

SOUTHERN COMPANY

Compensation and Management Succession Committee Charter

Function

The Compensation and Management Succession Committee of the Board of Directors of Southern Company (the “Committee”) is charged with responsibility for review and oversight of executive compensation and management succession. The Committee also shall have those duties delegated to it under the Pension Plan for Employees of the Company.

Duties and Responsibilities

Among its specific duties and responsibilities, the Committee shall carry out its duties and responsibilities in the following areas:

Establishing Compensation

- Review and approve compensation plans and programs, including performance-based compensation and equity-based compensation programs, perquisites, and any broad-based programs that disproportionately benefit the Company’s executive officers and its employees.
- Review and approve Southern Company’s CEO’s and other executive officers’ annual performance goals and objectives for the coming year with input from the Finance Committee on the Company’s financial plan and goals and from the Nuclear/Operations Committee on the Company’s key operational goals and metrics.
- Evaluate the performance of the CEO at least annually, review the evaluation with the independent directors of the Board, and approve the compensation level of the CEO for ratification by the independent directors of the Board based on this evaluation. In determining the long-term incentive compensation component, the Committee will consider the Company’s performance and relative shareholder return, the value of similar performance-based awards to CEOs at comparable companies, and the awards given to the CEO in past years.
- Annually review a tally sheet of all components of the CEO’s total compensation.
- Oversee the evaluation of the other executive officers and review and approve the compensation level of the other executive officers of the Company, including the base salary and all awards under the Omnibus Incentive Compensation Plan.

- Approve the terms and grant of equity awards for executive officers.
- Assess the results of the Company’s most recent advisory vote on executive compensation.

Management Succession Planning

- Review CEO and other management succession plans at least annually with the CEO and see that they are reviewed with the full Board at least annually, including succession of the CEO in the event of an emergency.

Consultants, Legal Counsel and Other Advisers to the Committee

- Review and approve retention of Committee’s executive compensation consultant(s), outside legal counsel, or other adviser. The Committee shall have sole authority and discretion to retain advisers, at the Company’s expense. The Committee’s review of advisers, including its executive compensation consultant, shall include consideration of all factors relevant to an adviser’s independence from management, including, but not limited to, the factors specifically enumerated in Section 303A.05 of the New York Stock Exchange Listed Company Manual and Item 407(e)(3) of Regulation SK.
- Review and approve retention of its executive compensation consultant, consulting firm, outside legal counsel, or other adviser for other services in order to assess continued independence of its consultant.
- At least annually, assess whether the work of compensation consultants involved in determining or recommending executive compensation has raised any conflict of interest that is required to be disclosed in the Company’s proxy statement.

Risk Management

- Review risks and associated risk management activities related to workforce issues.
- Review the assessment of risk associated with the Company’s employee compensation policies and practices, particularly performance-based compensation, as they relate to risk management practices and/or risk-taking incentives. The review should be conducted at least annually and whenever significant changes to any business unit’s compensation practices are under consideration.

Securities and Exchange Commission Disclosures

- Review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) that is required under the Securities and Exchange Commission regulations. Based on such review and discussion, determine whether to recommend to the full Board the inclusion of the CD&A in the appropriate Company disclosure document(s).

- Oversee preparation of and provide over the names of the Committee members the Compensation Committee report required by the Securities and Exchange Commission regulations for inclusion in the Company's appropriate disclosure document(s).

Pension

- Take actions required of it under the Pension Plan for Employees of the Company.
- Receive a report, at least annually, from the Retirement Board of the Pension Plan concerning any amendments made to the Plan and other significant actions of the Retirement Board for such year.

Other Matters

- Receive reports when appropriate of new, or material modifications to, existing broad-based programs that would materially increase or decrease the level of benefits to a participant.
- Make recommendations to the Board regarding change-in-control arrangements.
- Review annually the stock ownership of all officers to determine compliance with the Company's stock ownership requirements.

Membership

The members of the Committee and its Chairman shall be appointed by the Board upon the recommendation of the Governance Committee and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board. All members of the Committee, which shall consist of at least two members, shall be:

- "Independent" as determined by the Board, where an "independent" director is a director who meets the New York Stock Exchange standards of independence for directors and compensation committee members;
- A "non-employee director" as defined in Exchange Act Rule 16b-3; and
- An "outside director" as defined in Internal Revenue Code Section 162(m).

Evaluation

The Committee will conduct, at least annually, an evaluation of its performance and the adequacy of its charter and will recommend changes to the Governance Committee as appropriate.

Meetings

- The Committee shall meet at such times as deemed appropriate by the Chairman of the Committee or by any two members of the Committee.
- A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the directors serving at any meeting of the Committee at which a quorum is present shall be the act of the Committee.
- Meetings of the Committee may use conference call, Internet, or other similar electronic communication technology.
- The Committee shall meet regularly in executive session.
- The Committee shall maintain minutes of its meetings and records relating to those meetings.
- The Committee shall make regular reports to the full Board of Directors of all significant matters approved or reviewed by the Committee.

Subcommittees

The Committee may form and delegate its authority to subcommittees, consisting of not less than two members of the Committee, formed in accordance with the Company's By-Laws and applicable law. Any such subcommittee shall report any action to the full Committee at its next scheduled regular meeting.

Approved December 8, 2014