

Earnings Conference Call

Fourth Quarter and Full Year 2016 February 22, 2017

Cautionary Note Regarding Forward-Looking Statements

Certain information contained in this presentation is forward-looking information based on current expectations and plans that involve risks and uncertainties. Forward-looking information includes, among other things, statements concerning projected costs and schedules for the completion and start-up of ongoing construction projects, earnings per share guidance, future dividend growth, expected economic development, expected capital expenditures, and expected financing plans. Southern Company cautions that there are certain factors that can cause actual results to differ materially from the forward-looking information that has been provided. The reader is cautioned not to put undue reliance on this forward-looking information, which is not a guarantee of future performance and is subject to a number of uncertainties and other factors, many of which are outside the control of Southern Company and its subsidiaries; accordingly, there can be no assurance that such suggested results will be realized. The following factors, in addition to those discussed in Southern Company's and its subsidiaries' Annual Reports on Form 10-K for the year ended December 31, 2016, and subsequent securities filings, could cause actual results to differ materially from management expectations as suggested by such forward-looking information: the impact of recent and future federal and state regulatory changes, including environmental laws regulating emissions, discharges, and disposal to air, water, and land, and also changes in tax and other laws and regulations to which Southern Company and its subsidiaries are subject, including potential tax reform legislation, as well as changes in application of existing laws and regulations; current and future litigation, regulatory investigations, proceedings, or inquiries; the effects, extent, and timing of the entry of additional competition in the markets in which Southern Company's subsidiaries operate; variations in demand for electricity and natural gas, including those relating to weather, the general economy and recovery from the last recession, population and business growth (and declines), the effects of energy conservation and efficiency measures, including from the development and deployment of alternative energy sources such as self-generation and distributed generation technologies, and any potential economic impacts resulting from federal fiscal decisions; available sources and costs of natural gas and other fuels; limits on pipeline capacity; effects of inflation; the ability to control costs and avoid cost overruns during the development, construction, and operation of facilities, which include the development and construction of generating facilities with designs that have not been finalized or previously constructed, including changes in labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, sustaining nitrogen supply, contractor or supplier delay, non-performance under construction, operating, or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any Public Service Commission ("PSC")); the ability to construct facilities in accordance with the requirements of permits and licenses, to satisfy any environmental performance standards and the requirements of tax credits and other incentives, and to integrate facilities into the Southern Company system upon completion of construction; investment performance of the Southern Company system's employee and retiree benefit plans and nuclear decommissioning trust funds; advances in technology; ongoing renewable energy partnerships and development agreements; state and federal rate regulations and the impact of pending and future rate cases and negotiations, including rate actions relating to fuel and other cost recovery mechanisms; legal proceedings and regulatory approvals and actions related to Plant Vogtle Units 3 and 4, including Georgia PSC approvals and Nuclear Regulatory Commission actions; actions related to cost recovery for the integrated coal gasification combined cycle facility under construction in Kemper County Mississippi (the "Kemper IGCC"), including the ultimate impact of the 2015 decision of the Mississippi Supreme Court, the Mississippi PSC's December 2015 rate order, and related legal or regulatory proceedings, Mississippi PSC review of the prudence of Kemper IGCC costs and approval of further permanent rate recovery plans, actions relating to proposed securitization, satisfaction of requirements to utilize grants, and the ultimate impact of the termination of the proposed sale of an interest in the Kemper IGCC to South Mississippi Electric Power Association; the ability to successfully operate the electric utilities' generating, transmission, and distribution facilities and Southern Company Gas' natural gas distribution and storage facilities and the successful performance of necessary corporate functions; the inherent risks involved in operating and constructing nuclear generating facilities, including environmental, health, regulatory, natural disaster, terrorism, and financial risks; the inherent risks involved in transporting and storing natural gas; the performance of projects undertaken by the non-utility businesses and the success of efforts to invest in and develop new opportunities; internal restructuring or other restructuring options that may be pursued; potential business strategies, including acquisitions or dispositions of assets or businesses, which cannot be assured to be completed or beneficial to Southern Company or its subsidiaries; the possibility that the anticipated benefits from the acquisition of Southern Company Gas cannot be fully realized or may take longer to realize than expected, the possibility that costs related to the integration of Southern Company and Southern Company Gas will be greater than expected, the ability to retain and hire key personnel and maintain relationships with customers, suppliers, or other business partners, and the diversion of management time on integration-related issues; the ability of counterparties of Southern Company and its subsidiaries to make payments as and when due and to perform as required; the ability to obtain new short- and long-term contracts with wholesale customers; the direct or indirect effect on the Southern Company system's business resulting from cyber intrusion or terrorist incidents and the threat of terrorist incidents; interest rate fluctuations and financial market conditions and the results of financing efforts; changes in Southern Company's and any of its subsidiaries' credit ratings, including impacts on interest rates, access to capital markets, and collateral requirements; the impacts of any sovereign financial issues, including impacts on interest rates, access to capital markets, impacts on foreign currency exchange rates, counterparty performance, and the economy in general, as well as potential impacts on the benefits of the Department of Energy loan quarantees; the ability of Southern Company's electric utilities to obtain additional generating capacity (or sell excess generating capacity) at competitive prices; catastrophic events such as fires, earthquakes, explosions, floods, tornadoes hurricanes and other storms, droughts, pandemic health events such as influenzas, or other similar occurrences; the direct or indirect effects on the Southern Company system's business resulting from incidents affecting the U.S. electric grid, natural gas pipeline infrastructure, or operation of generating or storage resources; and the effect of accounting pronouncements issued periodically by standard-setting bodies. Southern Company and its subsidiaries expressly disclaim any obligation to update any forward-looking information.

