

## **Southern Company**

### **Summary of Compensation Clawback Provisions and Policies**

#### **Clawback Provisions in the Omnibus Plans**

The Southern Company 2011 Omnibus Incentive Compensation Plan and The Southern Company 2021 Equity and Incentive Compensation Plan (together, the Omnibus Plans) include clawback provisions that apply to awards granted under our annual Performance Pay Program and Long-Term Incentive Program. These clawback provisions are triggered if (1) we are required to prepare an accounting restatement due to material noncompliance as a result of misconduct with any financial reporting requirement under the securities laws (a Restatement Trigger), and (2) a participant knowingly or grossly negligently engaged in the misconduct, or knowingly or grossly negligently failed to prevent the misconduct, or if the participant is one of the individuals subject to automatic forfeiture under the Sarbanes-Oxley Act of 2002.

#### **Clawback Policy**

For incentive-based compensation granted after May 26, 2021, the Southern Company Clawback Policy (the Clawback Policy) provides us with an additional basis to recoup incentive-based compensation from certain members of our senior management, including our named executive officers. The Clawback Policy applies in the following circumstances:

- **Restatement:** The Southern Company Board of Directors Compensation and Talent Development Committee (the Committee) may provide for the recovery or adjustment of excessive incentive-based compensation from a covered employee if (1) there is a Restatement Trigger, and (2) the Committee determines that the covered employee committed misconduct that contributed to the noncompliance that resulted in the Restatement Trigger.
- **Detrimental Activity:** The Committee may provide for the reduction, forfeiture or recovery of incentive-based compensation with respect to a covered employee if the covered employee has engaged in certain detrimental activity (such as certain misconduct or a material violation of our Code of Ethics or applicable Company policies) that results in significant financial or operational loss or serious reputational harm to the Company or its subsidiaries (a Detrimental Activity Trigger)

The Clawback Policy generally allows for recovery for at least three years prior to the year in which the Committee determines that a triggering event has occurred. This three-year recovery period represents an enhancement over the clawback period under our Omnibus Plans, which allow for the recovery of award payments that are earned or accrued during the 12-month period following the first public issuance or filing that was restated.

The Clawback Policy was amended and restated on October 16, 2023 to (i) align the Restatement Trigger and the definition of covered incentive-based compensation with the requirements of applicable Securities and Exchange Commission (SEC) rules and New York Stock Exchange (NYSE) listing standards and (ii) expand the members of senior management covered. The changes implemented in the amendment and restatement are effective as of December 1, 2023, and will be described in our 2024 Notice of Annual Meeting of Stockholders and Proxy Statement.

#### **Recoupment Policy**

In accordance with applicable SEC rules and NYSE listing standards, Southern Company and its NYSE-listed subsidiaries adopted The Southern Company and Covered Subsidiaries Compensation Recoupment Policy (the Recoupment Policy) effective as of December 1, 2023. The Recoupment Policy empowers each covered company to recover covered compensation erroneously awarded to its covered officers in the event of an accounting restatement. The Recoupment Policy will be filed as an exhibit to the Company's Form 10-K for the fiscal year ending December 31, 2023, and will be described in our 2024 Notice of Annual Meeting of Stockholders and Proxy Statement.