

## **SOUTHERN COMPANY**

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### **Nuclear/Operations Committee Charter**

#### ***Function***

The Nuclear/Operations Committee of the Board of Directors (the “Committee”) is charged with broad responsibility for review and oversight of the Company’s significant operating segments, including nuclear operations, power generation and transmission facilities.

#### ***Duties and Responsibilities***

Among its specific duties and responsibilities, the Committee shall maintain general oversight and shall report to the Board of Directors regarding significant information, activities and events relative to the following matters:

- Significant environmental policy and planning issues of interest to the Company, including matters before environmental regulatory agencies and compliance with environmental laws and regulations, health and safety laws and regulations and transmission reliability standards.
- Programs, policies and procedures with respect to protecting the environment and for providing a healthy and safe environment for employees, customers, contractors and the public.
- Policies and operating issues related to the system’s significant generation and transmission investments, including operational performance, safety, planning and funding for decommissioning of plants and construction and licensing of new facilities, including review of cost estimates.
- Fuel costs and availability, including exposure to fuel-dependent operational and capital investment decisions.
- Business strategies designed to prevent or address catastrophic business interruption due to material facility outages and property damage caused by natural disasters, cyber attacks, acts of terrorism or similar matters.
- Security policies, programs and controls for mission critical cyber and physical assets.
- Business strategies designed to address customer service, rates and marketing initiatives.
- Significant Information Technology initiatives.
- Strategies related to identifying and meeting the system’s workforce needs.
- Risks and associated risk management activities related to significant operations of the system.

The Committee shall provide input to the Compensation and Management Succession Committee on the Company's key operational goals and metrics.

***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. 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. No member of the Committee shall be removed except by majority vote of the Board. The Chairman of the Committee shall serve as chairman of the Southern Nuclear Operating Company, Inc. Nuclear Oversight Committee, unless the Committee designates another member to serve in that capacity.

***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 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 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 14, 2015