

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 28, 2020

Date of Report (Date of earliest event reported)

| 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 |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 |

Indicate by check mark whether any of the registrants are emerging growth companies as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if any of the registrants have 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.

Section 5 – Corporate Governance and Management
Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 28, 2020, Exelon Corporation held its annual meeting of shareholders. The following tables present the final results of voting on each of the matters submitted to a vote of security holders during Exelon’s annual meeting of shareholders:

1. **Election of Directors.** Each director nominee was elected to the Board of Directors with the support of a majority of the votes cast.

| Director | FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------------------|-------------|----------------|----------------|------------------------|
| Anthony Anderson | 711,598,059 | 21,834,767 | 2,663,080 | 87,411,780 |
| Ann Berzin | 729,357,241 | 4,231,522 | 2,507,143 | 87,411,780 |
| Laurie Brlas | 730,233,807 | 3,374,321 | 2,487,778 | 87,411,780 |
| Christopher Crane | 730,391,095 | 3,403,507 | 2,301,304 | 87,411,780 |
| Yves de Balmann | 716,840,500 | 16,512,828 | 2,742,578 | 87,411,780 |
| Nicholas DeBenedictis | 698,468,148 | 34,938,834 | 2,688,924 | 87,411,780 |
| Linda Jojo | 724,831,791 | 8,709,104 | 2,555,011 | 87,411,780 |
| Paul Joskow | 718,234,351 | 15,154,943 | 2,706,612 | 87,411,780 |
| Robert Lawless | 718,473,183 | 14,980,646 | 2,642,077 | 87,411,780 |
| John Richardson | 730,093,818 | 3,364,017 | 2,638,071 | 87,411,780 |
| Mayo Shattuck III | 661,368,493 | 68,070,807 | 6,656,606 | 87,411,780 |
| John Young | 719,038,508 | 14,417,539 | 2,639,859 | 87,411,780 |

2. **Independent Auditor.** The proposal to ratify the appointment of PricewaterhouseCoopers LLP as Exelon’s independent registered public accounting firm for 2020 was approved by a majority of the votes cast.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|------------------------|
| 784,357,534 | 37,325,348 | 1,824,804 | N/A |

3. **Executive Compensation.** The proposal to approve, on an advisory basis, Exelon’s named executive officer compensation was approved by a majority of the votes cast.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|------------------------|
| 682,268,709 | 49,683,470 | 4,143,727 | 87,411,780 |

4. **Long-Term Incentive Plan.** The proposal to approve Exelon’s 2020 Long-Term Incentive Plan was approved by a majority of the votes cast.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|------------------------|
| 689,145,278 | 43,082,198 | 3,868,430 | 87,411,780 |

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 101 | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document. |
| 104 | The cover page from this Current Report on Form 8-K, formatted as Inline XBRL. |

SIGNATURES

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

EXELON CORPORATION

/s/ Carter Culver

Carter Culver

Senior Vice President and Deputy General Counsel

Exelon Corporation

May 1, 2020

EXHIBIT INDEX

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