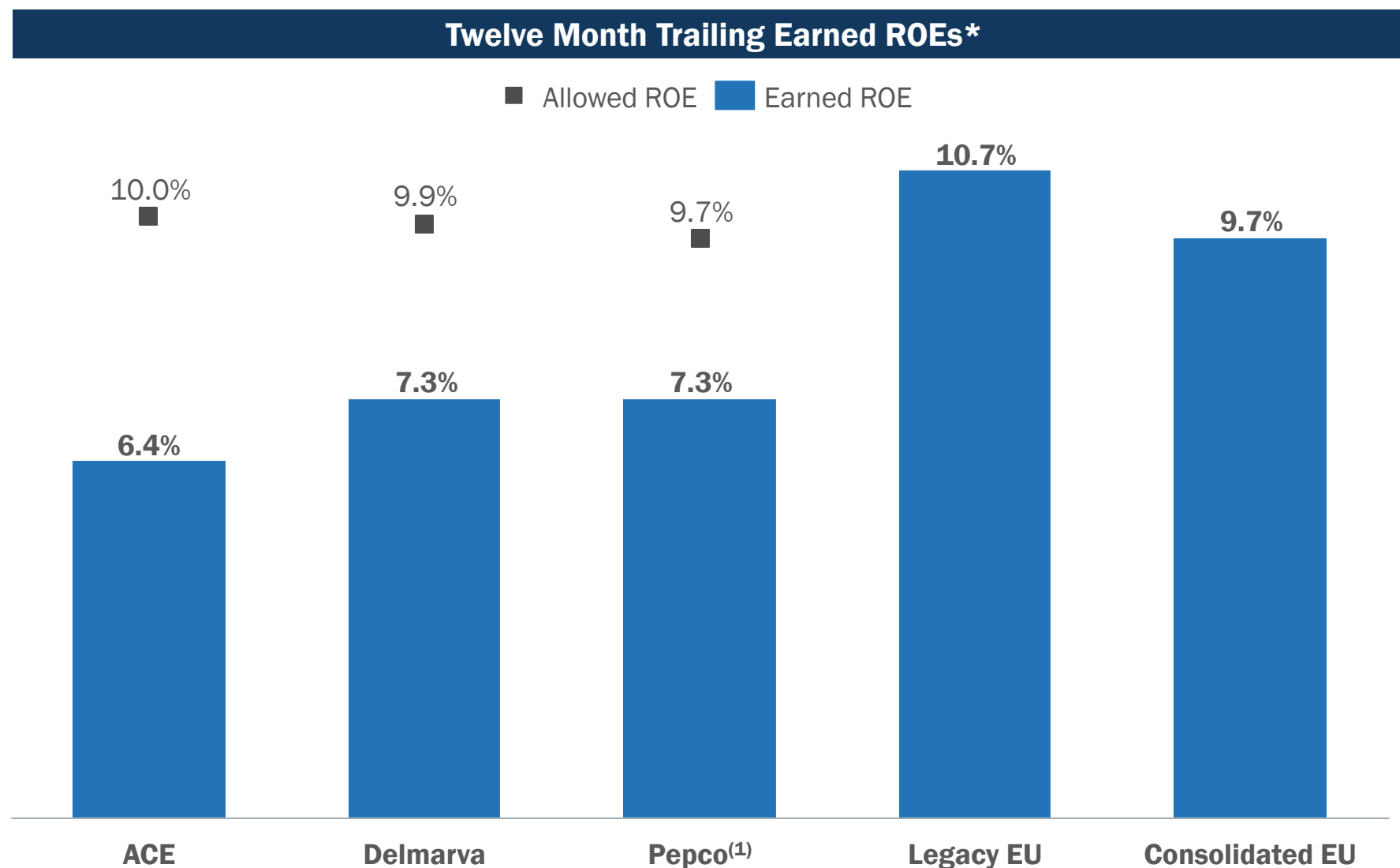
Operations	Metric	At CEG Merger (2012)			2015	Q2 2017			
		BGE	ComEd	PECO	PHI	BGE	ComEd	PECO	PHI
Electric Operations	OSHA Recordable Rate								
	2.5 Beta SAIFI (Outage Frequency)								
	2.5 Beta CAIDI (Outage Duration)								
Customer Operations	Customer Satisfaction				N/A				
	Service Level % of Calls Answered in <30 sec								
	Abandon Rate								
Gas Operations	Percent of Calls Responded to in <1 Hour		No Gas Operations				No Gas Operations		
Overall Rank	Electric Utility Panel of 24 Utilities <sup>(1)</sup>	23 <sup>rd</sup>	2 <sup>nd</sup>	2 <sup>nd</sup>	18 <sup>th</sup>	Performance Quartiles			
						Q1	Q2	Q3	Q4