Non-GAAP Financial Measures

In addition to including earnings in accordance with generally accepted accounting principles (GAAP), this presentation also includes historical adjusted earnings excluding: (1) estimated probable losses relating to Mississippi Power's construction of the Kemper IGCC; (2) costs related to the acquisitions of Southern Company Gas, PowerSecure International, Inc. and a 50% interest in Southern Natural Gas Company, L.L.C. (SNG); (3) costs related to the discontinued operations of Mirant Corporation and the March 2009 litigation settlement with MC Asset Recovery, LLC; (4) the equity return related to the Kemper IGCC schedule extension; (5) earnings of Southern Company Gas, excluding acquisition costs; and (6) debt financing costs related to the acquisition of Southern Company Gas. This presentation also includes historical adjusted earnings per share (EPS) excluding these items as well as the additional shares of common stock issued to finance the acquisition of the 50% interest in SNG.

The estimated probable losses relating to the Kemper IGCC significantly impacted the periods presented and similar charges of uncertain amounts may occur with uncertain frequency in future periods. Further costs related to the Southern Company Gas, PowerSecure and SNG acquisitions are expected to occur in connection with related integration activities; however, the amount and duration of such expenditures is uncertain. Additional costs related to the discontinued operations of Mirant Corporation are not expected to occur.

Earnings for the three and twelve months ended December 31, 2016 include the earnings of Southern Company Gas since July 1, 2016 (the date of acquisition), as well as debt financing costs related to the acquisition. Earnings of Southern Company Gas since September 1, 2016 include amounts related to its acquisition of the 50% ownership interest in SNG. In addition, EPS for the three and twelve months ended December 31, 2016 include the impact of the shares of common stock issued to finance a portion of the purchase price for SNG. The timing of completion of the acquisition of Southern Company Gas was uncertain at the time Southern Company issued EPS guidance in February 2016, and Southern Company's agreement to acquire a 50% interest in SNG did not occur until July 2016. Accordingly, Southern Company's February 2016 guidance did not reflect any earnings contribution from these acquisitions or the financing costs related to the acquisitions. In addition, earnings for the three and twelve months ended December 31, 2016 include additional allowance for funds used during construction (AFUDC) equity as a result of extending the schedule for the Kemper IGCC construction project. Southern Company's February 2016 earnings guidance assumed construction would be complete and AFUDC equity would cease by August 31, 2016. As a result, Southern Company believes a presentation of EPS excluding these items provides investors with information company's performance in 2016.

