

SOUTHERN COMPANY

Business Security and Resiliency Committee Charter

Function

The Business Security and Resiliency Committee of the Board of Directors (the “Committee”) is charged with the review and oversight of the systems that management has put in place to (i) identify, assess, manage and mitigate risks related to cyber security, physical security, operational resiliency and technological developments; (ii) respond to incidents with respect thereto; and (iii) protect critical cyber and physical assets and help ensure resiliency of on-going operations. The Committee will also assist in the Board’s assessment of the adequacy of resources, funding and focus within the Company with respect to cyber security, physical security and operational resiliency.

Duties and Responsibilities

Among its specific duties and responsibilities, the Committee shall maintain general oversight of, provide advisement on and report to the Board of Directors regarding the following areas:

- The effectiveness of each of the Company’s cyber security, physical security and operational resiliency programs and its practices for identifying, assessing, managing and mitigating security and resiliency risks.
- The Company’s controls to detect, prevent, mitigate, respond to and recover from cyber attacks or physical attacks.
- Adequacy of resources, initiatives, security awareness training and insurance coverage related to cyber security and physical security.
- Crisis preparedness including incident response plans, disaster recovery capabilities and incident communication processes.
- The Company’s ability to effectively operate in a degraded state of systems, communications or physical facilities.
- The Company’s technology planning strategy to support its growth objectives, any acquisition or disposition and the system integration or separation in support of such activities.
- Regulations, as well as key legislative and regulatory developments, that could materially impact the Company’s cyber security, physical security and operational resiliency risk exposure.
- Reports from management on industry trends, benchmarking and best practices, including the risks and opportunities related to technological advancements.

- Reports from management on external engagement with government agencies and other critical infrastructure sectors on national security and operational resiliency.
- Other matters as the Committee Chairman or other members of the Committee determine relevant to the Committee's oversight of business security and resiliency programs and risk assessment and management.

Membership

The Committee shall be composed of at least three directors. The members of the Committee and its Chairman shall be appointed by the Board of Directors upon the recommendation of the Nominating, Governance and Corporate Responsibility 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.

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 Nominating, Governance and Corporate Responsibility Committee as appropriate.

Meetings

The Committee shall meet at such times as deemed appropriate by the Chairman of the Committee, any two members of the Committee or the Chief Executive Officer. 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 members 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 in executive session as it deems appropriate.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

The Committee shall make regular reports to the Board of Directors.

Subcommittees

The Committee may form and delegate its authority to subcommittees formed in accordance with applicable law. Any such subcommittee shall report any action to the full Committee at its next scheduled regular meeting.

Adopted July 15, 2019