

SOUTHERN COMPANY

Governance Committee Charter

Function

The Governance Committee of the Board of Directors (the “Committee”) is charged with the responsibility of the oversight of the composition of the Board and its committees, identification and recommendation of individuals qualified to become Board members (consistent with criteria approved by the Board), determination of non-employee directors’ compensation, maintenance of a statement of corporate governance guidelines and oversight of performance evaluations of the Board and its committees.

This charter will be published on the Company’s website, made available in written form upon request and referenced in the Company’s Annual Proxy Statement.

Duties and Responsibilities

Among its specific duties and responsibilities, the Committee shall:

- Develop and recommend Board membership criteria to the Board and periodically review these criteria. Primary consideration is to be given to the then current needs of the Board.
- Recommend the number of directors to comprise the Board at any given time.
- Identify, evaluate and recommend nominees for election to the Board at annual meetings of stockholders and persons to fill vacancies that may occur between annual meetings of stockholders. The Committee will review its recommendation with the Chief Executive Officer.
- Assess the contributions of incumbent directors in determining whether to recommend them for reelection to the Board.
- Establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s stockholders.
- Make recommendations to the Board with respect to the independence of directors. The Committee will review with the Board for its consideration the relations and transactions considered by the Committee and the reasons for its recommendations in the determination of director independence.
- Review annually the stock ownership of the non-management directors to determine compliance with the stock ownership requirements set forth in the corporate governance guidelines and address any deficiencies.

- Direct the Committee Chairman, or the Chairman’s designee, along with the Chief Executive Officer, to extend invitations for Board membership to prospective directors.
- With respect to the standing committees of the Board, the Committee shall: (i) review annually the Board committee assignments and make recommendations to the Board regarding any changes in membership of the Board committees; and (ii) review from time to time the stated responsibilities of the Board’s committees and make recommendations to the Board for any changes, including the creation and elimination of Board committees.
- Review outside board memberships held by or offered to directors, including the Chief Executive Officer.
- Review the Company’s corporate governance guidelines at least annually and recommend appropriate changes to the Board.
- Periodically review the Board’s leadership structure.
- Make a recommendation to the independent directors regarding the appointment of the lead independent director.
- Review and make recommendations to the Board as needed regarding corporate governance issues that may arise from time to time.
- Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- Review and make recommendations to the Board regarding proposed responses to stockholder proposals and consider other stockholder activism issues.
- Review total compensation for non-employee directors at least annually and recommend any changes to the Board.
- Assess whether the work of any compensation consultant engaged by the Committee involved in determining or recommending director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.
- Oversee director education and new director orientation programs.
- Review risks and associated risk management activities related to the duties and responsibilities of the Committee as assigned by the Board.

Membership

The Committee shall consist of at least three members and shall be composed entirely of 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.

The members of the Committee and its Chairman shall be appointed by the Board upon the recommendation of the 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 set evaluation criteria for its performance and conduct, at least annually, an evaluation of its performance and the adequacy of its charter and will recommend changes to the Board as appropriate. The Committee is responsible for coordinating an annual performance evaluation of the Board and for seeing that at least annually the Audit, Compensation and Management Succession, Finance and Nuclear/Operations committees perform self-evaluations and report the results of those evaluations to the Board.

Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities and may retain, at the Company’s expense, such outside counsel or other consultants or advisors as it deems necessary. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, and the sole authority to approve the search firm’s fees and other retention terms.

Meetings

The Committee shall meet at such times as deemed appropriate by the Chairman of the Committee or any two of the 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 utilize 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