This presentation also includes projected adjusted EPS for future periods excluding costs for the acquisitions noted above and the Wholesale Gas Services business of Southern Company Gas. As noted above, the amount and duration of costs related to the acquisitions described above is uncertain. Presenting earnings and EPS excluding Wholesale Gas Services provides investors with an additional measure of operating performance that excludes the volatility that results from mark-to-market and lower of weighted average cost or current market price accounting adjustments. Management expects to use earnings and EPS excluding these items to evaluate Southern Company's performance.

Southern Company Update

Key 2016 Successes

Acquisitions

- Southern Company Gas
- 50% of Southern Natural Gas
- PowerSecure
- All three financed on favorable terms

Premier state-regulated utilities

- Expanded our portfolio with seven premier natural gas LDCs
- Vogtle prudence settlement

Energy infrastructure under long-term contract

- Invested \$4.5B+ at Southern Power
- Entered into a joint development agreement (JDA) for 3,000MW of wind
- Turbine supply agreements for JDA projects provide 100% PTC safe harbor
- Alliance with Bloom Energy

2016 successes provided a foundation for a stronger financial outlook that should support approximately 5% EPS growth over the long term

2017 to date

Premier state-regulated utilities

- GRAM forward-looking rate mechanism approved by Georgia PSC for Atlanta Gas Light
- 15th VCM approved by Georgia PSC
- Initial integrated operations of Kemper IGCC (working towards in service)

Energy infrastructure under long-term contract

- >\$0.6B of \$1.5B growth capex already committed for Southern Power projects
- First growth project for Southern Natural Gas (a gas lateral in Georgia)

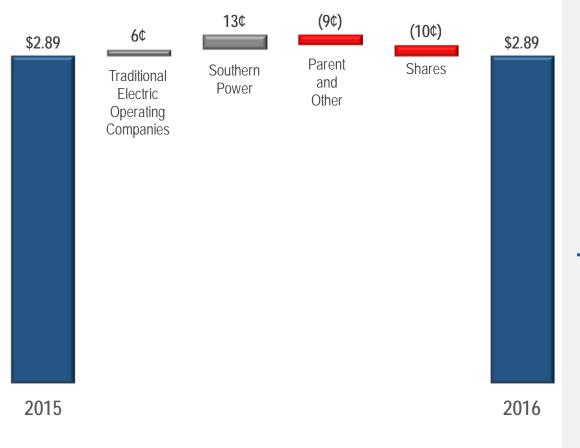


2016 Earnings Results

	Q4		YT	D
	2015	2016	2015	2016
Earnings Per Share As Reported	\$0.30	\$0.20	\$2.60	\$2.57
Impact of estimated Kemper IGCC losses	\$0.12	\$0.13	\$0.25	\$0.28
Acquisition and integration costs	\$0.02	\$0.00	\$0.03	\$0.09
MCAR settlement costs	-	-	\$0.01	-
	\$0.44	\$0.33	\$2.89	\$2.94
GAS earnings net of acquisition and integration costs	-	(\$0.11)	-	(\$0.15)
Acquisition debt financing cost	-	\$0.04	-	\$0.11
Additional shares issued for SNG acquisition	-	\$0.01	-	\$0.03
Equity return related to Kemper IGCC schedule extension	-	(\$0.03)	-	(\$0.04)
Earnings Per Share Excluding Items	\$0.44	\$0.24	\$2.89	\$2.89



FY 2016 vs. FY 2015 Adjusted EPS Drivers



- + Weather and Other Revenue Effects at Traditional Electric OpCos
- + Southern Power project execution and energy margins
- Financings to support growth
- Higher non-fuel O&M
- Lower weather-adjusted retail electric usage

