



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 6, 2025

Ning Chiu  
Davis Polk & Wardwell LLP

Re: Exelon Corporation (the "Company")  
Incoming letter dated December 18, 2024

Dear Ning Chiu:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

December 18, 2024

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Exelon Corporation, a Pennsylvania corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2025 Annual Meeting of Shareholders (the “**2025 Proxy Materials**”). The Proposal is attached hereto as Exhibit A.

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2025 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2025 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

## **REASON FOR EXCLUSION OF THE PROPOSAL**

The Company believes that the Proposal may be properly omitted from the 2025 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal from the Proponent at its principal executive offices by the deadline disclosed in the Company’s 2024 proxy statement for submitting shareholder proposals.

### ***The Proposal May Be Excluded Under Rule 14a-8(e)(2) Because The Company Did Not Receive The Proposal From The Proponent Until After The Proposal Deadline***

As required by Item 1(c) of Schedule 14A and Rule 14a-5(e)(1) of the Exchange Act, the Company disclosed November 21, 2024 as the deadline for receiving shareholder proposals for inclusion in the 2025 Proxy Materials in its proxy statement for the 2024 Annual Meeting of Shareholders (the “**Proposal Deadline**”) under the heading Shareholder Proposals in the 2024 proxy statement.<sup>1</sup> On November 29,

<sup>1</sup> See page 78 of the 2024 Proxy Statement: <https://www.sec.gov/ix?doc=/Archives/edgar/data/1109357/000110935724000076/exc-20240320.htm>.

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2024, the Company received the Proposal via email. The email is attached hereto as Exhibit B. The Proposal was received after the deadline under Rule 14a-8(e).

The Company did not provide the Proponent with a notice of deficiency per Rule 14a-8(f), which provides that a notice is not required “if the deficiency cannot be remedied, such as if [a proponent] fail[s] to submit a proposal by the company’s properly determined deadline.” See also Staff Legal Bulletin No. 14 (July 13, 2021) (“SLB 14”) (“[A] company does not need to provide [a] shareholder with a notice of defect(s) if the defect(s) cannot be remedied [. . .] [which] would apply, for example, if [. . .] the shareholder failed to submit a proposal by the company’s properly determined deadline”).

The Company notified the Proponent of the fact that the Proposal was received after the Proxy Deadline and asked the Proponent to withdraw the Proposal. To date, the Proponent has not responded to this request.

The Staff made clear in SLB 14 and in subsequent no-action responses that it strictly construes the deadline for shareholder proposals under Rule 14a-8, permitting companies to exclude from their proxy materials those proposals received at a company’s principal executive offices on any date after the deadline. See, e.g., *The PNC Financial Services Group, Inc.* (February 20, 2024) (proposal received one day after the company’s deadline); *Etsy, Inc.* (April 19, 2022) (same); and *Verizon Communications, Inc.* (January 4, 2018) (same).

Consistent with the Staff’s approach in the above letters, the Company believes that the Proposal may be excluded from the 2025 Proxy Materials in reliance on Rule 14a-8(e)(2).

## CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2025 Proxy Materials pursuant to Rule 14a-8(e)(2). The Company respectfully requests the Staff’s concurrence with its decision to exclude the Proposal from its 2025 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the Commission if it so excludes the Proposal.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this request. Please do not hesitate to call me at (212) 450-4908 if we may be of any further assistance in this matter.

Respectfully yours,



Ning Chiu

Attachment:   Exhibit A  
                  Exhibit B

# Davis Polk

cc w/ att:

Nevin Boparai, Associate General Counsel, Exelon Corporation  
John Chevedden

**Proposal**

**Support for Shareholder Right to Act by Written Consent**

Shareholders request that our board of directors take such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This includes shareholder ability to initiate any appropriate topic for written consent.

To guard against the Exelon Board of Directors becoming complacent shareholders need the ability to act by written consent to help the Board adopt new strategies when the need arises.

This is particularly important now given the long-term decline in the Exelon stock price. The Exelon stock price has fallen from \$46 in 2022 to \$39 in late 2024 during a robust stock market.

This proposal is more important than ever because there has been a mad rush of Board exculpation proposals to limit the financial liability of directors when they violate their fiduciary duty. Such exculpation is a disincentive for good director performance. Since shareholders acting by written consent can be used to replace a director, adoption of this proposal could foster better performance by Exelon directors.

This proposal is also important because under the Pennsylvania law it can never take less than 25% of Exelon shares to call for a special shareholder meeting. Most states allow for 10% of shares to call for a special shareholder meeting. Thus a shareholder right to act by written consent can in part make up for the high percent of shares needed to call for a special shareholder meeting.

A shareholder ability to quickly act by written consent would be a welcome incentive for Exelon Directors to avoid long-term declines in the Exelon stock price in the first place since the continued service of certain Exelon Directors could be terminated by shareholders acting by written consent. This is a good incentive for the Exelon Directors to have for the benefit of all shareholders.

**Email Submission**

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**Subject:** FW: [EXTERNAL]Rule 14a-(EXC)

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**From:** John Chevedden [REDACTED]  
**Sent:** Friday, November 29, 2024 6:38 PM  
**To:** Littleton, Gayle E:(Exelon) [REDACTED]; Ramirez, Melissa E:(Exelon) [REDACTED]; Beauvais, Joel:(Exelon) [REDACTED]; Smith, Katherine A:(BSC) [REDACTED]  
**Subject:** [EXTERNAL]Rule 14a-8 Proposal (EXC)

**EXTERNAL MAIL. Do not click links or open attachments from unknown senders or unexpected Email.**



Rule 14a-8 Proposal (EXC)

Dear Ms. Littleton,  
Please see the attached rule 14a-8 proposal.  
Please confirm that this is the correct email address for rule 14a-8 proposals.  
Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."  
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden