

**SOUTHERN COMPANY**  
**Finance Committee Charter**

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***Function***

The Finance Committee of the Board of Directors of Southern Company (the “Committee”) is charged with responsibility for review and oversight of the financial policy, plans and programs of the Company (including its subsidiaries).

***Duties and Responsibilities***

Among its specific duties and responsibilities, the Committee shall:

- Review the financial plan and associated financial goals and recommend a financial plan to the Board of Directors. Provide input to the Compensation and Management Succession Committee on the Company’s financial goals.
- Review the dividend policy of the Company and recommend the dividend.
- Review the financing programs and cash flow of the Company.
- Review risks and associated risk management activities related to various financial matters of the Company.
- Approve and recommend to the Board of Directors material acquisitions and dispositions of capital assets of the Company.

***Membership***

The Committee shall be composed of at least three directors, and all members of the Committee shall be independent directors. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence,” as determined by the Board of Directors. The members of the Committee and its Chairman shall be appointed by the Board of Directors 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 of Directors. No member of the Committee shall be removed except by majority vote of the Board of Directors.

***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, any two members of the Committee, the Chief Executive Officer or the Chief Financial 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 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 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 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.

December 8, 2014