2016 adjusted estimates provided 10/31/16

Q4: \$0.24 per share

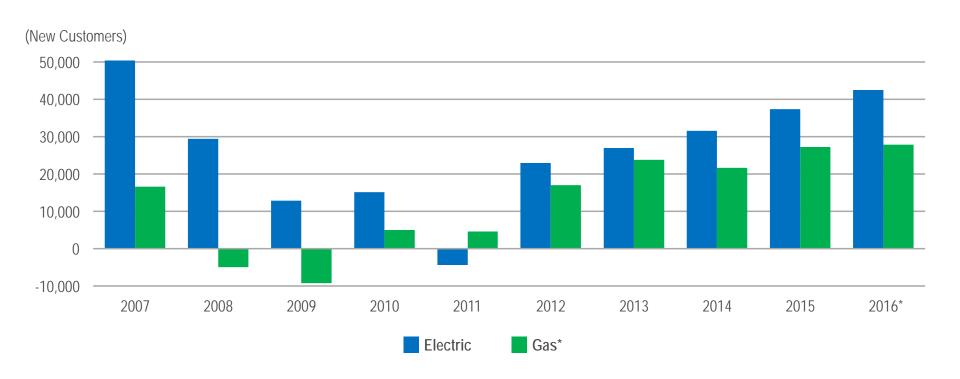
YE: \$2.89 per share

Excluding:

- Southern Company Gas and acquisition financing costs
- Other acquisition costs
- Estimated losses on Kemper IGCC and equity return related to schedule extension
- Additional MCAR settlement costs in 2015
- Shares issued for SNG acquisition

Southern Company – Residential Customer Growth

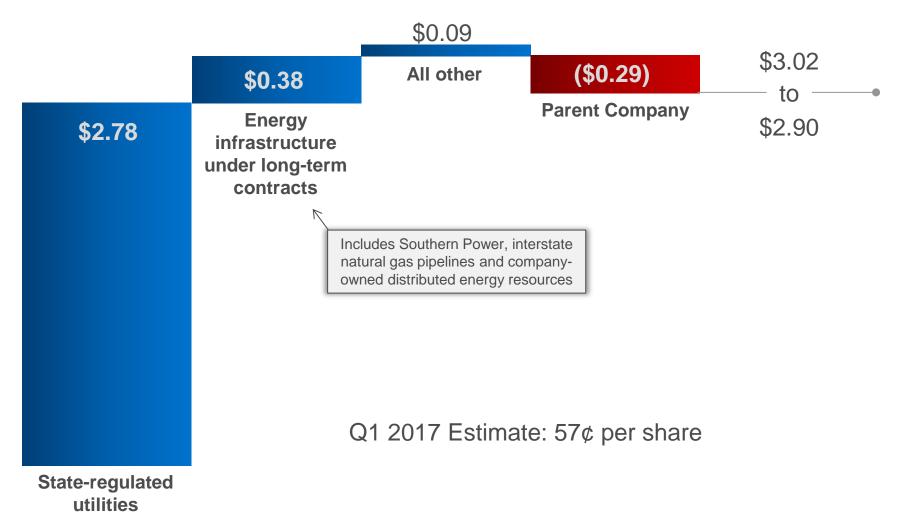
Customer growth remains strong, exceeding both expectations and growth registered in recent years





 $^{^*\}mbox{Approximately 17K}$ new gas customers added since the merger closed on July 1, 2016

