



Policy and Procedures With Respect to Related Person Transactions

A. Policy Statement

Constellation Energy Group, Inc. (the "Company") recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Accordingly, as a general matter, it is the Company's preference to avoid Related Person Transactions. Nevertheless, the Company also recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm's length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions. The Company will review and may amend this policy from time to time.

B. Related Person Transactions

For purposes of this policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant, and in which any Related Person had, has or will have a direct or indirect interest, other than:

- transactions available to all employees generally (e.g., non-discretionary contributions made pursuant to the Company's matching contribution program);
- transactions involving the provision of electric or gas services by Baltimore Gas and Electric Company at rates fixed by tariff; or
- charitable contributions involving less than \$10,000 when aggregated with all similar charitable contributions.

For purposes of this Policy, a "Related Person" means:

1. any person who is, or at any time since the beginning of the Company's last fiscal year was, an officer of the Company or any of its subsidiaries subject to Section 16 of the Securities Exchange Act of 1934 (an "executive officer");
2. any person who is an employee of the Company or any of its subsidiaries who receives at least one executive-level benefit as determined by Human Resources (a "management employee");
3. any other employee of the Company or any of its subsidiaries;
4. any person who is, or at any time since the beginning of the Company's last fiscal year was, a member of the Board of Directors of the Company or a nominee to become a member of the Board of Directors of the Company;
5. any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
6. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the employee, executive officer, Board member, Board member nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such employee, executive officer, Board member, Board member nominee or more than 5% beneficial owner (each, an "immediate family member"); and
7. any firm, corporation or other entity in which any of the foregoing persons is a director, executive officer, general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

C. Identification of Certain Related Persons

1. **Board Members, Executive Officers, and Nominees.** On an annual basis, each Board member and executive officer shall submit to the legal department the following information: (a) a list of his or her immediate family members (as defined above); (b) in the case of a Board member, the Board member's employer and job title or brief job description; and (c) for the Board member or executive officer, and to the knowledge of such Board member or executive officer, for each of his or her immediate family members, each firm, corporation or other entity in which such person is a general partner, principal, executive officer, director or trustee or in a similar position or in which such person has a 10% or greater beneficial ownership interest.
2. **Management Employees.** On an annual basis, each management employee shall submit to the legal department the following information: (a) a list of Related Person Transactions entered into in the past year identifying the Related Person and a statement on whether the transactions were approved in accordance with this policy; and (b) for the management employee and his or her spouse and children, each firm, corporation or other entity in which such person is a general partner, principal, executive officer, director or trustee or in a similar position or in which such person has a 10% or greater beneficial ownership interest.
3. **Five Percent Owners.** At the time the Company becomes aware of a person's status as a beneficial owner of more than 5% of any class of the Company's voting securities, the legal department, by examining SEC filings and through the use of Internet search

engines and a review of applicable websites, shall create a list, to the extent the information is readily available, of (a) if the person is an individual, the same information as is requested of Board members and executive officers under this policy and (b) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity, and shall update the list on an annual basis.

4. Any person nominated to stand for election as a Board member shall submit to the Chief Compliance Officer the information described above no later than the date of his or her nomination.
5. Any person who is appointed as a Board member or an executive officer shall submit to the Chief Compliance Officer the information described above prior to such person's appointment as a Board member or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.
6. Board members and executive officers are expected to notify the Chief Compliance Officer of any updates to the information provided pursuant to Section C.1 or C.2. Generally this would include notification of the marriage of the Board member, executive officer or management employee, or the marriage of his or her sibling or child.

D. Dissemination of Related Person Master List

The legal department shall compile the information collected pursuant to the procedures described in Section C above and create a master list of Related Persons (not including employees and the Related Persons of employees who are not executive officers or management employees). The legal department shall distribute the master list to (a) the chief legal officers of the Company's business units and staff groups and (b) the heads of accounts payable and accounts receivable of the Company's business units and staff groups. In addition, the legal department shall distribute the portion of the master list containing the names of charitable and non-profit organizations to the person (s) responsible for administering the Company's charitable contributions. The recipients of the master list shall utilize and distribute the information contained therein, in connection with their respective business units and staff groups, to effectuate this policy.