Exelon Utilities has identified and transferred best practices at each of its utilities to improve operating performance in areas such as:

- System Performance
- Emergency Preparedness
- Corrective and Preventive Maintenance

(1) Ranking based on results of five key industry performance indicators – CAIDI, SAIFI, Safety, Customer Satisfaction, and Cost per Customer

## Trailing 12 Month ROE vs Allowed ROE

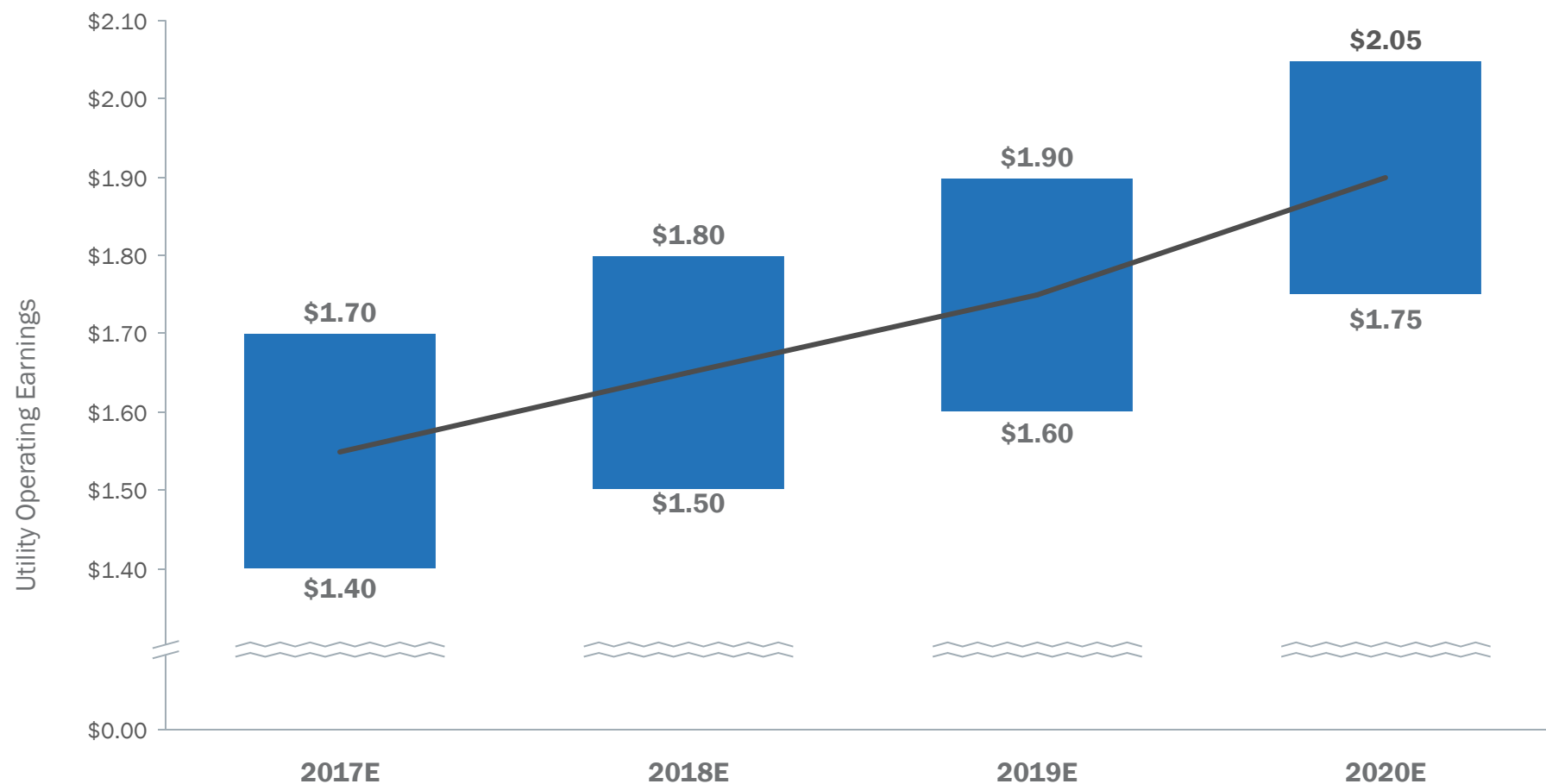


Note: Represents the period from 6/30/16 to 6/30/17 and reflects all lines of business (Electric Distribution, Gas Distribution, and Transmission)

(1) Pepco DC Distribution allowed ROE is based on authorized ROE of 9.4% for the rates that were in effect during the trailing twelve month period. The order issued on 7/25/17 authorized an ROE of 9.5%.

## Exelon Utilities EPS Growth of 6-8% to 2020

### Exelon Utilities Operating Earnings 2017-2020



### Rate base growth combined with PHI ROE improvement drives EPS growth

Note: Reflects GAAP operating earnings except for 2017. 2017 GAAP EPS range would be \$1.35 to \$1.65. 2017 adjusted (non-GAAP) operating earnings include adjustments to exclude \$0.05 for merger commitments and integration costs. Includes after-tax interest expense held at Corporate for debt associated with existing utility investment.

## Key Market Policy Updates

### New York ZEC Legal Challenges

#### Federal Case:

- Case dismissed on July 25 and judgment entered on July 27
- “The ZEC program does not thwart the goal of an efficient energy market; rather, it encourages through financial incentives the production of clean energy.”
- On August 24, the plaintiffs appealed to the US Court of Appeals for the 2<sup>nd</sup> Circuit
- Briefing schedule:
  - Plaintiff-Appellant Opening Brief due Oct 13
  - Defendant-Respondents Response Brief due Nov 17
  - Reply Briefs due Dec 1

#### State Case:

- Motions to dismiss procedural challenges filed in NY State court were briefed in 1Q17
- The court heard oral arguments on June 19, 2017
- Currently awaiting decision; next step determined by outcome

### IL ZEC Legal Challenges

- Both cases dismissed and judgment entered July 14
- “The ZEC program does not conflict with the Federal Power Act.”
- On July 17, both sets of plaintiffs appealed to the US Court of Appeals for the 7<sup>th</sup> Circuit
- On July 18, the 7<sup>th</sup> Circuit consolidated the appeals and set a briefing schedule:
  - Plaintiff-Appellant Opening Brief filed Aug 28
  - Defendant-Respondents Response Brief due Sep 27
  - Reply Briefs due Oct 27
  - Expect oral argument to follow

### DOE Report and PJM Reforms

#### DOE Energy Report

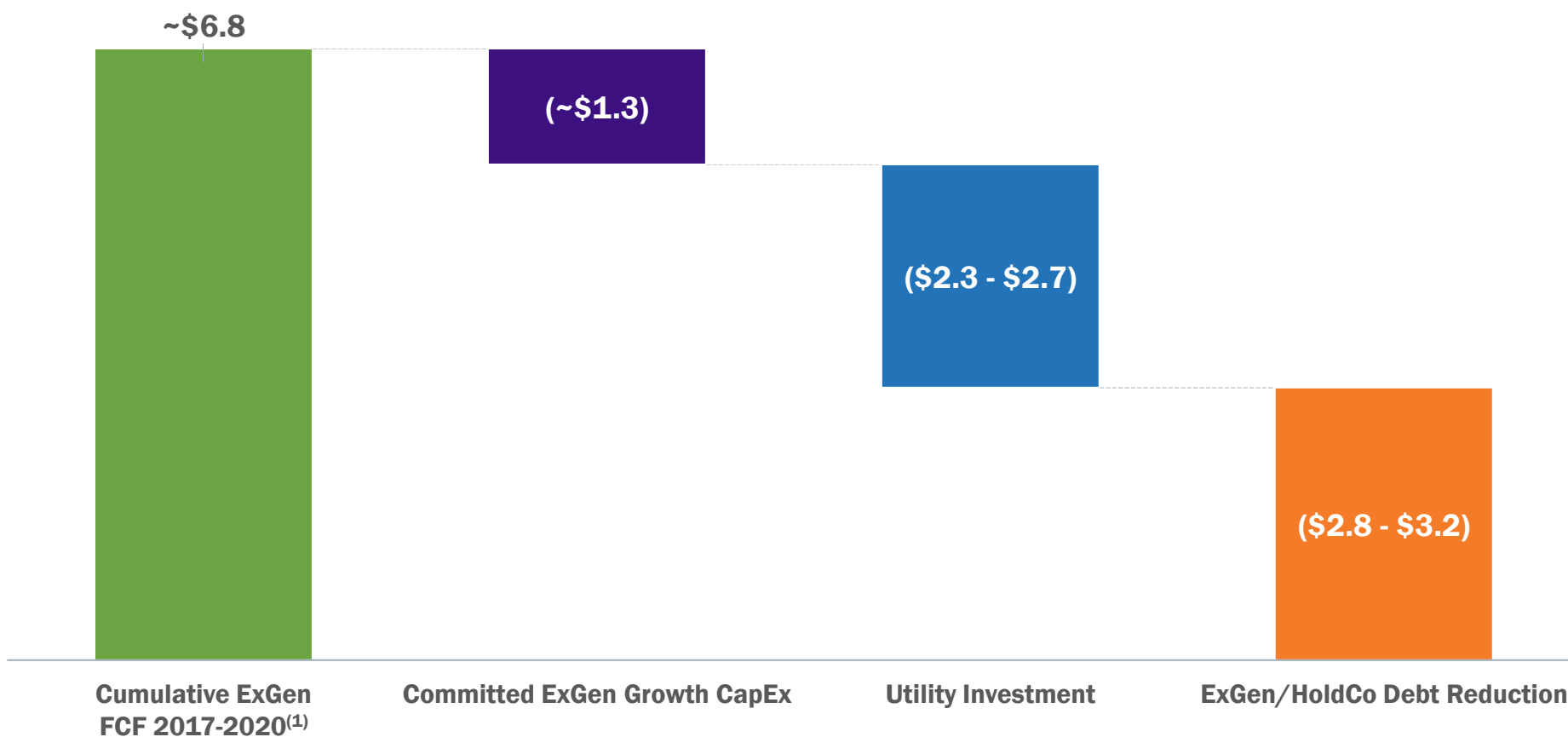
- On August 23, 2017, the DOE released their report of the U.S electrical grid.
- The DOE concluded that “Society places value on attributes of electricity provision beyond those compensated by the current design of the wholesale market” and recommended that “FERC should expedite its effort with states, RTO/ISOs, and other stakeholders to improve energy price formation...”