2017 Guidance = \$2.90 to \$3.02

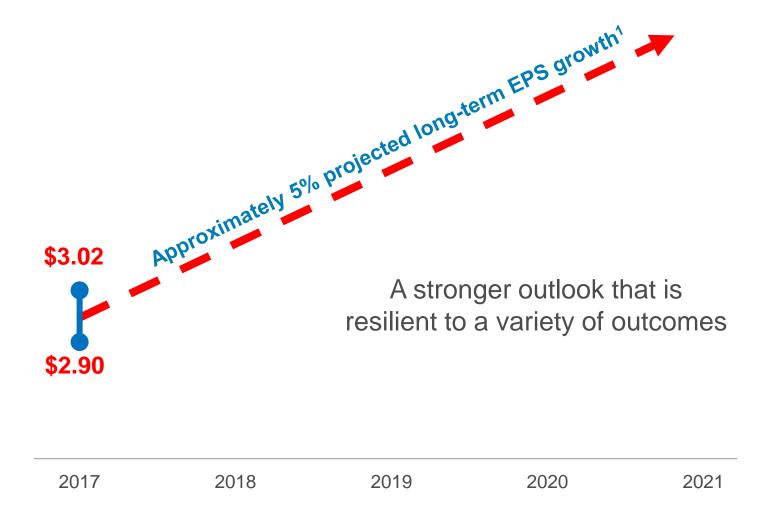


Notes

- Average shares outstanding for 2017 = 998M
- Excludes projected merger-related expenses and earnings from Wholesale Gas Services
- Excludes any additional estimated losses associated with the Kemper IGCC
- Excludes any equity return related to the Kemper IGCC schedule extension



Long-term EPS growth trajectory





Tax Policy Reform Analysis

Estimated impact to 2021

Key element of Trump Administration Plan
15% Tax Rate

- EPS: Slightly accretive
- Assumes interest remains deductible and no change in depreciation for capital additions

Key elements of

House Republican Plan

20% Tax Rate

No interest deduction

Expensing of capital additions

- EPS: Slightly accretive to ~5% dilutive
- Slightly accretive if interest on existing debt remains deductible and incremental capital expenditures offset reduced rate base
- ~5% dilutive with no interest deduction and no incremental capital expenditures

Our tax reform priorities are to preserve the interest deduction and the current treatment for capital additions, as well as to ensure fair and comprehensive transition rules

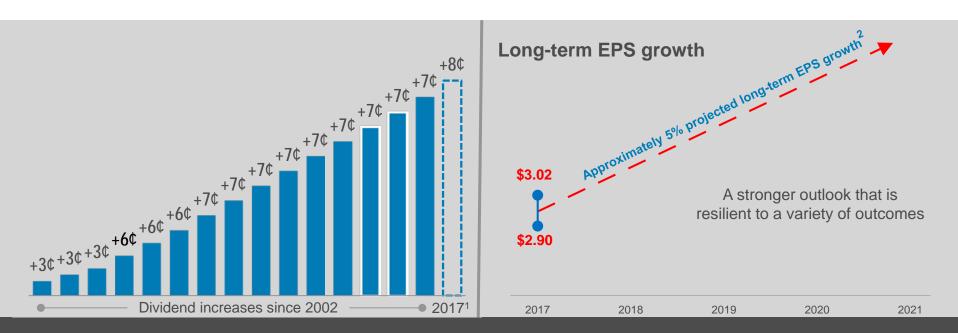
Kemper Project Update

- Achieved initial integrated operations producing electricity
- Produced and captured CO₂ and other chemical byproducts
- Started Gasifier 'B' outage to remove ash deposits on February 20, 2017
- Train 'A' expected to continue operations during Gasifier 'B' outage
- Expect to place in service by mid-March 2017

Southern Company is committed to the financial integrity of Mississippi Power.
Southern Company expects to maintain a capital structure and credit metrics for Mississippi
Power which are supportive of investment grade ratings.

