



Charter of Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee of Constellation Energy Group, Inc. (the "Company") shall consist of at least three directors. The Board of Directors shall appoint each Committee member. In addition to meeting the criteria for board membership set forth in the Corporate Governance Guidelines, each Committee member shall be independent as determined pursuant to the Corporate Governance Guidelines and shall meet such requirements, if any, as mandated by the New York Stock Exchange and relevant listing standards. Committee members shall hold office for one year and until their respective successors are elected and qualified, or until their earlier resignation, removal or death. The Board shall fill all vacancies and have the right to remove members, as specified in the Company's bylaws and/or Charter. The Board shall designate one of the members to serve as Chairman of the Committee.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. The Chairman (or in the Chairman's absence, another member of the Committee designated by the Chairman) shall call and preside over meetings of the Committee. The Secretary of the Company shall serve as Secretary of the Committee. The Secretary shall provide notice personally or by mail, telephone, facsimile or electronically to each member of the Committee of all meetings, not later than 12:00 p.m. (Eastern Standard Time) on the day immediately preceding the scheduled meeting date, unless those members who are not able to attend such meeting waive in writing (either in advance or following such meeting) the right to such notice. Attendance at any meeting by a member shall also be deemed to constitute a waiver of the above notice requirement unless at the meeting such member clearly announces his or her objection to the failure to provide such advance notice and such member does not otherwise attend or participate in such meeting. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Secretary shall keep written minutes of the proceedings and actions of the Committee.

The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. Each Committee member shall perform an annual evaluation of the Committee, as administered by this Committee.

The Committee shall have the following authority and duties:

1. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines for the Board, its committees, and the Company. The Committee shall monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
2. The Committee shall make recommendations to the Board concerning the composition of the Board, including its size and qualifications for membership.
3. The Committee shall screen and recommend to the Board nominees for election as directors to the Company's Board of Directors, including nominees recommended by shareholders of the Company, and consider the performance of incumbent directors in determining whether to nominate them to stand for reelection. The Committee shall also establish criteria for selecting nominees for open or newly created directorships, which shall be reflected in the Corporate Governance Guidelines. The Committee shall have sole authority to retain search firms to identify director candidates, including sole authority to approve the fees of any such firms and other retention terms.
4. The Committee shall review, at least annually, the independence and possible conflicts of interest of members of the Board, and recommend to the Board a finding regarding independence for each Board member. The Committee shall monitor ongoing compliance with Board member independence requirements.
5. The Committee shall recommend to the Board policies to enhance the Board's effectiveness, including with respect to the distribution of information to Board members and the frequency, content and structure of Board meetings.
6. The Committee shall be responsible for the development of an orientation program for new Board members and continuing education opportunities for all Board members.
7. The Committee shall establish procedures for, and administer annual performance evaluations of the members of the Board and its committees, which will include an annual performance review of this Committee by its members.
8. The Committee shall periodically review the composition of Board committees and recommend to the Board, as appropriate, changes in the number, function or membership of such committees.
9. The Committee shall review, at least annually, the adequacy of the charters of each Board committee, and recommend

changes to the Board as necessary.

10. The Committee shall periodically review the Company's Principles of Business Integrity and Insider Trading Policy and make changes as appropriate.
11. The Committee shall review and evaluate proposals submitted by shareholders for a vote of shareholders, and recommend to the Board whether to support or oppose such proposals.
12. The Committee shall establish and oversee policies for the review, approval and ratification of the Company's transactions with directors, director nominees, executive officers and five percent shareholders.