#### Proposed PJM Reforms

- Recognize value of resiliency by instituting operational reforms in which PJM would commit additional reserves to account for the consumer impact from the most significant potential disruption
- Refine price formation to recognize the critical contribution of all resources, including “baseload” nuclear resources

## ExGen's Strong Free Cash Flow Supports Utility Growth and Debt Reduction

### 2017-2020 Exelon Generation Free Cash Flow\* and Uses of Cash (\$B)



**Redeploying Exelon Generation's free cash flow to maximize shareholder value**

(1) Cumulative Free Cash Flow is a midpoint of a range based on December 31, 2016 market prices. Sources include change in margin, tax parent benefit, equity investments, and acquisitions and divestitures.

## Recognition for Stewardship and Employee Engagement

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**Supplier Diversity:** Exelon is the only utility and energy company to be inducted into the Billion Dollar Roundtable, which recognizes corporations that have achieved spending of \$1 billion with minority and women-owned suppliers; our 2016 spend was nearly \$2B

**Civic 50:** Points of Light named Exelon utility sector leader in its annual ranking of the nation's most community-minded public and private companies



**Top 50 Companies for Diversity:** National recognition from DiversityInc, first year in Top 50 after being named a DiversityInc “Top Utility” in 2015 and 2016



**Best Places to Work in 2017:** Ranked No. 18 on Indeed.com survey of Fortune 500 companies based on employee reviews

**CEO Action for Diversity & Inclusion™:** Joined 150 leading companies in the largest CEO-driven business commitment to advance diversity and inclusion

**Top 50 Most Energy-Efficient Utilities:** American Council for an Energy-Efficient Economy ranks BGE and ComEd in the top 10 with PECO also making the list

**Lowest Carbon Emissions:** 2017 Air Emissions Benchmarking Report notes Exelon's generation fleet had the lowest carbon dioxide emissions of the top 20 privately held and investor-owned energy producers



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# **Appendix**

## **Reconciliation of Non-GAAP Measures**

## GAAP to Non-GAAP Reconciliations

Operating ROE Reconciliation (\$M) <sup>(1)</sup>	ACE	Delmarva	Pepco	Legacy EXC	Consolidated EU
Net Income (GAAP) <sup>(1)</sup>	\$91	\$127	\$203	\$1,132	\$1,548
Operating Exclusions	(\$25)	(\$32)	(\$29)	\$186	\$105
Adjusted Operating Earnings <sup>(1)</sup>	\$66	\$95	\$174	\$1,318	\$1,653
Average Equity	\$1,039	\$1,300	\$2,390	\$12,308	\$17,038
<b>Operating ROE (Adjusted Operating Earnings/Average Equity)</b>	<b>6.4%</b>	<b>7.3%</b>	<b>7.3%</b>	<b>10.7%</b>	<b>9.7%</b>

2017-2020 ExGen Free Cash Flow Calculation (\$M) <sup>(2)</sup>	
Cash from Operations (GAAP)	\$15,150
Other Cash from Investing and Activities	(\$650)
Baseline Capital Expenditures <sup>(3)</sup>	(\$4,025)
Nuclear Fuel Capital Expenditures	(\$3,625)
<b>Free Cash Flow before Growth CapEx and Dividend</b>	<b>\$6,825</b>

(1) ACE, Delmarva, and Pepco represents full year of earnings

(2) All amounts rounded to the nearest \$25M. Items may not sum due to rounding.

(3) Baseline capital expenditures refer to maintenance and required capital expenditures necessary for day-to-day plant operations and includes merger commitments