Our Value Proposition & Financial Objectives

- Superior risk-adjusted total shareholder return
- A high degree of financial integrity and strong investment grade credit ratings
- Strong, sustainable, returns on invested capital
- Regular, predictable, sustainable EPS and dividend growth



Supported by premier state-regulated utilities + energy infrastructure under long-term contracts

^{1.} Future dividend increases are subject to the approval of the Southern Company Board of Directors

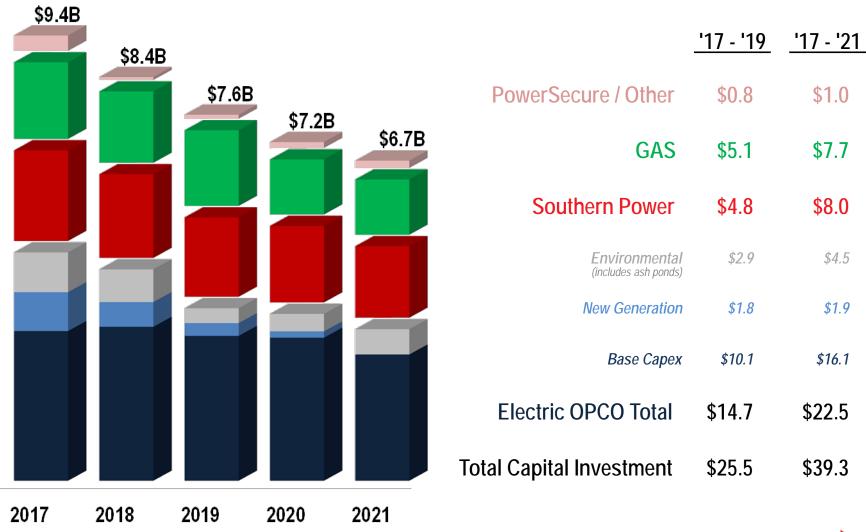
^{2.} Excludes projected merger-related expenses and earnings from Wholesale Gas Services, any additional estimated losses associated with the Kemper IGCC, and any equity return related to the Kemper IGCC schedule extension

Appendix

2016 Earnings Results Reconciliation

	Q4		YTI)	
(Millions)	2015	2016	2015	2016	
Net Income As Reported	\$271	\$197	\$2,367	\$2,448	
Estimated loss on Kemper IGCC	183	206	365	428	
Tax Impact	(70)	(79)	(139)	(164)	
Acquisition and integration costs	25	12	41	120	
Tax Impact	(6)	(4)	(10)	(38)	
Additional MCAR settlement costs	-	-	7	-	
Tax Impact	-	-	(3)	-	
	\$403	\$332	\$2,628	\$2,794	
GAS earnings net of acquisition and integration costs	-	(185)	-	(231)	
Tax Impact	-	72	-	90	
Acquisition debt financing cost*	-	68	-	175	
Tax Impact	-	(26)	-	(67)	
Equity return related to Kemper IGCC schedule extension	-	(22)	-	(29)	
Tax Impact	-	(4)	-	(5)	
Net Income excluding items	\$403	\$235	\$2,628	\$2,727	
Adjusted average shares outstanding	911	964*	910	942*	
Earnings Per Share – Excluding Items	\$0.44	\$0.24	\$2.89	\$2.89	

\$39.3B in projected capital investments through 2021



Projected Capital Investments by Subsidiary

(Billions)	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	Total <u>'17-'19</u>	Total <u>'17-'21</u>
Alabama Power	\$1.9	\$1.6	\$1.3	\$1.4	\$1.3	\$4.9	\$7.5
Georgia Power	2.9	2.9	2.3	2.1	1.9	8.1	12.2
Gulf Power	0.2	0.2	0.2	0.3	0.2	0.7	1.2
Mississippi Power	0.5	0.3	0.3	0.3	0.2	1.1	1.6
Traditional Electric OpCos	5.6	5.0	4.1	4.1	3.7	14.7	22.5
Southern Power Base	0.8	0.2	0.1	0.1	0.1	1.1	1.3
Southern Power Growth	0.8	1.4	<u> 1.5</u>	<u>1.5</u>	1.5	3.7	6.7
Total Southern Power	1.6	1.6	1.6	1.6	1.6	4.8	8.0
LDC	1.5	1.4	1.4	1.3	1.2	4.2	6.7
Midstream	0.3	0.3	0.3	0.0	0.0	0.5	0.9
Southern Company Gas	1.7	1.7	1.7	1.4	1.2	5.1	7.7
PowerSecure	0.3	0.1	0.1	0.1	0.2	0.5	0.8
Other	0.1	0.1	0.0	0.0	0.0	0.3	0.3
Total Consolidated	\$9.4	\$8.4	\$7.6	\$7.2	\$6.7	\$25.5	\$39.3

