

COMPENSATION COMMITTEE CHARTER

Effective as of August 5, 2025

Membership

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Constellation Energy Corporation (“**Constellation**” or the “**Company**”) shall be composed of three or more independent directors (as set forth in the Company’s Corporate Governance Principles, including the additional independence requirements for membership on the Compensation Committee set forth therein). Each member of the Committee shall: (1) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”); (2) be an “independent director” as defined by the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”); and (3) satisfy the applicable rules and regulations of the Securities and Exchange Commission (“**Commission**”). The Board appoints Committee members and the Committee Chair and may make changes upon the recommendation of the Corporate Governance Committee at any time. Any member may be removed from the Committee by a majority vote of the Board, with or without cause, at any time. Any vacancy on the Committee shall be filled by a majority vote of the Board.

The Chair of the Committee shall be appointed by the Board. If the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair shall preside at all meetings of the Committee and shall have the authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee.

Meetings and Resources

The Committee regularly meets four times each year or more frequently as the Committee Chair deems appropriate. Regular meetings are scheduled in accordance with the annual schedule approved by the Board. The Secretary or an Assistant Secretary shall record the minutes of Committee meetings. A majority of the Committee members shall constitute a quorum for the transaction of business, and a majority vote of the Committee members present at a meeting shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting. The Chief Human Resources Officer and other officers may attend meetings at the invitation of the Committee Chair, but will not be present for discussion of matters pertaining to their own compensation.

The Committee is authorized to retain, compensate, oversee, and terminate, without Board or management approval, the services of one or more compensation consultants, legal counsel, or other advisers (each individual and/or firm, a “**Consultant**”) to provide such advice and assistance as the Committee deems appropriate. The Committee may select a Consultant only after taking into consideration all factors relevant to that person’s independence from management, including the following:

- The provision of other services to the Company by the Consultant;
- The amount of fees received from the Company by the Consultant as a percentage of the total revenue of the Consultant;
- The policies and procedures of the Consultant that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Consultant with a member of the Committee;

- Any stock of the Company owned by the Consultant; and
- Any business or personal relationship of the Consultant with an executive officer of the Company.

The Committee shall conduct the foregoing independence assessment with respect to any Consultant that provides advice to the Committee, other than in-house legal counsel. While the Committee must consider the foregoing independence factors before selecting or receiving advice from a Consultant, the Committee may select or receive advice from any Consultant they prefer, including ones that are not independent. Such Consultants shall report directly to the Committee. The Committee has the sole authority to approve such Consultant's fees and other retention terms and shall review at least twice per year any other services that the Consultant or the Consultant's firm may provide to the Company. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any search firm for the purpose of identifying director candidates and to any other advisors retained by the Committee and for ordinary administrative expenses that are necessary and appropriate in carrying out the Committee's duties.

Purpose and Responsibilities

As detailed further below, the primary purposes of the Committee are to: (a) assist the Board in the establishment of performance criteria, evaluation, and compensation setting for the Chief Executive Officer; (b) approve the compensation program design and plans for the compensation of all other officers of Constellation who are designated by the Board or the Committee as executive officers pursuant to Rule 3b-7 of the Exchange Act ("**Executive Officers**"); (c) review and discuss with management the Compensation Discussion and Analysis ("**CD&A**") for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K and determine whether to recommend to the Board the inclusion of the CD&A in the annual proxy statement or Annual Report on Form 10-K; (d) prepare or cause to be prepared the Compensation Committee Report for inclusion in the annual proxy statement; (e) review and discuss with management human capital management matters; and (f) develop leadership and succession planning criteria for the Company.

In furtherance of these purposes, the Committee shall have the following responsibilities:

Board Chair and Chief Executive Officer

1. Review compensation data with the Committee's independent compensation consultant(s) and develop a range of appropriate compensation for the Board Chair (if employed by the Company) and the Chief Executive Officer (if such positions are held by separate individuals).
2. Discuss with the Board Chair (if independent as defined in the Company's Corporate Governance Principles) and the Corporate Governance Committee Chair the Chief Executive Officer's performance based on the performance criteria established by the Board upon the recommendation of the Corporate Governance Committee and the self-assessment completed by the Chief Executive Officer. The Committee will then evaluate the Chief Executive Officer's performance against corporate goals and objectives and will determine his or her compensation based upon such evaluation, as well as such other factors as the Compensation Committee may deem relevant. The Chief Executive Officer may not be present during voting or deliberations by the Committee on his or her compensation.

3. If the Board Chair is not independent (as defined in the Company's Corporate Governance Principles), the Committee Chair collaborates with the Lead Independent Director and the Corporate Governance Committee Chair to lead the process for evaluating the performance of the Board Chair. The Committee will then evaluate the non-independent Board Chair's performance against corporate goals and objectives and will determine his or her compensation based upon such evaluation, as well as such other factors as the Compensation Committee may deem relevant. The non-independent Board Chair may not be present during voting or deliberations by the Committee on his or her compensation.

Executive Officers

4. Elect officers, including Executive Officers of Constellation, for positions below the Chief Executive Officer and President level, upon the recommendation of the Chief Executive Officer.
5. Review and approve the compensation of all Executive Officers, other than the Chief Executive Officer.