E. Approval Procedures

Proposed transactions that involve Related Persons shall be completed only if the following steps are taken:

1. Prior to entering into the Related Person Transaction (a) the Related Person, (b) the employee or Board member who is an immediate family member or a partner, shareholder or executive officer of the Related Person, or (c) a member of the business unit or staff group responsible for the potential Related Person Transaction shall provide notice to the Chief Compliance Officer of the facts and circumstances of the proposed Related Person Transaction, including:
 - i. the Related Person's relationship to the Company and interest in the transaction;
 - ii. the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved;
 - iii. the benefits to the Company of the proposed Related Person Transaction;
 - iv. if applicable, the availability of other sources of comparable products or services; and
 - v. an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.
2. To the extent necessary, a member of the legal department shall meet with the relevant business unit or staff group to confirm and supplement the information provided in the original notice. The Chief Compliance Officer will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.
3. If the Chief Compliance Officer determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be reported to the persons set forth below for their consideration:

Individual Participating in Related Person Transaction	Transaction Reported to
Management employee or other employee (other than head of business unit or staff group)	Head of business unit or staff group
Head of business unit or staff group who is not an Executive Officer	Chief Administrative Officer/General Counsel
Executive Officer or nominee (other than Chief Executive Officer and amount involved is \$120,000 or less)	Chief Executive Officer
Chief Executive Officer or nominee (and amount involved is \$120,000 or less)	Chair of Nominating and Corporate Governance Committee
Board member or nominee (and amount involved is \$120,000 or less)	Chair of Nominating and Corporate Governance Committee

4. The person receiving the report of the Related Person Transaction, in consultation with the Chief Compliance Officer and members of the legal department, shall consider all of the relevant facts and circumstances available to him or her, including (if applicable) but not limited to: the benefits to the Company; the impact on a Board member's independence in the event the Related Person is a Board member, an immediate family member of a Board member or an entity in which a Board member is a partner, director, shareholder or

executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. Such person shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as such person determines in good faith. The person receiving the report of the Related Person Transaction shall document his or her decision in writing and shall convey the decision to the Chief Compliance Officer, who shall convey the decision to the individual or to such individual's supervisor.

5. If a proposed Related Person Transaction involves (a) an executive officer, Board member or nominee and (b) an amount in excess of \$120,000, the proposed Related Person Transaction shall be submitted to the Nominating and Corporate Governance Committee for consideration at the next Committee meeting or, in those instances in which the Chief Compliance Officer, in consultation with the Chief Executive Officer or the Chief Financial Officer, determines that it is not practicable or desirable for the Company to wait until the next Nominating and Corporate Governance Committee meeting, to the Chair of the Nominating and Corporate Governance Committee (who will possess delegated authority to act between Committee meetings).
6. The Nominating and Corporate Governance Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to, those set forth in Section E.4 above. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Nominating and Corporate Governance Committee (or the Chair) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Committee (or the Chair) determines in good faith. The Nominating and Corporate Governance Committee or Chair, as applicable, shall convey the decision to the Chief Compliance Officer, who shall convey the decision to the appropriate persons within the Company.
7. The Chair of the Nominating and Corporate Governance Committee shall report to the Nominating and Corporate Governance Committee at the next Committee meeting any approval made by him or her pursuant to Section E.3 or E.5. Management of the Company shall report to the Nominating and Corporate Governance Committee at the next Committee meeting any approval of a Related Person Transaction involving an executive officer made by the Chief Executive Officer pursuant to Section E.3. The Nominating and Corporate Governance Committee shall periodically report on its activities pursuant to this policy to the Board of Directors.
8. To enable the Audit Committee to carry out its responsibilities with respect to accounting and financial reporting, the Chief Compliance Officer shall report to the Audit Committee at least quarterly any approvals made by the Nominating and Corporate Governance Committee, the Chair of the Nominating and Corporate Governance Committee or the Chief Executive Officer pursuant to this policy.

F. Ratification Procedures

The legal department shall request from the accounts payable and accounts receivable departments of the business units and staff groups annual reports of any amounts paid or payable to, or received or receivable from, any Related Person, and the legal department shall determine if there are any Related Person Transactions that were not previously approved or previously ratified under this policy.

In the event the legal department becomes aware, as a result of the accounts payable/accounts receivable reports described above or otherwise, of a Related Person Transaction that has not been previously approved or previously ratified under this policy:

1. If the transaction is pending or ongoing, it will be submitted for consideration in accordance with Section E above. Based on the conclusions reached, the person receiving the report shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction; and
2. If the transaction is completed, the person receiving the report shall evaluate the transaction, taking into account the same factors described in Section E above, to determine if rescission of the transaction and/or any disciplinary action is appropriate, and shall request that the Chief Compliance Officer evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted for prior approval and whether any changes to these procedures are recommended.

G. Review of Ongoing Transactions

Annually, the Nominating and Corporate Governance Committee shall review any previously approved or ratified Related Person Transactions involving executive officers or Board members that remain ongoing. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Nominating and Corporate Governance Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

H. Reporting

A summary of all Related Person Transactions involving the Company's Board members and executive officers shall be provided annually to the Nominating and Corporate Governance Committee.

I. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations. In addition, the Company shall post this policy on its website and update it as necessary.