Totals may not sum due to rounding

Traditional Electric Operating Companies Projected Capital Investments

(Billions)	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	Total <u>'17-'19</u>	Total <u>'17-'21</u>
Now Concretion	ф1 О					¢1 በ	¢1 O
New Generation	\$1.0	\$0.5	\$0.3	\$0.1	_	\$1.8	\$1.9
Environmental Compliance	0.9	0.7	0.3	0.4	0.6	1.9	2.9
Generation Maintenance	0.9	0.9	0.9	0.9	0.7	2.8	4.4
Transmission Growth Transmission Maintenance	0.1	0.1	0.2	0.2	0.2	0.5	0.9
	0.7	0.7	0.6	0.5	0.5	2.0	2.9
Total Transmission	8.0	0.9	8.0	0.7	0.7	2.4	3.8
Distribution Growth	0.5	0.5	0.5	0.4	0.4	1.5	2.3
Distribution Maintenance	0.5	0.5	0.5	0.5	0.4	1.5	2.4
Total Distribution	1.0	1.0	1.0	0.9	0.9	3.0	4.8
Nuclear Fuel	0.2	0.3	0.2	0.3	0.4	8.0	1.4
General	0.4	0.4	0.3	0.3	0.3	1.1	1.7
Pond Closures	0.4	0.3	0.3	0.4	0.4	1.0	1.7
Traditional Electric OpCos	\$5.6	\$5.0	\$4.1	\$4.1	\$3.7	\$14.7	\$22.5

Southern Company Gas Projected Capital Investments

(Billions)

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	Total <u>'17-'19</u>	Total <u>'17-'21</u>
Rate Base	\$0.7	\$0.7	\$0.8	\$0.6	\$0.6	\$2.2	\$3.4
Rider / Infrastructure	0.6	0.6	0.5	0.5	0.5	1.7	2.7
New Business / Other Distribution	0.1	0.1	0.1	0.1	0.1	0.4	0.6
Midstream / Pipelines	0.3	0.3	0.3	0.0	0.0	0.8	0.9
Non-Utility	0.0	0.0	0.0	0.0	0.0	0.0	0.1
Total Gas	\$1.7	\$1.7	\$1.7	\$1.4	\$1.2	\$5.1	\$7.7



Southern Company 2017-2019 Projected Financings

in millions - as of 2/22/2017

Long-term Debt	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u> 2017 - 2019</u>
Alabama Power	\$1,100	-	\$500	\$1,600
Georgia Power ¹	1,200	1,625	900	3,725
Gulf Power	150	-	-	150
Mississippi Power	400	1,500	175	2,075
Traditional Electric	\$2,850	\$3,125	\$1,575	\$7,550
Southern Power ²	750	1,000	750	2,500
Southern Company Gas Capital	450	400	550	1,400
Nicor ³	500	200	275	975
Holding Company	750	750	2,000	3,500
Total Long Term Debt Issuance	\$5,300	\$5,475	\$5,150	\$15,925
Common Equity	\$575	\$550	\$100	\$1,225



^{1.} Includes \$400 million of DOE draws in 2017, and \$862 million in total DOE draws from 2017 to 2019

^{2.} Includes \$750 million, \$700 million and \$450 million in financings associated with placeholder projects in 2017, 2018, and 2019, respectively

