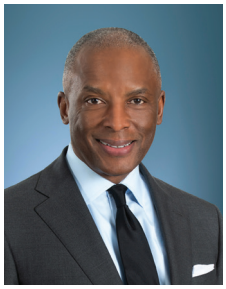
Key Responsibilities and Duties of Southern Company Leadership Roles

The leadership structure of Mr. Fanning, our retiring CEO, serving as Executive Chairman, Mr. Grain serving as Lead Independent Director and Mr. Womack seving as President and CEO became effective immediately following the May 2023 annual meeting. Each role has clearly delineated responsibilities outlined below.

Tom Fanning
Executive Chairman

David J. Grain
Lead Independent Director



Chris Womack
President and CEO

Role of the Executive Chairman

Responsible for the management, development and effective performance of the Board, and for providing leadership to the Directors in carrying out their collective responsibilities to supervise the management of the business and affairs of the Company

- Report to the Board
- Provide overall leadership to enhance the effectiveness and performance of the Board
- Ensure that the different duties, responsibilities, and roles of the Board and management are clearly understood and fulfilled
- Serve as the "hub" of governance activity, overseeing all aspects of Board direction and administration, ensuring the Board works as a cohesive team
- Ensure the Board meets as many times as necessary to carry out its duties effectively and receives appropriate and timely information from management regarding the Company's business and affairs
- Work with the Lead Independent Director, the CEO, the Committee Chairs and other Directors, members of management, and outside advisors, as appropriate, to establish the agenda for each Board meeting
- Create a cooperative atmosphere where Directors are encouraged to openly discuss, debate and question matters requiring Board attention
- Foster and facilitate effective communication between the Board and management, both inside and outside of Board meetings
- Ensure the implementation of the management succession and development plans
- Partner with the Nominating, Governance and Corporate Responsibility Committee, the Lead Independent Director and the CEO in the recruitment and retention of Directors and management
- Act as an advisor and confidante to the CEO
- Partner with the CEO and management in connection with responses to industry-specific or national events
- Ensure that the Board plays a full and constructive part in the development and determination of the Company's strategy
- Serve in the following capacities of industry-specific committees: member of Edison Electric Institute's Leadership Committee; Chair of the Institute for Nuclear Power Operations; and Chair or member of the Cybersecurity Advisory Committee of the Cybersecurity and Infrastructure Security Agency

Role of the Lead Independent Director

Provide strong independent leadership and independent oversight of executive management

- Chair executive sessions of the non-management Directors, which are included on the agenda of every regular board meeting, with the ability to call an executive session
- Chair Board meetings in the absence of the Executive Chairman
- Work with the Executive Chairman to set the agenda for Board meetings
- Approve the agenda (with the ability to add agenda items) and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items
- Approve information sent to the Board
- Meet regularly with the Executive Chairman and CEO
- Act as the principal liaison between the Executive Chairman, the CEO and the non-management Directors (although every Director has direct and complete access to the Executive Chairman and CEO at any time)
- Serve as the primary contact Director for stockholders and other interested parties
- Communicate any sensitive issues to the Directors
- Oversee the independent Directors' performance evaluation of the Executive Chairman and the CEO, in conjunction with the chair of the Compensation and Talent Development Committee
- Partner with the Nominating, Governance and Corporate Responsibility Committee, the Executive Chairman and the CEO in the recruitment and retention of Directors and management

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Role of the President and Chief Executive Officer

Primary responsibility of leading the day-to-day operations of the business of the Company and its subsidiaries in accordance with the strategic plan and operating and capital budgets determined by the Board

- Report to the Board
- Lead the senior team in developing the business plans to deliver on the Company's strategy and holding the organization accountable for delivering on those strategic goals
- Set, refine and achieve the value proposition of top quartile returns for stockholders, as well as the other performance targets associated with employee incentive plans
- Provide strategic leadership to the organization in furthering its objectives around fostering broader diversity within its leadership and workforce, while also serving as a role model for inclusive leadership
- Effectively manage relationships with key external stakeholders including regulators, legislators, stockholders, and the analyst community, and build strong rapport and credibility with these stakeholders
- Continue to build and develop a strong leadership team, underpinned by a best-in-class human capital strategy that includes proactive succession planning efforts
- Ensure that the Company is positioned as an employer of choice within its region, renowned for its collaborative, innovative, and customer-centric culture, and viewed as a role model for diversity and inclusion
- Partner with the Nominating, Governance and Corporate Responsibility Committee, the Executive Chairman and the Lead Director in the recruitment and retention of Directors and management
- Drive a program of continued investment in the Company's system to ensure it can offer promised stockholder returns with superior reliability and cleaner energy to its customers and communities
- Lead policy and legislative change to support migration from fossil fuels to additional renewable assets within the Company's generation mix
- Position the Company to be successful in the face of the evolving energy industry by innovating to offer new products and services valued by its customers, and positioning the Company as the vital link in the changing energy landscape in the service territory
- In alignment with the mandate to innovate, ensure that Southern is viewed as a good steward of the environment