Committee Delegations

6. To the extent permitted by applicable laws, rules, and regulations (including limits on the aggregate awards that may be made pursuant to such delegation) and as may be permitted by the Company's incentive compensation plans and equity-based compensation plans, the Committee delegates to the Chief Executive Officer and the Chief Human Resources Officer the authority to approve salaries, incentives, other compensation and benefit programs, and any amendments to such programs, for employees of Constellation and its subsidiaries and affiliated entities, including controlled affiliates so long as such programs are not applicable to persons who are subject to the reporting requirements of Section 16 of the Exchange Act ; provided that the total potential expenditures under any such program (or related to any such amendment) complies with the limits provided in the Company's Delegation of Authority Policy.
7. The Committee delegates to the Chief Executive Officer and the Chief Human Resources Officer the authority to adjust base salaries and grant equity and cash recognition awards to officers who are not subject to the reporting requirements of Section 16 of the Exchange Act, subject to ratification by the Committee.
8. The Committee, by resolution approved by a majority of the Committee, may form and delegate authority to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Commission and Nasdaq.

Executive Compensation

9. Set the Company's general policy regarding executive compensation to ensure that executive compensation levels and targets are consistent with the Board's compensation philosophy and aligned with Constellation's strategic and operating objectives, including those of its controlled subsidiaries. The Committee has authority to review compensation practices throughout the Company to assess the consistency for groups and individuals and the alignment with strategic and operating objectives.
10. Review at least annually the Company's executive compensation plans and programs in light of Constellation's strategic goals and objectives and in light of competitive practices of a peer group of companies and emerging "best practices" in executive compensation.

11. Review recommendations from management, outside consultants, and the Board (when appropriate), and shall approve or recommend the Board's approval of any new executive compensation plans or programs or any amendment to existing executive compensation plans or programs, including base salaries, incentive awards, stock-based awards, perquisites, deferred compensation plans, and any other form of compensation.
12. Review at least annually (i) the Company's compensation policies and practices to assess whether such policies and practices could lead to excessive risk-taking behavior and (ii) the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated and adjustments necessary to address changes in the Company's risk profile.
13. Review and discuss with management the CD&A disclosure required by the regulations of the Commission and determine whether to recommend to the Board that such disclosures be included in the Company's annual proxy statements or Annual Report on Form 10-K, as applicable.
14. Prepare the compensation committee report in accordance with the rules and regulations of the Commission for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K, as applicable.
15. Review and discuss the results of the most recent shareholder advisory vote on executive compensation (i.e., the "say-on-pay" vote) required by Section 14A of the Exchange Act.
16. At least every six years or more frequently as appropriate, the Committee will make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote.
17. In coordination with the Corporate Governance Committee of the Board, oversee shareholder communications relating to executive compensation and make recommendations with respect to shareholder proposals related to compensation matters.

Administration of Incentive Compensation Plans

18. Approve the performance goals and formulae for applying such goals under the Company's annual incentive award plan and administer and interpret the terms of such plan. The Committee evaluates the performance of the Company in meeting the specific performance goals and formulae and, to the extent that goals are based on adjusted (non-GAAP) operating earnings, the Committee determines what items are to be included in or excluded from adjusted (non-GAAP) operating earnings for purposes of determining the amount of the awards. The Committee also approves the award amounts payable under the plan, including any adjustments pursuant to its terms of amounts otherwise payable under its performance goals and formulae.

19. Administer and interpret the terms of the Company's long-term incentive plans. The Committee approves the performance goals and formulae for programs that grant awards under the long-term incentive plans and approves or ratifies all stock-based awards thereunder (except to the extent that such grant authority has been delegated by the Committee in accordance herewith and applicable law), including, but not limited to: stock options; restricted stock units; restricted stock; dividend equivalents; stock appreciation rights; performance units; and performance shares ("**Stock-based Awards**"). The Committee evaluates the performance of the Company in meeting the specific performance goals and formulae of any Stock-based Awards. The Committee or the full Board must approve any Stock-based Awards to an Executive Officer.
20. To the extent so delegated by the Board, the Committee is authorized administer and make determinations pursuant to the Company's Compensation Clawback Policy for Executive officers.

Employment Agreements, Severance and Change in Control Plans, Perquisites, and Other Compensation-Related Policies

21. Review and approve employment agreements, severance, and change in control or similar plans or agreements, and payments to be made thereunder to any Executive Officer, provided that any such agreements with and payments to the Chief Executive Officer are subject to approval by the independent directors. For the avoidance of doubt, severance and change in control or similar payments that are consistent with previously approved employment, severance, change in control or similar plans or agreements do not require further approval from the Committee.
22. Annually review the Company's executive perquisite program and practices.
23. Pre-approve any executive compensation arrangement or other perquisite outside of the Company's approved program and practices.
24. Annually review the Company's total compensation liabilities to the Chief Executive Officer and the named Executive Officers identified in the Company's proxy statement under various scenarios, including voluntary termination, retirement, involuntary termination and change in control.
25. Adopt and approve employee benefit, retirement, and other plans and amendments applicable to Executive Officers and other employees of Constellation and its subsidiaries and affiliated entities (except with respect to plans for which authority has been delegated to designated officers), where the plan adoption or amendment requires approval by the Board and/or shareholder approval (as may be required either by law or by the plan document).
26. Determine and periodically review the stock ownership requirements as set forth in the Corporate Governance Principles and monitor compliance therewith.
27. Oversee and monitor other compensation-related policies and practices of the Company.

Leadership Development, Succession Planning and Human Capital Management

28. The Committee is responsible for leadership development and succession planning policies and criteria for Executive Officers other than the Chief Executive Officer and President.
29. The Committee will review and discuss with management the Company's key human capital management practices and policies, including employee engagement, recruitment, retention and development.

Other Responsibilities

30. Annually review the adequacy of its charter.
31. Evaluate annually the performance of the Committee in the fulfillment of its functions and the performance of its responsibilities.
32. Act on behalf of the Board on any other matters for which the Board has delegated authority to the Committee.

Reporting Responsibility

All action taken by the Committee shall be reported to the Board at the next regularly scheduled Board meeting following such action.