^{3.} Subject to Illinois Commerce Commission approval

Southern Company Liquidity and Credit

in millions - as of 12/31/2016

Over \$8.4 billion in combined committed credit facilities and available liquidity of nearly \$6.5 billion

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>Total</u>
Consolidated Credit Facilities Expirations	\$422	\$3,620		\$4,400	\$8,442

	<u>Alabama</u> <u>Power</u>	<u>Georgia</u> <u>Power</u>	<u>Gulf</u> <u>Power</u>	<u>Mississippi</u> <u>Power</u>	<u>SEGCO</u>	Southern Company Gas	Southern Power	<u>Parent</u>	Consolidated
Unused Credit Lines	\$1,335	\$1,732	\$280	\$150	\$55	\$1,949	\$522	\$2,250	\$8,273
Cash ¹	420	3	56	224	-	19	1,099	6	1,975
Total	1,755	1,735	336	374	55	1,968	1,621	2,256	10,248
Less: Outstanding CP	-	392	168	-	38	1,257	-	-	1,910
Less: PCBs Floaters ²	890	868	82	40	-	-	-	-	1,880
Net Available Liquidity	\$865	\$475	\$86	\$334	\$17	\$712	\$1,621	\$2,201	\$6,458

^{1.} Consolidated cash includes balance amounts from non-SEC reporting subsidiaries including PowerSecure, Southern Nuclear, SouthernLINC and others

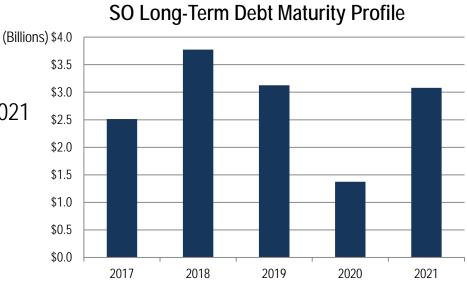
^{2.} PCBs Floaters include all variable rate pollution control revenue bonds outstanding

Long-term Debt Maturity Schedule

(\$ Millions)	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	5Y Total
Alabama Power	561	-	200	250	310	1,321
Georgia Power	450	750	500	44	369	2,113
Gulf Power	85	-	-	175	-	260
Mississippi Power	586	1,200	125	7	270	2,188
Southern Power	560	670	600	300	300	2,430
GAS Consolidated	22	155	350	-	330	857
Parent	800	1,000	1,350	600	1,500	5,250
Interco Loans (Elim)	(551)					(551)
SO Consolidated	2,513	3,775	3,125	1,375	3,079	13,867

Maturity schedule excludes capital leases







Vogtle Construction Update

Unit 3

Progress

- ✓ Set Reactor Vessel
- ✓ Set containment vessel Ring 2
- ✓ Set 3 safety related mechanical modules inside containment building
- ✓ Placed concrete in the main steam feedwater panel
- ✓ Placed concrete in areas 1 & 2 in annex buildings to EL 117′-6″
- ✓ Placed concrete in cylindrical wall RC-01 from EL 100′ 117′-6″ in shield building
- ✓ Place concrete in courses 05 and 06 of shield building

Near term

- Set first of two Steam Generators
- Begin reactor coolant piping installation

On the horizon

- · Set second Steam Generator
- Start Initial Energization



Unit 3 Nuclear Island

Unit 4

Progress

- ✓ Set ~1,100 ton CA01 in the nuclear island
- ✓ Placed concrete inside Containment Vessel Bottom Head to EL 83'-6"
- ✓ Completed first concrete placement under CVBH to EL 90′-6″ (east)
- ✓ Complete first course of shield building panels
- ✓ Competed first concrete placement for annex building basemat

Near term

- Place concrete in CA20 module walls
- Place concrete inside containment vessel to EL 87'-6"

On the horizon

- Set modules CA02 and CA03
- Complete placement of aux. bldg. walls & floors to EL 82'-6"



Inside Unit 4 Containment Vessel

Vogtle Unit 3 vs. Unit 4 Durations

